

# PRITIKA AUTO INDUSTRIES LIMITED

(Formerly known as Shivkrupa Machineries and Engineering Services Limited)

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

Corp Off: F-24, First Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West),  
Mumbai - 400 067. Tel No :- 022 6520 2220

Website: www.pritikaautoindustries.com Email Id: compliance@pritikaautoindustries.com

CIN: L45208PB1980PLC046738

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**Date: 05<sup>th</sup> October, 2017**

To,  
General Manager,  
Department of Corporate Services,  
BSE Limited.,  
P J Towers, Dalal Street,  
Mumbai- 400 001.

Dear Sir,

**Sub: Submission of 37<sup>th</sup> Annual Report for Financial Year 2016-17.**


Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, ("Listing Regulations"), we submit herewith the Annual Report for the Financial Year 2016-17 approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 37<sup>th</sup> Annual General Meeting of the Company held on Wednesday September 27<sup>th</sup>, 2017 at the Registered office of the Company Situated in Punjab.

Kindly take the same on your records.

Thanking You,

Yours Truly,

**For Pritika Auto Industries Limited**

**Vedant Bhatt**  
**Company Secretary & Compliance Officer**

**CC:**

**The Calcutta Stock Exchange Limited,**  
7, Lyons Range,  
Calcutta- 700 001



Capabilities to meet your needs

**PRITIKA AUTO INDUSTRIES LIMITED**

**37<sup>th</sup> Annual Report**

**Name of the Company****CIN****Pritika Auto Industries Limited**

:L45208PB1980PLC046738

**DIRECTORS**

Mr.Harpreet Singh Nibber (From 30.05.2017)  
Mr.Raminder Singh Nibber (From 30.05.2017)  
Mr.Neeraj Bajaj (From 30.05.2017)  
Mrs.Sapna Khandelwal  
Mr. Ajay Kumar (From 01.08.2017)  
Mr. Yudhisthir Lal Madan (From 01.08.2017)

-ManagingDirector  
-Non-ExecutiveDirector  
-IndependentDirector  
-IndependentDirector  
- Executive Director  
- Independent Director

**COMPANY SECRETARY**

Mr. Vedant Bhatt

**CHIEF FINANCIAL OFFICER**

Mr. Ramesh Chander Saini (From 30.08.2017)

**REGISTERED OFFICE**

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

**AUDITOR**

M/s. Koshal & Associates  
Chartered Accountant

**BANKERS****HDFC Bank****REGISTRAR TRANSFERAGENTS**

Adroit Corporate Services Private Limited  
17/18/19/20, JaferbhoyInd.Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri (E),  
Mumbai-400059.

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PRITIKA AUTO INDUSTRIES LIMITED (FORMERLY SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD) WILL BE HELD AT REGISTERED OFFICE SITUATED AT PLOT NO. C-94, PHASE-VII INDUSTRIAL FOCAL POINT, S.A.S. NAGAR, MOHALI, PUNJAB -160055 ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2017 AT 11.30 A.M. TO TRANSACT FOLLOWING BUSINESS:**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
3. Ratification of appointment of Statutory Auditor and fix their remuneration :

**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Koshal & Associates, Chartered Accountants, (Membership No- 043746) (who was appointed as Statutory Auditors of the Company in 36<sup>th</sup> AGM to hold office till the conclusion of the 41<sup>st</sup> AGM to be held in the calendar year 2021), be and hereby ratified for Financial Year 2017-18 and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Harpreet Singh Nibber (holding DIN 00239042), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

5. To Consider and if thought fit, to pass with or without modification (s), the following resolutions as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Harpreet Singh Nibber (DIN: 00239042) as the Managing Director of the

Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Harpreet Singh Nibber in the best interests of the Company and as may be permissible at law, viz.:

A. Period: 5 years w.e.f. 30<sup>th</sup> May, 2017 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration: At present Mr. Harpreet Singh Nibber will work on Honorary basis and will not be paid any remuneration. However, during his tenure, the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to consider and pay him remuneration and perquisites pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government at the relevant time, without seeking further approval of the shareholders.

C. Mr. Harpreet Singh Nibber shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Harpreet Singh Nibber functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

6. 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, Mr. Neeraj Bajaj (holding DIN 00035778), who was appointed as an Additional Director of the Company on 30.05.2017 in the category of Independent director and in respect of whom the Company has received a notice in writing from a Member proposing his 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 5 (five) consecutive years, with effect from 30/5/2017 and that he shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** Mr. Raminder Singh Nibber, who was appointed as an Additional Director with effect from 30 May 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 80 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the company and that he shall be liable to retire by rotation. He is also appointed as Chairman of the company.”

8. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **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, Mr. Yudhisthir Lal Madan (holding DIN 05123237), who was appointed as an Additional Director of the Company on 01.08.2017 in the category of Independent director and in respect of whom the Company has received a notice in writing from a Member proposing his 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 5 (five) consecutive years, with effect from the 01/08/2017 and that he shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ajay Kumar (DIN: 02929113) who was appointed as an Additional Director by the Board of Directors of the Company on 01.08.2017 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature under Section 160 of the Companies Act, 2013 for the office of Executive Director, be and is hereby appointed as an Executive Director of the Company, and that he shall be liable to retire by rotation.”

By Order of the Board  
**For Pritika Auto Industries Limited**  
Sd/-  
**Mr. Raminder Singh Nibber**  
Chairman

**Date: 30.08.2017**  
**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) 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.
- 4) 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.
- 5) 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.
- 6) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- 7) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Wednesday, September 20, 2017 to Wednesday, September 27, 2017 (both days inclusive).
- 8) 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.
- 9) 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.
- 10) 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.
- 11) 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.
- 12) 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.
- 13) Members are requested to kindly notify changes including email address, if any, in their address to the R & T Agent of the Company, Adroit Corporate Services Pvt. Ltd situated at 17/18/19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059. Website: [www.adroitcorporate.com](http://www.adroitcorporate.com).
- 14) 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.

15) Electronic copy of the Notice of the 37<sup>th</sup> 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 37<sup>th</sup> 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.

16) Members may also note that the Notice of the 37<sup>th</sup> Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website [www.pritikaautoindustries.com](http://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](mailto:compliance@pritikaautoindustries.com).

**17) Details of Directors seeking Appointment/Reappointment at the Annual General Meeting**

| Name of Director  | Mr. Harpreet Singh Nibber                                      | Mr. Raminder Singh Nibber                           | Mr. Neeraj Bajaj                       | Mr. Yudhisthir Lal Madan                                   | Mr. Ajay Kumar                               |
|---|--|---|--|--|--|
| Date of Birth/Age   | 13/10/1971   | 04/08/1941  | 17/11/1969                             | 24/08/1950   | 29/07/1974                                   |
| Date of Appointment   | 30/05/2017   | 30/05/2017  | 30/05/2017                             | 01/08/2017   | 01/08/2017                                   |
| Expertise in specific functional area                                     | Manufacturing, marketing, administration and technical matters | Manufacturing, administration and technical matters | Accounts, Taxation & Project Financing | Corporate Financing, administration and execution of plans | Manufacturing, Quality and technical aspects |
| Qualification   | Mechanical Engineer  | Mechanical Engineer                                 | CA                                     | M.Sc., MBA, CAIIB  | B.Tec., MBA                                  |
| Shareholding in the Company   | 18,39,934  | 10,61,182   | NIL                                    | NIL  | NIL  |
| Relationship with other Directors, Manager, and other KMP of the Company. | Son of Shri Raminder Singh Nibber                              | Father of Shri Harpreet Singh Nibber                | Not Related                            | Not Related  | Not Related                                  |
| No. of Board Meetings attended during the year 2016-17                    | NA   | NA  | NA                                     | NA   | NA   |
| Directorship in other public limited Companies                            | 02   | 02  | 02                                     | 02   | 01   |
| Chairman/Member of the Committee in other public limited Companies        |  |   |  |  |  |
| a) Audit Committee  | NIL  | 01  | 01                                     | 01   | -  |
| b) Stakeholder Relationship Committee                                     | 1  | 01  | 01                                     | -  | -  |
| c) Nomination & Remuneration Committee                                    | Nil  | 01  | 01                                     | -  | -  |



18) 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](mailto:jayminleads@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 Wednesday, 20th September, 2017, 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 Sunday, 24<sup>th</sup> September, 2017 and will end at 5.00 p.m. on Tuesday, 26<sup>th</sup> September, 2017. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2017, 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, 2017.

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, 2017 may obtain the login ID and password by sending an email to [compliance@pratikaautoindustries.com](mailto:compliance@pratikaautoindustries.com) or [evoting@nsdl.co.in](mailto: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](http://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. Jaymin Modi, 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 3 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.

The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Stock Exchanges where the shares of the Company are listed.

**19)** A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**20)** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

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

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

**Date: 30.08.2017**

**Place: Mohali**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **ITEM NO. 4 & 5**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, The Board of Directors of the Company have appointed Mr. Harpreet Singh Nibber as an Additional Director on the Board of the Company with effect from 30<sup>th</sup> May, 2017 to hold office up to the date of the Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from 30<sup>th</sup> May, 2017, subject to the approval of the Members.

Mr. Harpreet Singh Nibber - aged 46 years, is a Mechanical Engineer and is the son of Shri Raminder Singh Nibber. He has been trained for Production Management & Business Planning Programme at AOTS, OSAKA, Japan and has participated in Management programme for Entrepreneurs by Nadathur S.Raghavan Center for Entrepreneurial Learning (NSRCEL), January, 2009. He has been awarded Excellence in Quality Award at Enterprise 2001 at IETF in Delhi conducted by CII and bagged a display award in "Made in Punjab Show", Toronto, Canada. He has more than 22 years experience in industry.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Harpreet Singh Nibber as a Director of the Company.

The remuneration and other terms and conditions of Mr. Harpreet Singh Nibber's appointment as Managing Director as set out in the resolution is subject to your approval.

Mr. Harpreet Singh Nibber is Managing Director of Pritika Autocast Ltd. He is director in Nibber Castings Pvt. Ltd. and Pritika Industries Ltd.

The resolutions as set out in item no. 4 & 5 of this Notice is accordingly commended for your approval.

### **ITEM NO. 6**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, The Board of Directors of the Company have appointed Mr. Neeraj Bajaj as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Bajaj holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Bajaj as a Director of the Company.

The Company has also received a declaration from Mr. Bajaj confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Bajaj is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Bajaj fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Bajaj is Chartered Accountant and has wide range of experience in the field of project financing, techno-commercials appraisals and valuations, specialist technical services to Corporate, Small and Medium Enterprises and High Net worth Individuals in the field of Finance, Auditing, Taxation, Accounting & MIS and other areas.

Mr. Bajaj is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Bajaj and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 6 of this Notice is accordingly commended for your approval.

**ITEM NO. 7**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, The Board of Directors of the Company have appointed Mr. Raminder Singh Nibber was appointed as an Additional Director on the Board of the Company with effect from 30<sup>th</sup> May, 2017 to hold office up to the date of the Annual General Meeting. He was also appointed as the Non-Executive Director and Chairman of the Company with effect from 30<sup>th</sup> May, 2017.

Mr. R.S. Nibber is the Managing Director of M/s. Pritika Industries Limited, Executive Director of M/s.Nibber Castings Private Limited and director of M/s. Pritika Autocast Limited. He has been awarded Udyog Patra for Self-Made entrepreneur by the Institute of Trade and Industrial Development in July, 2003 and Star of the Asia Award by Economic Growth Society of India in the year 2015. He has also been awarded with excellence in Quality Award by Department of Industries & Commerce, Govt. of Punjab. He is active member of various Industrial & Trade Associations. He is Chairman of CII, Mohali Zone. He is a member of Rotary Club, Chandigarh (Central) and Mohali Industries Association. He is also involved in Philanthropic Activities. He has about 54 years experience in industry.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. R.S. Nibber as a Director of the Company.

Mr. R.S. Nibber is father of Mr. Harpreet Singh Nibber who has been appointed as Managing Director of the Company by the Board.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. R.S. Nibber and Mr. Harpreet Singh Nibber are, in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 07 of this Notice is accordingly commended for your approval.

**ITEM NO. 8**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, The Board of Directors of the Company have appointed Mr. Yudhisthir Lal Madan as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Yudhisthir Lal Madan holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Yudhisthir Lal Madan as a Director of the Company.

The Company has also received a declaration from Mr. Yudhisthir Lal Madan confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Yudhisthir Lal Madan is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Yudhisthir Lal Madan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Madan is a retired General Manager from Canara Bank with 38 years of rich and varied experience. He has expertise in Corporate Financing. He has very good understanding of external and domestic economic scenario, business environment and of factors affecting various business segments. He is good administrator and executor of plans of action to achieve results in appropriate time frame.

Mr. Yudhisthir Lal Madan is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Yudhisthir Lal Madan and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 8 of this Notice is accordingly commended for your approval.

## **ITEM NO. 9**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Ajay Kumar as an Additional Director (Executive) of the Company.

As an Additional Director, Mr. Ajay Kumar holds office till the date of the AGM and is eligible for being appointed as an Executive Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Ajay Kumar as a Director of the Company.

Mr. Ajay Kumar is a mechanical engineer with MBA. He has about seventeen years experience in industry handling production, quality and marketing.

Mr. Ajay Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Ajay Kumar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Ajay Kumar and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 9 of this Notice is accordingly commended for your approval.

## DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 37<sup>th</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2017.

### **1. FINANCIAL RESULTS:**

The Financial results are briefly indicated below:

| <b>Particulars</b>  | <b>Standalone</b> | <b>Consolidated</b> |
|---|-------------------|---------------------|
|   | <b>2016-17</b>    | <b>2016-17</b>      |
| <b>Net Turnover</b>   | 5816714           | 1459946745          |
| <b>Profit before Interest, Depreciation and Tax (PBIDT)</b> | 802645            | 179302390           |
| <b>Less: Depreciation</b>                                   | 16718             | 50196429            |
| <b>Profit before Interest and Tax (PBIT)</b>                | 785927            | 129105961           |
| <b>Interest</b>   | -                 | 63327076            |
| <b>Profit before Tax Expenses</b>                           | 785927            | 65778885            |
| <b>Tax Expenses</b>   | 611034            | 23071290            |
| <b>Profit after Tax</b>                                     | 174893            | 42707595            |

### **2. REVIEW OF OPERATION:**

The Company has made profit of Rs. 1,74,893/- during the financial year. The Consolidated figures reflects a profit of Rs. 4,27,07,595/- as on Financial year ended 31.03.2017. The performance of the Company is expected to increase noticeably as a part of the Strategic move the Company has made in order to enhance the performance of the Company and to attain maximum growth at optimum utilization of resources.

### **3. DIVIDEND:**

The Company has recently acquired two Companies and made them its wholly owned Subsidiaries by purchasing its Equity Shares and issuing Equity shares in consideration by way of making Preferential Allotment. With a view to capitalize the profit for further upcoming major projects, the Directors have not given Dividend to the Members of the Company.

### **4. DEPOSITS:**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **5. PARTICULARS OF EMPLOYEES:**

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of The Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendments thereof, Company has no such employees falling under the preview of the provisions mentioned above.

## **6. CORPORATE GOVERNANCE:**

During the year under review, your Company was in compliance with the provisions relating to corporate governance as provided under the Listing Regulations. The compliance report is provided in the Corporate Governance section of this Annual Report. The practicing Company Secretary's certificate on compliance with the conditions of corporate governance of the Listing Regulations is given in **Annexure A** to this Report.

## **7. SUBSIDIARIES:**

During the year the Company has acquired two Companies namely Pritika Autocast Limited and Nibber Castings Private Limited by way of purchasing 100% of their Equity shares and making them wholly own subsidiaries.

In accordance with the provisions of Section 129(3) of the Act, read with the Companies (Accounts) Rules, 2014, a report on the performance and financial position of each of the subsidiaries, associates and joint ventures is attached as **Annexure B** to this Report.

## **8. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS)**

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is attached herewith and marked as **Annexure-C**.

## **9. RELATED PARTY TRANSACTIONS:**

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in FormAOC-2 and the same forms part of this report. **ANNEXURE D**

## **10. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE E**.

## **11. SECRETARIAL AUDIT REPORT:**

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Jaymin Modi, Company Secretary as Secretarial Auditor of the Company for the financial Year 2016-17. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report.

The Copy of Secretarial Audit Report for the Financial Year 2016-17 issued by Mr. Jaymin Modi, Company Secretary in Practice has been attached with this mail and marked as **Annexure – F**.

## **12. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **Annexure G**.



### **13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of loan, guarantee and investment covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the financial statements.

### **14. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

### **9 MEETINGS OF BOARD OF DIRECTORS:**

The Board met 07 times during the year, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

### **10. CORPORATE ACTIONS DURING THE YEAR 2016-17**

During the Financial Year 2016-17, the Company made several Corporate Actions the details of which are as below:

#### **A: POSTAL BALLOT**

The Company conducted Postal Ballot in order to take approval for the following matters:

##### **i. Change in Object Clause**

- After receiving the assent from the Shareholders, the Company inserted new object clause 1A forming part of III-(A) of Main Object of the Memorandum of Association of the Company after then existing clause no. 1.

##### **ii. Change in Name of the Company**

- After receiving the assent from the Shareholders, the Company changed its name from "Shivkrupa Machineries and Engineering Services Limited" to "Pritika Auto Industries Limited" w.e.f. 16.03.2017.

##### **iii. Shifting Of Registered Office from The State of Maharashtra To The State Of Punjab**

- After receiving the assent from the Shareholders, the Company shifted the Registered Office of the Company from the State of Maharashtra situated at Old Motor Stand, Itwari, Nagpur- 440 008 – Maharashtra India to the State of Punjab to be situated at C- 94, Phase VII, Industrial Focal Point, S.A.S.Nagar ( Mohali) -160 055 – Punjab.

#### **B: EXTRA-ORDINARY GENERAL MEETING**

The Company conducted Extra-Ordinary General Meeting on 22<sup>nd</sup> February, 2017 in order to seek the approval of the Shareholders for the following matters:

##### **• Increase in Authorised Share Capital of The Company**

- After receiving the assent from the Shareholders, the Company increased its Authorised Capital from Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupee Ten only) each."

- **Alteration of Memorandum of Association of The Company.**

- After receiving the assent from the Shareholders, the Company altered the then existing Clause V of the Memorandum of Association reflecting the Authorised Share Capital of the Company to Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupee Ten only).

- **Alteration of Articles Of Association.**

- Pursuant to Change in Authorised Capital of the Company, the Articles of Association of the Company was also altered by altering Article 8 of the Articles of Association.

- **Issue of Equity Shares on Preferential Basis.**

- The Company acquired two Companies namely Pritika Autocast Limited and Nibber Castings Private Limited by acquiring 100% Equity Shares of both the Companies and thereby making them wholly owned Subsidiaries and in return the Company issued its Equity Shares to the shareholders of both the Companies by way of Preferential Allotment.
- The Company issued 88,49,500 Equity Shares having face value of Rs. 10/- each at a premium of Rs. 27.4/- per share out of which 75,06,465 Equity Shares were allotted to the Shareholders of both the companies in the ratio and proportion as decided by the valuation report.

## **15. COMPOSITION OF COMMITTEES:**

The Company has complied with the SEBI LODR Regulations along with the Companies Act, 2013 with respect to the Composition of the Committees as required therein and the details of which is given under Corporate Governance Report annexed to this Report.

## **16. BOARD EVALUATION:**

The evaluation framework for assessing the performance of Directors of your Company comprises of contributions at the meetings, strategic perspective or inputs regarding the growth and performance of your Company, among others.

Pursuant to the provisions of the Act and the Listing Regulations, the Directors have carried out the annual performance evaluation of the Board, Independent Directors, Non-executive Directors, Executive Directors, Committees and the Chairman of the Board. The manner of evaluation is provided in the Corporate Governance Report.

## **17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **A. RE-APPOINTMENT OF DIRECTOR:**

As there has been a fresh Composition of the Board of Directors substituting and replacing the then existing directors, none of the directors are liable to retire by rotation in this Annual General Meeting.

### **B. INDEPENDENT DIRECTORS:**

Independent Directors on your Company's Board have submitted declarations of independence to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

### **C. CHANGE IN COMPOSITION OF BOARD:**

During the Financial Year 2016-17 there has been no change in the Composition of Board of Directors. The composition of the Board had several changes post March 31, 2017 which are as under:

#### **1. CESSATION:**

- Mr. Chetan Shinde (Managing Director) - *w.e.f 30.05.2017*
- Mr. Harish Agrawal (Executive Director) – *w.e.f 30.05.2017*
- Mr. Bhushan Adhatrao (Independent Director) - *w.e.f 30.05.2017*
- Mr. Krishan Agrawal (Independent Director) - *w.e.f 30.05.2017*

#### **2. APPOINTMENT:**

- Mr. Harpreet Singh Nibber (Managing Director) - *w.e.f 30.05.2017*
- Mr. Raminder Singh Nibber (Chairman – Non-executive Director) - *w.e.f 30.05.2017*
- Mr. Neeraj Bajaj (Independent Director) - *w.e.f 30.05.2017*
- Mr. Ajay Kumar (Executive Director) - *w.e.f 01.08.2017*
- Mr. Yudhisthir Lal Madan (Independent Director) - *w.e.f 01.08.2017*

### **D. KEY MANAGERIAL PERSONNEL:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder.

- i. Mr. Harpreet Singh Nibber – Managing Director (*Subject to approval of members*)
- ii. Mr. Vedant Bhatt – Company Secretary & Compliance Officer
- iii. Mr. Ramesh Chander Saini - Chief Financial Officer (appointed *w.e.f 30.08.2017*)

### **18. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2017 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and,
- d) The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2017 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **19. AUDITORS & AUDITORS REPORT:**

The Board of Directors at its meeting held on 30<sup>th</sup> August 2017, in accordance with the provisions of Section 139(8) of the Companies Act 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014, have recommended to shareholders to ratify the appointment of M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) of Mumbai to continue to act as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company. M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) has confirmed their willingness under Section 141 of the Act, and the rules framed there under for re-appointment as Auditors of the Company.

## **20. INTERNAL AUDITORS :**

The Company has appointed M/s. Chetal Vikesh & Associates, Chartered Accountants, as Internal Auditor of the Company for financial year 2017-18.

## **21. IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has formulated a policy and process for risk management and has adequate risk management procedures, which are based upon business environment, operational controls and compliance procedures. The risk assessment is not limited to threat analysis, but also identifies potential opportunities.

However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

## **22. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company has in place a vigil mechanism for Directors and employees to report instances and concerns about unethical behavior, actual or suspected fraud or violation of your Company's Code of Conduct. Adequate safeguards are provided against victimization to those who avail the mechanism and direct access to the Chairman of the Audit Committee in exceptional cases is provided to them.

## **23. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

Your Company is committed to providing a safe and conducive work environment to all of its employees and associates. Your Company has in place a Policy on Prevention of Sexual Harassment at Workplace, which is applicable to all employees of your Company, as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Prevention of Sexual Harassment of Women at Workplace Act").

## **24. ACKNOWLEDGEMENTS:**

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support.

By Order of the Board  
**For Pritika Auto Industries Limited**  
Sd/-  
**Mr. Raminder Singh Nibber**  
Chairman

**Date: 30.08.2017**  
**Place: Mohali**

# **Report on Corporate Governance**

## **1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Since post increasing the Paid-up Capital of the Company, it has come within the criteria set under SEBI LODR Regulations for the applicability of Corporate Governance guidelines w.e.f Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in such a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and to meet its stakeholders' aspiration and societal expectations.

The Company believes that any meaningful policy on Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balances, which ensure that the decision-making powers vested in the executive management are used with care and responsibility and not misused.

The Company's governance philosophy embraces the tenets of trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. The Company believes that the practice of each of these tenets would lead to the creation of the right corporate culture in which the Company is managed in a manner that fulfils the purpose of Corporate Governance.

## **2. BOARD OF DIRECTORS:**

The Board of Directors of the Company is cognizant about the importance of the Corporate Governance in a Corporation and its role for the better and smooth running of the organization and hence the Board emphasizes the implementation of Corporate Governance at every level of the Organisation.

### **i. Composition of Board of Director**

The Board comprises of an optimal complement of independent professionals as well as company executives having indepth knowledge of business. As on the 31st March, 2017, there were 05 directors in the Company comprising the following:

- One Managing Director
- One Executive Director
- One Non-Executive Independent Director
- Two Independent Directors

During the financial year under review, Seven (7) Board Meetings were held on the following dates:

30th May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016, 25<sup>th</sup> January, 2017, 14th February 2017, 22nd February, 2017 and 15th March, 2017.

None of the Directors on the Board holds the office of director in more than 20 companies or membership of committees of the Board in more than 10 committees or chairmanship of more than 5 committees.

Details of Board Meeting attended, attendance at AGM, and number of directorship held, Position of membership/ chairmanship of Committees as on 31st March, 2017 is explained in the following table:

| Name of Director | Designation            | Board Meetings attended | Attendance at last AGM | No. of Directorships held in Public Limited Companies (including PAIL)* | No. of Committees of Public Ltd Company in which director is Member or Chairman in (including PAIL)** |          |
|------------------|------------------------|-------------------------|------------------------|---|---|----------|
|                  |                        |                         |                        |   | Members   | Chairman |
| Chetan Shinde    | Managing Director      | 07                      | YES                    | 01  | -   | -        |
| Bhushan Adhatrao | Independent Director   | 07                      | YES                    | 01  | -   | 02       |
| Harish Agrawal   | Executive Director     | 07                      | YES                    | 03  | 02  | -        |
| Krishan Agarwal  | Non-Executive Director | 07                      | YES                    | 03  | 04  | 02       |
| Sapna Khandelwal | Independent Director   | 07                      | YES                    | 03  | 04  | -        |

\* Private Limited Companies, Section 8 Companies and Foreign Companies have not been included for the calculation of Directorships in companies.

\*\* Audit Committee and Shareholders' and Investors' Grievances Committee have been considered for the purpose of Membership and Chairmanship held by the Director in Public Limited Companies.

None of the Directors are related to each other and No Non-executive Director held any share during the year 2016-17.

### 3. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted and headed by an Independent Director. The Composition, quorum, power, role, review of information etc. of the Audit Committee is in accordance with the Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Presently the Audit Committee comprises of all three Independent Directors.

The Composition of the Audit Committee is given herein below:

| Member's Name    | Category               | Designation |
|------------------|------------------------|-------------|
| Bhushan Adhatrao | Independent Director   | Chairman    |
| Krishan Agarwal  | Non-Executive Director | Member      |
| Sapna Khandelwal | Independent Director   | Member      |

During the financial year under review, four (4) Audit Committee Meetings were held on 30th May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016, 14<sup>th</sup> February, 2017 Attendance of members at Audit Committee Meetings:

| Member's Name    | No. of Meetings attended |
|------------------|--------------------------|
| Bhushan Adhatrao | 04                       |
| Krishan Agarwal  | 04                       |
| Sapna Khandelwal | 04                       |

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of Nomination and Remuneration Committee include the matters specified in Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013. The terms of reference of the Audit Committee inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criterial for evaluation of Independent Directors and the Board.
- Devising a policy on Board Diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Composition of the Nomination and Remuneration Committee is given below:

| <b>Member's Name</b> | <b>Category</b>        | <b>Designation</b> |
|----------------------|------------------------|--------------------|
| Sapna Khandelwal     | Independent Director   | Chairman           |
| Krishan Agarwal      | Non-Executive Director | Member             |
| Bhushan Adhatrao     | Independent Director   | Member             |

During the financial year under review, (02) Nomination and Remuneration Committee meetings were held on 30th May 2016 and 14<sup>th</sup> November 2016.

Attendance of members at Nomination and Remuneration Committee Meeting:

| <b>Member's Name</b> | <b>No. of Meetings attended</b> |
|----------------------|---------------------------------|
| Bhushan Adhatrao     | 02                              |
| Krishan Agarwal      | 02                              |
| Sapna Khandelwal     | 02                              |

#### **Performance Evaluation criteria for Independent Directors:**

The Nomination and Remuneration Committee of the Board had adopted a policy for Evaluation of the Performance of the Board of Directors. The Committee had also devised evaluation forms and criteria for Evaluation of Board of Directors, Evaluation of Managing Director / Executive Director, Evaluation of Non-Executive Independent Director, Evaluation of Board Committees and Chairperson Assessment. Such evaluation forms as devised by the Nomination and Remuneration Committee and approved by the Board were shared to all the directors for their feedback/ratings. The forms were submitted back to the company by the directors with their feedback/rating. The following were the criteria for evaluating performance of the Independent Directors:

- Participation at Board/ Committee Meetings
- Managing Relationship
- Knowledge and Skill
- Personal Attributes
- Criteria of Independence

On the basis of feedback/ratings, the Committee evaluated the performance of the Independent Directors of the Company.

## 5. REMUNERATION OF DIRECTORS:

### REMUNERATION POLICY:

The remuneration of directors is recommended by the Nomination and Remuneration Committee of the Board in line with the Remuneration Policy of the Company and approved by Board and if required are also approved by the Shareholders and/or the Central Government as the case may be.

The remuneration paid to the Executive Directors i.e. Managing Directors and Whole Time Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to shareholders' approval in the subsequent General Meeting.

Details of remuneration paid to Directors for the Financial Year 2016-17 are as follows:

| Sr No. | Name of Director | Sitting Fees | Salary        | Perquisites | Benefits | Commission | Bonus    | Stock Option | Total         |
|--------|------------------|--------------|---------------|-------------|----------|------------|----------|--------------|---------------|
| 01     | Chetan Shinde    | -            | 240000        | -           | -        | -          | -        | -            | 240000        |
| 02     | Harish Agrawal   | -            | -             | -           | -        | -          | -        | -            | -             |
| 03     | Krishan Agrawal  | -            | -             | -           | -        | -          | -        | -            | -             |
| 04     | Sapna Khandelwal | 40000        | -             | -           | -        | -          | -        | -            | -             |
| 05     | Bhushan Adhatrao | 40000        | -             | -           | -        | -          | -        | -            | -             |
|        | <b>Total</b>     | <b>80000</b> | <b>240000</b> | <b>-</b>    | <b>-</b> | <b>-</b>   | <b>-</b> | <b>-</b>     | <b>240000</b> |

## 6. STAKEHOLDERS' GRIEVANCE COMMITTEE:

Stakeholders Relationship Committee has been constituted to attend and redress the grievances of security holders of the company. The Committee is chaired by Mr. Bhushan Adhatrao, Independent Director on the Board of the Company.

The composition of Stakeholders Relationship Committee during the year under review was as under:

| Member's Name    | Category               | Designation |
|------------------|------------------------|-------------|
| Bhushan Adhatrao | Independent Director   | Chairman    |
| Krishan Agarwal  | Non-Executive Director | Member      |
| Sapna Khandelwal | Independent Director   | Member      |

During the financial year under review, Four (4) Stakeholder Relationship Committee meetings were held on 30th May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016, 25<sup>th</sup> January, 2017, 14th February 2017.

Attendance of members at Stakeholders Relationship Committee Meetings:

| Member's Name    | No. of Meetings attended |
|------------------|--------------------------|
| Bhushan Adhatrao | 04                       |
| Krishan Agarwal  | 04                       |
| Sapna Khandelwal | 04                       |

Mr. Vedant Bhatt, Company Secretary of the Company has been designated as Compliance Officer of the Company.

**The details of Complaints received; resolved/pending during the financial year 2016-17 are given below:**

Brought Forward: NIL Received: NIL Resolved NIL Pending: NIL



## 7. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings held are as follows:

| Financial Year | Date of AGM                      | Time       | Venue                          | Whether Special Resolution passed |
|----------------|----------------------------------|------------|--------------------------------|-----------------------------------|
| 2013-14        | 30 <sup>th</sup> September, 2014 | 11.00 A.M  | Old Motor Stand Itwari, Nagpur | NO                                |
| 2014-15        | 26 <sup>th</sup> September, 2015 | 02.00 P.M. | Old Motor Stand Itwari, Nagpur | YES                               |
| 2015-16        | 26 <sup>th</sup> September, 2016 | 10.30 A.M. | Old Motor Stand Itwari, Nagpur | YES                               |

All the Resolutions, including the special resolution set out in the respective notices were passed by the requisite majority of shareholders.

During the Year 2016-17, the Company called an Extra-ordinary General Meeting was held on 22.02.2017 and the following resolutions were passed unanimously:

| Sr.No. | Description   | Resolution type |
|--------|---|-----------------|
| 01     | Increase in Authorised Share capital  | Ordinary        |
| 02     | Alteration of Memorandum of Association   | Ordinary        |
| 03     | Alteration of Articles of Association   | Special         |
| 04     | Issue of Equity shares on Preferential allotment basis to the Non Promoters for acquisition of Equity shares from the Equity Shareholders of Pritika Autocast Limited through Share Sale and Subscription Agreement -1        | Special         |
| 05     | Issue of Equity shares on Preferential allotment basis to the Non Promoters for acquisition of Equity shares from the Equity Shareholders of Nibber Castings Private Limited through Share Sale and Subscription Agreement -2 | Special         |
| 06     | Issue of Equity shares on Preferential allotment basis for cash to the Non Promoters (Shareholders of Pritika Autocast Limited and Nibber Castings Private Limited )  | Special         |
| 07     | Issue of Equity shares on Preferential allotment basis for cash to Non Promoters (Public Category)  | Special         |

### Resolution passed through Postal Ballot process

During the year 2016-17, in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , the Company had passed the following resolutions through postal ballot, which includes E-Voting:

| Sr.No. | Description   | Resolution type |
|--------|---|-----------------|
| 01     | Change in Object Clause of the Company  | Special         |
| 02     | Change in Name of the Company   | Special         |
| 03     | Change in Registered Office of the Company from the State of Maharashtra to the State of Mumbai | Special         |

Related procedure for voting by postal ballot and electronic voting has been followed by the company. Mr. Jaymin Modi, Practicing Company Secretary was appointed as scrutinizer, who conducted this postal Ballot and electronic voting exercise in a fair and transparent manner and submitted his report to Mr. Chetan Shinde, Managing Director of the company. The results of the Postal Ballot were declared on 07<sup>th</sup> March, 2017 corporate office of the Company.

## Procedure Followed

- I. The company had issued the postal ballot notice dated 25th January, 2017 for passing the above mentioned Resolutions. The draft resolutions together with the explanatory statement and postal ballot forms and were sent to the members electronically whose email IDs were registered in the records of the depositories as on Friday, 27th January, 2017 and the same in physical mode along with a Self Addressed postage prepaid Business Reply to other members whose email IDs were not registered, through courier service. The date of completion of dispatch of postal ballot notice was 03<sup>rd</sup> February, 2017.
- II. The Company had provided the facility of e-voting to the shareholders of the company which remained open from Friday, 03<sup>rd</sup> February, 2017 (09:00 A.M.) to Saturday, 04th March, 2017 (05:00 P.M.)
- III. The Company had made an advertisement regarding dispatch of postal ballot notice and the facility of e-voting in the newspaper in Business Standard (English) and Mahasagar (Marathi) vernacular language of the district in which the registered office of the company is situated on Saturday, 04<sup>th</sup> February, 2017.
- IV. Members were advised to read the instructions carefully printed on the postal ballot form and return the duly completed form in the attached self- addressed business reply envelope or will exercise their vote electronically, so as to reach the scrutinizer not later than the close of working hours i.e. 5:00 P.M. of Wednesday, 04<sup>th</sup> March, 2017.
- V. After due scrutiny of all the postal ballot forms and e-voting received upto 5:00 P.M. on 04<sup>th</sup> March, 2017, the Scrutinizer submitted his report on Tuesday, 07<sup>th</sup> March, 2017.
- VI. The results of the postal ballot were declared on Friday, 07<sup>th</sup> March, 2017 at the Corporate Office of the Company. The date of declaration of results was taken as the date of passing of the Resolution. All the Resolutions specified in the notice had been passed with requisite majority;

The details of voting pattern were as follows:

| Sr. No. | Particulars of Resolutions   | Votes Cast for | Votes Cast Against | Invalid Votes | Final Result                              |
|---------|--|----------------|--------------------|---------------|---|
| 01      | Special resolution under Section 13 and other applicable provisions if any of the Companies Act, 2013 for change in object clause of the company.        | 278864         | 0                  | 0             | Resolution passed with requisite majority |
| 02      | Special resolution under Section 13 and other applicable provisions if any of the Companies Act, 2013 Change of Name of the Company.                     | 278864         | 0                  | 0             | Resolution passed with requisite majority |
| 03      | Special Resolution under section 13 and other applicable provisions, if any of the Companies Act, 2013 for shifting of Registered office of the company. | 278864         | 0                  | 0             | Resolution passed with requisite majority |

As on the date of this Report no Special resolution is proposed to be conducted through Postal Ballot.

## **08. MEANS OF COMMUNICATION**

- a. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the format prescribed by Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. The approved financial results are forthwith sent to the Stock Exchanges where the Company is listed (BSE and NSE) and are published normally in the following Newspapers in accordance with provision of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-
  - English Newspaper in which quarterly/half yearly/yearly results were published – **Business Standard**
  - Vernacular Newspapers (Marathi) in which quarterly/ half yearly/ results were published. **Mahasagar**
- c. The Company's financial results are also displayed on the Company's Website [www.pritikaautoindustries.com](http://www.pritikaautoindustries.com).
- d. The Company communicating officials releases to Stock Exchange(s) and also uploads the same on its website.
- e. The Company has not made any presentations to Institutional investors or to the Analysts.

## **09. GENERAL SHAREHOLDERS' INFORMATION**

### **• 37<sup>th</sup> Annual General Meeting:**

Day & Date: 27<sup>th</sup> day of September 2017

Time : 11.30 AM

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

Financial year: 1st April, 2016 to 31st March, 2017

### **• Dates of Book Closure:**

- The register of members and share transfer books of the company will remain closed from 20<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017 (both days inclusive), for the purpose of Annual General Meeting.

### **• Dividend Payment Date:**

- The Management has not declared any Dividend for the Financial Year 2016-17.

### **• Listing on Stock Exchanges**

- At present, the equity shares of the Company are listed on the following Stock Exchanges:
  - i. Calcutta Stock Exchange Limited - 18096 ( Stock code) (Application for delisting of the Company's Shares from CSE has already been submitted)
  - ii. BSE Limited – 539359 (Stock Code)

- **Listing Fees:**

- The Annual Listing Fees for the Financial Year 2016-2017 have been paid to all the aforesaid Stock Exchanges.

- **Outstanding GDRs/ADRs/Warrants or any Convertible instruments:**

- No GDRs / ADRs have been issued by the Company.
- During the year under review the Company has no outstanding convertible instruments.

- **Market Price Data:**

- Monthly High and Low prices of equity shares of The Company at BSE Limited (BSE) during the period under review in comparison to BSE (Sensex).

| Month          | Share Price |       | Sensex   |          |
|----------------|-------------|-------|----------|----------|
|                | High        | Low   | High     | Low      |
| April 2016     | 27.6        | 14.45 | 26100.54 | 24523.2  |
| May 2016       | 25          | 23    | 26837.2  | 25057.93 |
| June 2016      | 26.9        | 22.95 | 27105.41 | 25911.33 |
| July 2016      | 26.4        | 23.85 | 28240.2  | 27034.14 |
| August 2016    | 26          | 23    | 28532.25 | 27627.97 |
| September 2016 | 33.15       | 24    | 29077.28 | 27716.78 |
| October 2016   | 40.4        | 29.65 | 28477.65 | 27488.3  |
| November 2016  | 38.45       | 25.6  | 28029.8  | 25717.93 |
| December 2016  | 41          | 32.75 | 26803.76 | 25753.74 |
| January 2017   | 61.05       | 30.6  | 27980.39 | 26447.06 |
| February 2017  | 77.6        | 57.3  | 29065.31 | 27590.1  |
| March 2017     | 70          | 55    | 29824.62 | 28716.21 |

- **Registrar and Share Transfer Agents (RTA):**

- M/s. Adroit Corporate Services Pvt.Ltd. has been appointed as the Registrar and Share Transfer Agent of the Company for handling the share related work both in physical and electronic form.
- All correspondence relating to share transfer, transmission, dematerialisation, rematerialisation etc. can be made at the following address.

**M/s Adroit Corporate Services Pvt.Ltd.**

17-20, Jafferbhoy Ind. Estate,  
1st Floor, Makwana Road,  
Marol Naka, Andheri (E), Mumbai 400059, India.  
Tel/Direct: +91 (0)22 42270427/22/23

- **Share Transfer System:**

- The Company processes the share transfer and other related shareholders services through Registrar & Share transfer Agent (RTA) on a fortnight basis. The share transfer in physical form is registered within 15 days from the date of receipt, provided the documents are complete in all respects.

• **Distribution of Share Holding as on March 31, 2017:**

| Sl. No. | Share or Debenture holding of nominal value of |            | Share / Debenture Holders |            | Share / Debenture Amount |            |
|---------|--|------------|---------------------------|------------|--------------------------|------------|
|         | Rs.  | Rs.        | Number                    | % to Total | Rs                       | % to Total |
|         | (1)  |            | (2)                       | (3)        | (4)                      | (5)        |
| 1       | Upto   | - 5,000    | 723                       | 68.79      | 655340                   | 0.48       |
| 2       | 5,001  | - 10,000   | 58                        | 5.52       | 499640                   | 0.37       |
| 3       | 10,001   | - 20,000   | 39                        | 3.71       | 605240                   | 0.45       |
| 4       | 20,001   | - 30,000   | 25                        | 2.38       | 649300                   | 0.48       |
| 5       | 30,001   | - 40,000   | 17                        | 1.62       | 633440                   | 0.47       |
| 6       | 40,001   | - 50,000   | 39                        | 3.71       | 1800540                  | 1.33       |
| 7       | 50,001   | - 1,00,000 | 30                        | 2.85       | 2360330                  | 1.74       |
| 8       | 1,00,001                                       | and above  | 120                       | 11.42      | 128216170                | 94.68      |
|         | TOTAL  |            | 1051                      | 100        | 135420000                | 100        |

• **Dematerialization of Shares and Liquidity:**

- The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE583R01011 has been allotted for the Company. 98.11% of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2017 and balance 1.89% is in physical form.
- Further the Company does not have any Equity shares lying in the Suspense Account.

• **Global Depository Receipts/ American Depository receipts/ Convertible Instruments:**

- The Company has not issued any Global Depository Receipts/ American Depository receipts. No warrants or any convertible instruments were outstanding during the year.

• **Commodity Price Risk or Foreign Exchange Risk:**

- The Company operates in single segment of automotive components and parts; therefore there are no such commodity price risks. However the Company keeps close watch on the price risk of input material.

• **Plant Locations:**

- Currently the Company is exploring better locations for setting up its plants as the registered office of the Company has recently shifted from the state of Maharashtra to the State of Punjab, hence the Company is in pursuit of viable locations which will be suitable for setting up a plant and shall be cost effective.

• **Registered office:**

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

#### **10. GENERAL SHAREHOLDERS' INFORMATION:**

- i. There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large.
- ii. There is no non-compliance by the Company and no penalties and strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.
- iii. Company has maintained/established vigil mechanism, the whistle blower policy and affirming that no personnel have been denied access to the audit committee.
- iv. All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been substantially complied with, by the company. However the company has not adopted any non-mandatory requirements.
- v. Web link of the policy for determining 'material subsidiaries is <http://www.pritikaautoindustries.com/investors.html>.
- vi. The web link of the policy on dealing with related party transactions is <http://www.pritikaautoindustries.com/investors.html>.
- vii. There are no commodity price risks and commodity hedging activities in the Company.

#### **11. COMPLIANCE STATUS REQUIREMENT OF CORPORATE GOVERNANCE:**

- There is no Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **12. DISCRETIONARY REQUIREMENTS:**

- During the year the Company has not adopted any discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. The company has complied with corporate governance requirement specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **14. CEO DECLARATION FOR COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT:**

I hereby affirm that all the Board Members and Senior Management Executives of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management Executives of the Company as applicable to them for the year ended March 31, 2017.

## CEO / CFO CERTIFICATE COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF THE LISTING REGULATIONS:

### **The Board of Directors**

#### **Pritika Auto Industries Limited**

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

Dear Sir(s),

The Managing Director and CFO have certified to the Board that:

- a) They have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2017 and that to the best of their knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee, the following:
  - i. significant changes in internal control over financial reporting during the year, if any;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

### **For Pritika Auto Industries Limited**

Sd/-

**Chetan Shinde**  
Managing Director  
DIN: 06996605

Sd/-

**Harish Agrawal**  
Chief Financial Officer

**Date: 30.05.2017**

## ANNEXURE 'A'

### **Practicing Company Secretary's Certificate on Corporate Governance**

To the Members of  
**Pritika Auto Industries Limited**

I have examined the compliance of conditions of Corporate Governance by Pritika Auto Industries Limited (the 'Company'), for the year ended March 31, 2017, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Jaymin Modi & Co.**  
**Company Secretaries**

**Jaymin Modi**  
**Proprietor**  
**Mem No: A44248**

**Place: Mohali**  
**Date: 30.08.2017**



## ANNEXURE 'B'

### Form AOC – 1

Pursuant to first proviso to sub-section(3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014

**Part "A"** - Subsidiaries Statement containing salient features of the financial statements of subsidiaries/associates companies/joint ventures

(Rs. in lacs)

| Sr. No. | Name of the Subsidiary Company  | Year    | Share Capital | Reserves and Surplus | Total Assets (Non Current Assets + Current Assets+ Deferred Tax Asset) Excludi Current & Non-Current Investments | Total Liabilities (Non Current Liabilities+ Current Liabilities+ Deferred tax Liabilitie | Details of Current and Non Current Investments | Net Turnove | Profit/Loss before taxation | Provision For taxatio | Profit/(Loss) after taxation | Proposed Dividend | % of Share holding |
|---------|---------------------------------|---------|---------------|----------------------|--|--|--|-------------|-----------------------------|-----------------------|------------------------------|-------------------|--------------------|
| 01      | Pritika Autocast Limited        | 2016-17 | 1202.65       | 918.70               | 8445.14  | 6331.28  | 01.00  | 9202.61     | 343.23                      | 73.25                 | 253.99                       | -                 | 100%               |
| 02      | Nibber Castings Private Limited | 2016-17 | 250.00        | 742.37               | 4222.80  | 3230.43  | -  | 5342.80     | 306.70                      | 114.61                | 171.43                       | -                 | 100%               |

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

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

## ANNEXURE 'C'

### **RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

#### **A. Research & Development**

##### **1. Future plan of action**

The Company has already acquired two Companies and made wholly owned Subsidiaries and the Company is planning for major Corporate Action in near future which would be very lucrative for the growth of the Company and the shareholders as a whole.

#### **B. Technology absorption:**

##### **1. Efforts in brief made towards technology absorption, adoption and innovation.**

As the Company has acquired two Companies hence thereby it will get the advantage of efficient technology already in place in the subsidiaries as well as due to the cash inflow and other departmental exposure, the Company will benefit in manufacturing and availing the maximum output .

##### **2. Benefits derived as a result of the above efforts.**

- Reduction in specific energy consumption.
- Optimum use of resources
- Availing high output at a reduced cost
- Reduction of cost.

##### **3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year): NIL**

#### **C. Foreign Exchange Earnings and Outgo**

Nil

- i. Earning-FOB value of Exports Nil
- ii. Outgo-CIF Value of Imports Nil

## **ANNEXURE 'D'**

### **REPORT FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

**Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section(1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.**

- 1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL**
- 2. Details of contracts or arrangements or transactions at Arm's length basis.**

No material contracts or arrangement or transactions at arm's length basis.

For on behalf of the board  
**For Pritika Auto Industries Limited**

**Date: 30.08.2017**  
**Place: Mohali**

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

## ANNEXURE 'E'

### MGT-9

#### EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

Pursuant to section 92(3) of the Companies Act, 2013 and  
rule 12(1) of the Companies (Management and  
Administration) Rules, 2014]

#### **I. REGISTRATION AND OTHER DETAILS:**

|    |   |  |
|----|---|--|
| 01 | CIN   | L45208PB1980PLC046738  |
| 02 | REGISTRATION DATE   | 11/04/1980   |
| 03 | NAME OF THE COMPANY   | PRITIKA AUTO INDUSTRIES LIMITED  |
| 04 | CATEGORY/SUB-CATEGORY OF THE COMPANY                                      | COMPANY HAVNIG SHARE CAPITAL / NON-GOVERNMENT COMPANY  |
| 05 | ADDRESS OF THE REGISTERED OFFICE (AS ON 31.03.2017)                       | OLD MOTOR STAND, ITWARI, NAGPUR , MAHARASHTRA  |
| 06 | WHETHER LISTED OR NOT   | LISTED   |
| 07 | NAME, ADDRESS AND CONTACT DETAILS OF REGISTRAR AND TRANSFER AGENT, IF ANY | ADROIT CORPORATE SERVICES PVT.LTD.<br>17-20, JAFFERBHOY IND. ESTATE,<br>1ST FLOOR, MAKWANA ROAD,<br>MAROL NAKA, ANDHERI (E), MUMBAI 400059,<br>INDIA |

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1       | Dealing in Machineries                           |                                  | 46.42%                             |



|   |                |               |                |            |                |                |                 |            |          |
|---|----------------|---------------|----------------|------------|----------------|----------------|-----------------|------------|----------|
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>                            | 83200          | 0             | 83200          | 1.77       | 83200          | 0              | 83200           | 0.61       | -1.16    |
| <b>B. PUBLIC SHAREHOLDING</b>   |                |               |                |            |                |                |                 |            |          |
| <b>(1) Institutions</b>   |                |               |                |            |                |                |                 |            |          |
| a) Mutual Funds   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| b) Banks/FI   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| C) Cenntal govt   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| d) State Govt.  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| e) Venture Capital Fund   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| f) Insurance Companies  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| g) FIIS   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| h) Foreign Venture Capital Funds  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| i) Others (specify)   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| <b>SUB TOTAL (B)(1):</b>  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| <b>(2) Non Institutions</b>   |                |               |                |            |                |                |                 |            |          |
| a) Bodies corporate   | 25000          | 0             | 25000          | 0.53       | 1237328        | 4799469        | 6036797         | 44.58      | 44.05    |
| i) Indian   | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| ii) Overseas  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| b) Individuals  | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs            | 140750         | 25400         | 166150         | 3.54       | 568161         | 1832           | 569993          | 4.21       | 0.67     |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 3722500        | 695650        | 4418150        | 94.15      | 2495675        | 4304249        | 6799924         | 50.21      | -43.94   |
| c) Others (specify)   | 0              | 0             | 0              | 0          |                |                |                 |            |          |
| clearing member   | 0              | 0             | 0              | 0          | 52086          | 0              | 52086           | 0.38       | 0.38     |
| <b>SUB TOTAL (B)(2):</b>  | 3888250        | 721050        | 4609300        | 98.23      | 4353250        | 9105550        | 13458800        | 99.39      | 1.16     |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                 | 3888250        | 721050        | 4609300        | 98.23      | 4353250        | 9105550        | 13458800        | 99.39      | 1.16     |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              | 0              | 0             | 0              | 0          | 0              | 0              | 0               | 0          | 0        |
| <b>Grand Total (A+B+C)</b>  | <b>3971450</b> | <b>721050</b> | <b>4692500</b> | <b>100</b> | <b>4436450</b> | <b>9105550</b> | <b>13542000</b> | <b>100</b> | <b>0</b> |

**(ii.) SHARE HOLDING OF PROMOTERS**

| Sl No. | Shareholders Name | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in share holding during the year |
|--------|-------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
|        |                   | NO of shares                              | % of total shares of the company | % of shares pledged encumbered to total shares | NO of shares                        | % of total shares of the company | % of shares pledged encumbered to total shares |   |
| 1      | Harish Agrawal    | 83200                                     | 1.77                             | 0  | 83200                               | 0.61                             | 0  | -1.16                                     |
|        | Total             | 83200                                     | 1.77                             | 0  | 83200                               | 0.61                             | 0  | -1.16                                     |

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( NO CHANGE)**

| Sl. No. |  | Share holding at the beginning of the Year  |                                  | Cumulative Share holding during the year |                                  |
|---------|--|---|----------------------------------|--|----------------------------------|
|         |  | No. of Shares   | % of total shares of the company | No of shares                             | % of total shares of the company |
|         | At the beginning of the year   | 83200   | 1.77                             | 0  | 0                                |
|         | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | Decrease in percentage of shareholding due to issue of Equity Shares on Preferential Basis. |                                  | -1.16                                    |                                  |
|         | At the end of the year   | 83200   | 0.61                             | 0  | 0                                |

**(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS,  
PROMOTERS & HOLDERS OF GDRS & ADRS)**

| Sl. No | Shareholding at the beginning of the year |               |                                  | Shareholding at the end of the year    |              |                                  |
|--------|---|---------------|----------------------------------|--|--------------|----------------------------------|
|        | For Each of the Top 10 Shareholders       | No. of shares | % of total shares of the company | For Each of the Top 10 Shareholders    | No of shares | % of total shares of the company |
|        | MUKESHKUMAR BHAYABHAI PATEL               | 400000        | 8.52                             | PRITIKA INDUSTRIES LTD                 | 3500928      | 25.85                            |
|        | HIMATBHAI BABUBHAI SORATHIA               | 400000        | 8.52                             | HARPREET SINGH NIBBER                  | 1756734      | 12.97                            |
|        | JIGNA BHADRESH SHAH                       | 180000        | 3.84                             | RAMINDER SINGH NIBBER                  | 1061182      | 7.84                             |
|        | ANUPA VOHRA                               | 104500        | 2.23                             | PRITIKA INDUSTRIES LTD                 | 1059225      | 7.82                             |
|        | ASHOK GHANCHAND VOHRA                     | 104500        | 2.23                             | R. WADIWALA SECURITIES PRIVATE LIMITED | 420462       | 3.10                             |
|        | VEERAL SHANTILAL TANK                     | 100000        | 2.13                             | HIMATBHAI BABUBHAI SORATHIA            | 400000       | 2.95                             |
|        | HARSHAD SHANTILAL TANK                    | 100000        | 2.13                             | MUKESHKUMAR BHAYABHAI PATEL            | 400000       | 2.95                             |
|        | SHANTILAL R TANK H U F                    | 100000        | 2.13                             | SUMPOORNA PORTFOLIO LIMITED            | 324691       | 2.40                             |
|        | NIRUBEN SHANTILAL TANK                    | 100000        | 2.13                             | ADVANCE PRODUCTS PVT LTD               | 239316       | 1.77                             |
|        | RAJ KUMAR SHARMA                          | 100000        | 2.13                             | GURKARAN SINGH NIBBER                  | 231158       | 1.71                             |

**(V) SHAREHOLDING OF DIRECTORS & KMP**

| Sl. No | Name of the Directors & KMP | Shareholding at the beginning of the year |                                  | Sl. No | Name of the Directors & KMP | Shareholding at the end of the year |                                  |
|--------|-----------------------------|---|----------------------------------|--------|-----------------------------|-------------------------------------|----------------------------------|
|        |                             | No. of shares                             | % of total shares of the company |        |                             | No of shares                        | % of total shares of the company |
| 1      | Harish Agrawal              | 83200                                     | 1.77                             | 1      | Harish Agrawal              | 83200                               | 0.61                             |



| <b>V INDEBTEDNESS</b>   |  |                                   |                 |                           |
|---|--|-----------------------------------|-----------------|---------------------------|
| <b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b> |  |                                   |                 |                           |
|   | <b>Secured Loans excluding deposits</b>  | <b>Unsecured Loans</b>            | <b>Deposits</b> | <b>Total Indebtedness</b> |
| <b>Indebtedness at the beginning of the financial year</b>  |  |                                   |                 |                           |
| i) Principal Amount   | NIL  | NIL                               | NIL             | NIL                       |
| ii) Interest due but not paid   | NIL  | NIL                               | NIL             | NIL                       |
| iii) Interest accrued but not due   | NIL  | NIL                               | NIL             | NIL                       |
| <b>Total (i+ii+iii)</b>   | NIL  | NIL                               | NIL             | NIL                       |
| <b>Change in Indebtedness during the financial year</b>   |  |                                   |                 |                           |
| Additions   | NIL  | NIL                               | NIL             | NIL                       |
| Reduction   | NIL  | NIL                               | NIL             | NIL                       |
| <b>Net Change</b>   | NIL  | NIL                               | NIL             | NIL                       |
| <b>Indebtedness at the end of the financial year</b>  |  |                                   |                 |                           |
| i) Principal Amount   | NIL  | NIL                               | NIL             | NIL                       |
| ii) Interest due but not paid   | NIL  | NIL                               | NIL             | NIL                       |
| iii) Interest accrued but not due   | NIL  | NIL                               | NIL             | NIL                       |
| <b>Total (i+ii+iii)</b>   | NIL  | NIL                               | NIL             | NIL                       |
| <b>A.</b>   | <b>REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER:</b>    |                                   |                 |                           |
| <b>Sl.No</b>  | <b>Particulars of Remuneration</b>   | <b>Name of the MD/WTD/Manager</b> |                 | <b>Total Amount</b>       |
| 1   | <b>Gross salary</b>  | Chetan Shinde                     | Harish Agrawal  |                           |
|   | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 240000                            | NIL             | 240000                    |
|   | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | NIL                               | NIL             | NIL                       |
|   | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    | NIL                               | NIL             | NIL                       |
|   | others (specify)   | NIL                               | NIL             | NIL                       |
|   | <b>Total (A)</b>   | 240000                            | NIL             | 240000                    |

| <b>B. REMUNERATION TO OTHER DIRECTORS:</b> |  |                              |                 |                 |                     |
|--|--|------------------------------|-----------------|-----------------|---------------------|
| <b>Sl.No</b>                               | <b>Particulars of Remuneration</b>             | <b>Name of the Directors</b> |                 |                 | <b>Total Amount</b> |
| 1  | Independent Directors                          | Bhushan Adhatrao             | Sapna Khandewal | Krishan Agarwal |                     |
|  | (a) Fee for attending board committee meetings | 40000                        | 40000           |                 | 80000               |
|  | (b) Commission                                 | NIL                          | NIL             |                 |                     |
|  | (c) Others, please specify                     | NIL                          | NIL             |                 |                     |
|  | <b>Total (1)</b>                               | 40000                        | 40000           |                 | 80000               |
| 2  | Other Non Executive Directors                  |                              |                 |                 |                     |
|  | (a) Fee for attending board committee meetings |                              |                 | NIL             | NIL                 |
|  | (b) Commission                                 |                              |                 | NIL             | NIL                 |
|  | (c) Others, please specify.                    |                              |                 | NIL             | NIL                 |
|  | <b>Total (2)</b>                               |                              |                 | NIL             | NIL                 |
|  | <b>Total (B)=(1+2)</b>                         | 40000                        | 40000           | NIL             | 80000               |

| <b>C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD</b> |  |                          |            |              |
|--|--|--------------------------|------------|--------------|
| <b>Sl. No.</b>   | <b>Particulars of Remuneration</b>   |                          |            | <b>Total</b> |
| 1  | <b>Gross Salary</b>  | <b>Company Secretary</b> | <b>CFO</b> |              |
|  | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 425000                   | NIL        | 425000       |
|  | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       | NIL                      | NIL        | NIL          |
|  | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        | NIL                      | NIL        | NIL          |
| 5  | Others, please specify   | NIL                      | NIL        | NIL          |
|  | <b>Total</b>   | 425000                   | NIL        | 425000       |

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

\* There were no penalties, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 2013.

## ANNEXURE 'F'

FORM NO. MR - 3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

*(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014)*

To,  
The Members of  
**Pritika Auto Industries Limited**  
(Formerly Shivkrupa Machineries and Engineering Services Limited)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pritika Auto Industries Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Pritika Auto Industries Limited** (hereinafter called "The Company") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Pritika Auto Industries Limited** for the period covering from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - *Not Applicable to the Company.*

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
- a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable to the Company during the audit period*);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*Not Applicable to the Company during the audit period*); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*Not Applicable to the Company during the audit period*);
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) Other specifically applicable laws to the Company during the period under review;
- (i) Income Tax Act, 1961;
  - (ii) Chapter V of the Finance Act, 1994 (Service Tax);
  - (iii) Professional Tax;
  - (iv) Tax Deducted at Source;
  - (v) Securities Transaction Tax (STT).

I have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. The Company changed its name from "Shivkrupa Machineries and Engineering Services Limited" to "Pritika Auto Industries Limited" w.e.f 16<sup>th</sup> March, 2017.
2. The Company issued 88,49,500 Equity Shares of Rs. 10/- each at a premium of Rs. 27.4/- per share on Preferential Basis increasing the Authorized Capital to Rs. 15,00,00,000/- and paid-up capital to Rs. 13,54,20,000/-.
3. The Company purchased 100% Equity Shares of two Companies namely Pritika Autocast Limited and Nibber Castings Private Limited and made them its wholly owned Subsidiaries.

*For Jaymin Modi & Co.*

*Company Secretaries*

*Jaymin Modi*

*Proprietor*

**CoP No. 16948.**

Date: 30.05.2017

Place: Mumbai.

***Annexure - 1:***

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. I have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For Jaymin Modi & Co.  
Company Secretaries***

***Jaymin Modi  
Proprietor  
CoP No. 16948.***

Date: 30.05.2017  
Place: Mumbai.

## **ANNEXURE 'G'**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE, DEVELOPMENT:**

The Company is engaged in manufacture and trading of automotive parts and components. The recent acquisition of two Companies viz Pritika Autocast Limited and Nibber Castings Private Limited making them wholly owned subsidiary and recent amendment of Object Clause in the Memorandum of Association inserting new object clause thereby expanding and diversifying the scope of the Company's work and capitalizing its capabilities to greater extent will reflect on the Company's overall performance in upcoming time.

#### **SEGMENT-WISE PERFORMANCE:**

The Company operates in a single business segment which is manufacture and trading of automotive parts and components.

#### **OPPORTUNITIES AND THREATS:**

Due to recent strategic expansion of the Company it has unleashed several new opportunities in the area of auto parts and equipment manufacturing which will be a newer experience for the Company and the new Management of the Company consists of highly experienced personnel in the field of manufacturing auto components and equipments. Their expertise in their respective field will help the Company to grow expeditiously.

At the same time as the Company has stepped a fresh into the field of manufacturing of auto components thereby the major threat the Company faces is the competition from its rivals and gaining customer trust which will be a time taking process as well as making its separate impression in the Market in order to survive the cut throat competition prevailing currently.

#### **OUTLOOK:**

The Company has gain lot of strength due to substitution of the Management and exploring opportunities in newer field of work thereby increasing its leverage and making it profitable venture. The expertise of the well experienced management will boost the Company's utilization of resources and is considered the greatest strength in making. Along with that the Company will get assistance from the already well known establishment viz Pritika Group which is a well known group of Punjab engaged in this segment since decades.

#### **RISKS AND CONCERNS:**

The Company is an automotive component manufacturer; hence, its business is largely dependent on the health of the automotive sectors. The health of automotive sector and auto component sector is dependent on various factors viz. general economy of the country, global economy, disposable income with consumers, interest rate, fuel prices, finance options, regulatory norms, input costs etc. Negative trends in any of the above factors may hamper the business prospects of the industry and the Company as well.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

For the purposes of effective internal financial control, the Company has adopted various policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

There has not been any significant change in such control systems. The control systems are reviewed by the management regularly. The same are also reviewed by the Statutory Auditors and Internal Auditors from time to time. The Company has also adopted various policies and procedures to safeguard the interest of the Company. These policies and procedures are reviewed from time to time. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the policies and procedures. Compliance audit is also conducted from time to time by external agencies on various areas of operations.

### **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The human resources received commensurate attention during the year considering the growth of the organization and the need arising therefrom.

### **CAUTIONARY STATEMENT:**

The statements in the "Management Discussion and Analysis Report" section describes an optimistic approach of the management regarding the Company's visions, strategies, objectives, projections, estimates, expectations and predictions. These may be "forward looking statements" within the meaning of legal framework. However, the annual performance can differ significantly from those expressed or implied, depending upon the market conditions, economic and climatic conditions, Government policies and other incidental factors.



**Independent Auditor's Report to the Members of  
Pritika Auto Industries Limited  
(Formerly known as Shivkrupa Machineries and Engineering Services Ltd)**

**Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of Pritika Auto Industries Ltd (Formerly known as Shivkrupa Machineries and Engineering Services Ltd) ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statement').

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) the Company does not have any pending litigations which would impact its financial position.
    - (ii) the Company did not have any long term contracts including long term contracts for which they were any material foreseeable losses.
    - (iii) There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.
    - (iv) The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 18 to the standalone financial statements.

**For Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated:30.05.2017

## **Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does hold any immovable property. Accordingly clause 1 (c) of the order is not applicable.
- (ii) The company is primarily engaged in providing services. Accordingly it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans to companies, covered in the register maintained under Section 189 of the Act, 2013.
  - (a) No terms and conditions of the grant of such loans as regards to repayment, period etc are not stipulated in writing. However the company has charged the interest on such loans and are not prejudicial to the company's interest;
  - (b) Due to non-stipulation of schedule of repayment of principal and payment of interest, we are unable to comment on the regularity of repayable of principal and payment of interest.
  - (c) In view of the above we are unable to comment on the overdue amount.
- (iv) According to the information and explanations given to us, the Company has not made any loans which require compliance with the provisions of section 185. However, the Company has complied with the provisions of s.186 of the Act, with respect to loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us, provident fund, employees state insurance, sales-tax, wealth tax, duty of customs, duty of excise, value added tax are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the appropriate authorities during the year.

According to the information and explanation given to us, no undisputed amounts payable were in arrears, as at 31st March, 2017 for the period of more than six months from the date they became payable.

  - (b) According to the information and explanation given to us, there no material dues of income tax and other cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid and provided for managerial remuneration. The company has complied with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has undertaken transactions with the related parties and has complied with section 177 and 188 of the Act and details of such transactions have been disclosed in the standalone financial statements as required by the AS 18.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made private placement of shares during the year and has complied with the requirements of s.42 of the Act and rules framed in this regard. The amount so raised has been used for the purpose for which it was intended to be raised.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xv) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934.

**For Koshal & Associates**  
*Chartered Accountants*  
Firm's registration number: 121233W

**Koshal Maheshwari**  
*Proprietor*  
Membership number: 043746  
Place: Mumbai  
Dated:  
30.05.2017

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Pritika Auto Industries Ltd (Formerly known as Shivkrupa Machineries and Engineering Services Ltd)** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated:

30.05.2017

**Independent Auditor's Report To the Members  
of PRITIKA AUTO INDUSTRIES LIMITED  
(Formerly known as Shivkrupa Machineries and Engineering Services Ltd)**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Pritika Auto Industries Ltd (Formerly known as Shivkrupa Machineries and Engineering Services Ltd) ('the Company'), which comprise the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statement').

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective board of directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the holding company, aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated financial position of the group as at 31 March 2017 and its consolidated financial performance and its consolidated cash flows for the year then ended.

### **Other Matters**

We did not audit the financial statements of certain subsidiaries, whose financial statements financial information reflect total net assets of Rs.422279405, Rs. 845263664 as on March, 2017, total revenues of Rs.535123277, Rs. 920689231 and net cash flows amounting to Rs. 10188463, Rs. 14621587 for the year ended on that date, as considered in the Consolidated Financial Statements. The Said financial statements have been audited by other auditors whose report have been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary companies, and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary companies, is based solely on such report of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the management.

### **Report on Other Legal and Regulatory Requirements**

3. As required by Section 143 (3) of the Act, we report that:

- (h) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (i) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (j) the consolidated balance sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statement;
- (k) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (l) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the group companies is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (m) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and



- (n) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (j) The Group Companies does not have any pending litigations which would impact its financial position.
  - (v) The Group Companies did not have any long term contracts including long term contracts for which they were any material foreseeable losses.
  - (vi) There were no delay in amount which required to be transferred to the Investor Education and Protection Fund wherever applicable by the Group Companies.
  - (vii) The company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 31 to the consolidated financial statements.

For **Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Sd/-**

**Koshal Maheshwari**

Proprietor

Membership number: 043746

Place: Mumbai

Dated:30.05.2017

## **Annexure - A to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Pritika Auto Industries Ltd (Formerly known as Shivkrupa Machinerics and Engineering Services Ltd)** ("the Holding Company") as of 31 March 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary company management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Holding Company and its subsidiary company, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## **For Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Sd/-**

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 30.05.2017

**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

| Particulars  | Note No | 31st March, 2017    | 31st March 2016    |
|--|---------|---------------------|--------------------|
| <b>I. EQUITY AND LIABILITIES</b>                     |         |                     |                    |
| <b>(1) Shareholder's Funds</b>                       |         |                     |                    |
| (a) Share Capital                                    | 2       | 13,54,20,000        | 4,69,25,000        |
| (b) Reserves and Surplus                             | 3       | 24,21,26,355        | (5,33,807)         |
| (c) Money received against share warrants            |         |                     | -                  |
| <b>(2) Share application money pending allotment</b> |         |                     |                    |
| <b>(3) Non-Current Liabilities</b>                   |         |                     |                    |
| (a) Long-term borrowings                             |         | -                   | -                  |
| (b) Deferred tax liabilities (Net)                   |         | 16,574              | 16,541             |
| (c) Other Long term liabilities                      |         | -                   | -                  |
| (d) Long term provisions                             |         | -                   | -                  |
| <b>(4) Current Liabilities</b>                       |         |                     |                    |
| (a) Short-term borrowings                            |         | -                   | -                  |
| (b) Trade payables                                   | 4       | 10,85,776           | 16,61,231          |
| (c) Other current liabilities                        | 5       | 61,938              | 25,015             |
| (d) Short-term provisions                            | 6       | 4,46,149            | 1,55,546           |
| <b>TOTAL</b>   |         | <b>37,91,56,793</b> | <b>4,82,49,526</b> |
| <b>II. ASSETS</b>                                    |         |                     |                    |
| <b>(1) Non-current assets</b>                        |         |                     |                    |
| <i>(a) Fixed assets</i>                              |         |                     |                    |
| (i) Tangible assets                                  | 7       | 66,526              | 83,244             |
| (ii) Intangible assets                               |         | -                   | -                  |
| (iii) Capital work-in-progress                       |         | -                   | -                  |
| (iv) Intangible assets under development             |         |                     |                    |
| (b) Non-current investments                          | 8       | 28,07,41,791        | 88,93,098          |
| (c) Deferred tax assets (net)                        |         | -                   | -                  |
| (d) Long term loans and advances                     |         | -                   | -                  |
| (e) Other non-current assets                         |         | -                   | -                  |
| <b>(2) Current assets</b>                            |         |                     |                    |
| (a) Current investments                              |         | -                   | -                  |
| (b) Inventories                                      |         | -                   | -                  |
| (c) Trade receivables                                | 9       | 23,52,000           | 17,08,418          |
| (d) Cash and cash equivalents                        | 10      | 43,27,770           | 4,11,624           |
| (e) Short-term loans and advances                    | 11      | 9,16,42,917         | 3,30,34,504        |
| (f) Other current assets                             | 12      | 25,788              | 41,18,637          |
| <b>TOTAL</b>   |         | <b>37,91,56,793</b> | <b>4,82,49,526</b> |

**For Koshal & Associates**  
**Chartered Accountants**

**Firm number: 121233W**  
Proprietor: Koshal Maheshwari  
Membership No. 043746

Place: Mumbai  
Date: 30<sup>TH</sup> May 2017

**For and on behalf of the Board**  
**Pritika Auto Industries Ltd**

Sd/-  
**(Chetan D Shinde)**  
**Managing Director**  
DIN : 06996605

Sd/-  
**(Vedant Bhatt)**  
**Company Secretary**

Sd/-  
**(Bhushan Adhatrao)**  
**Director**  
DIN : 06577945

Sd/-  
**Harish Agrawal**  
**Chief Financial Officer**

**STANDALONE PROFIT & LOSS FOR THE YEAR ENDED 31.03.2017**

| PARTICULARS  |  | Note No | 31st March, 2017 | 31st March 2016 |
|--------------|--|---------|------------------|-----------------|
| <b>I.</b>    | <b>Revenue from Operations</b>   | 13      | 27,00,000        | 40,50,000       |
| <b>II.</b>   | <b>Other Incomes</b>   | 14      | 31,16,714        | 18,21,062       |
| <b>III.</b>  | <b>Total Revenue (I + II)</b>  |         | 58,16,714        | 58,71,062       |
| <b>IV.</b>   | <b>Expenses:</b>   |         |                  |                 |
|              | Cost Of Material Consumed  |         | -                | -               |
|              | Purchase of stock in trade   |         |                  |                 |
|              | Changes in inventories of finished goods, WIP and stock in trade'            |         |                  |                 |
|              | Employee Benefit Expenses  | 15      | 7,77,592         | 7,27,575        |
|              | Finance Costs  |         | -                | -               |
|              | Depreciation and Amortization Expense  | 7       | 16,718           | 16,718          |
|              | Other Expenses   | 16      | 42,36,477        | 42,42,171       |
|              | <b>Total Expenses</b>  |         | 50,30,787        | 49,86,464       |
| <b>V.</b>    | <b>Profit before Exceptional and Extraordinary Items and Tax (III - IV)</b>  |         | 7,85,927         | 8,84,598        |
| <b>VI.</b>   | <b>Exceptional Items</b>   |         |                  | -               |
| <b>VII.</b>  | <b>Profit before Extraordinary Items and Tax (V - VI)</b>                    |         | 7,85,927         | 8,84,598        |
| <b>VIII.</b> | <b>Extra Ordinary Items</b>  |         | -                | -               |
| <b>IX.</b>   | <b>Profit before Tax (VII - VIII)</b>  |         | 7,85,927         | 8,84,598        |
| <b>X.</b>    | <b>Tax Expense:</b>  |         |                  |                 |
|              | (1) Current Tax  |         | 6,11,000         | 2,61,226        |
|              | (2) Deferred Tax   |         | 34               | 7,591           |
| <b>XI.</b>   | <b>Profit/ (Loss) for the period from Continuing Operations (IX - X)</b>     |         | 1,74,893         | 6,15,781        |
| <b>XII.</b>  | <b>Profit/Loss from Discontinuing Operations</b>                             |         | -                | -               |
| <b>XIII.</b> | <b>Tax Expense of Discontinuing Operations</b>                               |         | -                | -               |
| <b>XIV.</b>  | <b>Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)</b> |         | -                | -               |
| <b>XV.</b>   | <b>Profit/ (Loss) for the Period (XI + XIV)</b>                              |         | 1,74,893         | 6,15,781        |
| <b>XVI.</b>  | <b>Earnings Per Equity Share</b>   |         |                  |                 |
|              | (1) Basic  |         | 0.02             | 0.13            |
|              | (2) Diluted  |         | 0.02             | 0.13            |

**For Koshal & Associates**  
Chartered Accountants

**For and on behalf of the Board**  
Pritika Auto Industries Ltd

**Firm number: 121233W**  
Proprietor: Koshal Maheshwari  
Membership No. 043746

**(Chetan D Shinde)**  
Managing Director  
DIN : 06996605

**(Bhushan Adhatrao)**  
Director  
DIN : 06577945

Place: Mumbai  
Date: 30<sup>th</sup> May 2017

**Sd/-**  
**(Vedant Bhatt)**  
Company Secretary

**Sd/-**  
**Harish Agrawal**  
Chief Financial Officer

**ANNEXURES TO THE BALANCE SHEET**

| <b>PARTICULARS</b>  | <b>As At 31st March, 2017</b> |              | <b>As At 31st March, 2016</b> |              |
|---|-------------------------------|--------------|-------------------------------|--------------|
| <b>NOTE # 2</b>   |                               |              |                               |              |
| <b>Share Capital</b>  |                               |              |                               |              |
| <b>Authorised Capital</b>   |                               |              |                               |              |
| 1,50,00,000 (70,00,000 ) Equity Shares of Rs 10/- each  | 15,00,00,000                  |              | 7,00,00,000                   |              |
| <b>Total</b>  | <b>15,00,00,000</b>           |              | <b>7,00,00,000</b>            |              |
| <b>Issued, Subscribed and Paid up:</b>  |                               |              |                               |              |
| 13542000 (4692500) Equity Shares of Rs10/- each Fully Paid up   | 13,54,20,000                  |              | 4,69,25,000                   |              |
| (Includes 13,43,035 Equity Shares issued in cash & 75,06,465 Equity Shares issued in Non Cash during the Year)  |                               |              |                               |              |
| <b>TOTAL</b>  | <b>13,54,20,000</b>           |              | <b>4,69,25,000</b>            |              |
| <b>(i)Reconciliation of number of share outstanding at beginning and at the end of the reporting period:</b>  |                               |              |                               |              |
| Number Of Shares at the beginning of the year   | 46,92,500                     |              | 46,92,500                     |              |
| Add: Issue of Shares by way of Preferential Allotment   | 88,49,500                     |              | -                             |              |
| Number Of Shares at the end of the year   | <b>1,35,42,000</b>            |              | <b>46,92,500</b>              |              |
| <b>(ii) Terms/ right attached to Equity Shares</b>  |                               |              |                               |              |
| The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders. |                               |              |                               |              |
| <b>(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>  | <b>NIL</b>                    |              | <b>NIL</b>                    |              |
| <b>(IV)Details of Share held by each shareholder holding more than 5% shares :</b>  |                               |              |                               |              |
| <b>Name of the Shareholder</b>  | <b>As at 31st March, 2017</b> |              | <b>As at 31st March, 2016</b> |              |
|   | <b>No of Shares</b>           | <b>%</b>     | <b>No of Shares</b>           | <b>%</b>     |
| PRITIKA INDUSTRIES LTD  | 4560153                       | 33.67        | -                             | -            |
| HARPREET SINGH NIBBER   | 1756734                       | 12.97        | -                             | -            |
| RAMINDER SINGH NIBBER   | 1061182                       | 7.84         | -                             | -            |
| HIMATBHAI BABUBHAI SORATHIA   | -                             | -            | 4,00,000                      | 8.52         |
| MUKESHKUMAR BHAYABHAI PATEL   | -                             | -            | 4,00,000                      | 8.52         |
| <b>TOTAL</b>  | <b>73,78,069</b>              | <b>54.48</b> | <b>8,00,000</b>               | <b>17.04</b> |

|  |                     |                    |
|--|---------------------|--------------------|
| <b>NOTE # 3</b>  |                     |                    |
| <b>Reserves and Surplus</b>                                |                     |                    |
| (a) Capital Reserve  | -                   | -                  |
| As per last Balance Sheet                                  | -                   | -                  |
| Addition during the year                                   | -                   | -                  |
| (b) Securities Premium                                     |                     |                    |
| As per last Balance Sheet                                  | -                   | -                  |
| Addition during the year                                   | 24,24,76,300        | -                  |
| (c) Surplus i.e. Balance in the Statement of Profit & Loss |                     |                    |
| <b>As per last Balance Sheet</b>                           | <b>(5,33,807)</b>   | <b>(11,44,481)</b> |
| <b>Previous Year Tax</b>                                   | <b>8,969</b>        | <b>(5,107)</b>     |
| <b>Addition during the year</b>                            | <b>1,74,893</b>     | <b>6,15,781</b>    |
|  | <b>(3,49,945)</b>   | <b>(5,33,807)</b>  |
| <b>TOTAL</b>   | <b>24,21,26,355</b> | <b>(5,33,807)</b>  |
| <b>NOTE # 4</b>  |                     |                    |
| Trade Payables   |                     |                    |
| Acceptances  | -                   | -                  |
| other the Acceptances                                      | 10,85,776           | 16,61,231          |
| <b>TOTAL</b>   | <b>10,85,776</b>    | <b>16,61,231</b>   |
| <b>NOTE # 5</b>  |                     |                    |
| <b>OTHER CURRENT LIABILITIES</b>                           |                     |                    |
| Other Payables   |                     |                    |
| Statutory Dues   | 61,938              | 25,015             |
| <b>TOTAL</b>   | <b>61,938</b>       | <b>25,015</b>      |

|                                       |                 |                 |
|---------------------------------------|-----------------|-----------------|
| <b>NOTE # 6</b>                       |                 |                 |
| <b>Short-Term Provisions</b>          |                 |                 |
| Provision for Employee Benefits :     |                 |                 |
| Salary payable                        | 60,000          | 1,58,000        |
| Others                                | -               | -               |
| Provision for Income Tax (Net Of TDS) | 3,26,649        | 3,029           |
| Other Provision                       | 59,500          | 63,817          |
| Ashwin Thumar & Co Tax Payable        | -               | (69,300)        |
| <b>TOTAL</b>                          | <b>4,46,149</b> | <b>1,55,546</b> |

|   |                     |                    |
|---|---------------------|--------------------|
| <b>NOTE # 8</b>   |                     |                    |
| <b>Non-Current Investments</b>                                    |                     |                    |
| Investments in Equity Instruments (At Cost)                       | -                   |                    |
| <b>QUOTED :</b>   |                     |                    |
| <b>(A) Investment Other Than Subsidiary Company fully paid up</b> |                     |                    |
| 1,252 Eq. Share Panasonic Carbon India Co. Ltd.                   | -                   | 8,22,191           |
| 26,899 Eq. Share Tirupati Fincorp Ltd.                            | -                   | 27,34,257          |
| 12,500 Eq. Share Vakrangee Limited                                | -                   | 25,39,604          |
| 50,000 Eq. Share Energy Development Company Ltd.                  | -                   | 19,77,500          |
| 3,000 Eq. Share Reliance Defence & Engineering Ltd.               | -                   | 2,68,075           |
| 549 Eq. Share Indo National Ltd                                   | -                   | 5,51,472           |
| <b>UNQUOTED :</b>   |                     |                    |
| <b>(A) Investments in 100% subsidiary Company fully paid up</b>   |                     |                    |
| 25,00,000 (-) Eq. Sh. Of Rs. 10/- Each Nibber Casting Pvt Ltd.    | 8,68,75,001         | -                  |
| 1,20,26,475 (-) Eq. Sh. Of Rs. 10/- Each Pritika Autocast Ltd.    | 19,38,66,790        | -                  |
| <b>TOTAL</b>  | <b>28,07,41,791</b> | <b>88,93,098</b>   |
| Aggregate amount of Quoted Investment                             | -                   | 88,93,098          |
| Aggregate amount of Un-Quoted Investment                          | 28,07,41,791        | -                  |
| Aggregate Market value of Quoted Investment                       | -                   | <b>1,11,87,614</b> |

|   |                  |                  |
|---|------------------|------------------|
| <b>NOTE # 09</b>                                |                  |                  |
| <b>Trade Receivables</b>                        | -                | -                |
| - Outstanding for a period exceeding six months | 23,52,000        | 17,08,418        |
| - Others  | -                | -                |
| Less: Allowance for Bad & Doubtful Debts        | -                | -                |
| <b>TOTAL</b>                                    | <b>23,52,000</b> | <b>17,08,418</b> |
| <b>NOTE # 10</b>                                |                  |                  |
| <b>Cash and Cash Equivalents</b>                |                  |                  |
| Balance with Banks                              | 39,27,985        | 1,36,500         |
| Cash on Hand                                    | 3,99,786         | 2,75,124         |
| <b>TOTAL</b>                                    | <b>43,27,770</b> | <b>4,11,624</b>  |



|   |                    |                    |
|---|--------------------|--------------------|
| <b>NOTE # 11</b>                        |                    |                    |
| <b>Short-Term Loans and Advances</b>    |                    |                    |
| Unsecured & considered good             |                    |                    |
| Loans and advances to 100% Subsidiaries |                    |                    |
| Nibber Casting Pvt Ltd                  | 1,25,21,576        | -                  |
| Pritika Autocast Ltd                    | 3,75,77,671        | -                  |
| Other Loans & Advances                  | 4,15,43,670        | 3,30,34,504        |
|   |                    |                    |
| <b>TOTAL</b>                            | <b>9,16,42,917</b> | <b>3,30,34,504</b> |
| <b>NOTE # 12</b>                        |                    |                    |
| Other Current Assets (Residual Head)    |                    |                    |
| Others (specify nature)                 | -                  | -                  |
| Balance With Broker                     | 1,660              | 40,94,509          |
| - MAT Credit with Income Tax            | 24,128             | 24,128             |
| <b>TOTAL</b>                            | <b>25,788</b>      | <b>41,18,637</b>   |

**Note - 7 (Fixed Assets As Per Company Act )**

| S.NO. | PARTICULARS         | GROSS BLOCK              |                                 |  |                           | DEPRECIATION BLOCK |                 |                |                    | NET BLOCK                          |   |
|-------|---------------------|--------------------------|---------------------------------|--|---------------------------|--------------------|-----------------|----------------|--------------------|------------------------------------|---|
|       |                     | COST AS ON<br>01.04.2016 | ADDITIONS<br>DURING<br>THE YEAR | SALE /<br>DISPOSAL<br>DURING<br>THE YEAR | TOTAL AS ON<br>31.03.2017 | UPTO<br>01.04.2016 | FOR THE<br>YEAR | ADJUSTM<br>ENT | UPTO<br>31.03.2017 | NET<br>CARRYING<br>AMOUNT AS<br>ON | NET CARRYING<br>AMOUNT AS<br>ON<br>31.03.2016 |
| 1     | Computer Equipments | 1,00,310                 | -                               |  | 1,00,310                  | 17,066             | 16,718          | -              | 33,784             | 83,244                             | 66,526  |
|       | TOTAL               | <b>1,00,310</b>          | -                               | -  | <b>1,00,310</b>           | <b>17,066</b>      | <b>16,718</b>   | -              | <b>33,784</b>      | <b>83,244</b>                      | <b>66,526</b>                                 |
|       | Previous Year       | <b>1,00,310</b>          | -                               | -  | <b>1,00,310</b>           | <b>348</b>         | <b>16,718</b>   | -              | <b>17,066</b>      | <b>99,962</b>                      | <b>83,244</b>                                 |

**ANNEXURES TO THE PROFIT & LOSS STATEMENT**

| PARTICULARS   | For the Year Ended<br>31st March,2017 | For the Year Ended<br>31st March,2016 |
|---|---------------------------------------|---------------------------------------|
| <b>NOTE # 13</b>  |                                       |                                       |
| <b>Revenue From Operations</b>  |                                       |                                       |
| Sale of Services  |                                       |                                       |
| A M C Charges Received  | 27,00,000                             | 40,50,000                             |
| Other Operating Revenues  | -                                     | -                                     |
| <b>TOTAL</b>  | <b>27,00,000</b>                      | <b>40,50,000</b>                      |
| <b>NOTE # 14</b>  |                                       |                                       |
| <b>Other Incomes</b>  |                                       |                                       |
| Interest Income   | 28,97,916                             | 18,05,907                             |
| Dividend Income   | 2,350                                 | 1,18,925                              |
| Net Gain/ (Loss) on sale of Investments                               | (12,352)                              | (1,03,770)                            |
| Other Non-Operating Income  | 2,28,800                              | -                                     |
| <b>TOTAL</b>  | <b>31,16,714</b>                      | <b>18,21,062</b>                      |
| <b>NOTE # 15</b>  |                                       |                                       |
| <b>Employee Benefit Expenses</b>                                      |                                       |                                       |
| Salaries and Wages  | 7,42,000                              | 7,08,900                              |
| Contribution to PF and Other Funds                                    | -                                     |                                       |
| Expense on Employee Stock Option Scheme/ Employee Stock Purchase Plan |                                       |                                       |
| Staff Welfare Expenses  | 35,592                                | 18,675                                |
| <b>TOTAL</b>  | <b>7,77,592</b>                       | <b>7,27,575</b>                       |

|                               |                  |                  |
|-------------------------------|------------------|------------------|
| <b>NOTE # 16</b>              |                  |                  |
| <b>Other Expenses</b>         |                  |                  |
| AMC Maintenance Paid          | 20,08,700        | 8,79,500         |
| Payment to Auditors           | 30,000           | 25,000           |
| Contractor Payment            | -                | 14,46,900        |
| Website Domain Booring        | -                | 2,000            |
| Advertisement Exp             | 71,620           | 11,375           |
| Demat Charges                 | 12,057           | -                |
| Professional Fees             | 1,36,900         | 1,25,000         |
| Kolkata Stock Exchange Fees   | -                | 28,090           |
| Printing & Stationery Charges | 42,665           | 45,097           |
| Office Rent                   | 1,31,000         | 1,81,000         |
| RTA Fees                      | 49,000           | 48,000           |
| Office Expenses               | 32,240           | 20,816           |
| Director Sitting Fees         | 80,000           | 1,00,000         |
| Bse Listing Fees              | 3,25,000         | 12,20,000        |
| Courier Exp                   | 46,006           | 14,180           |
| Travelling Exp                | 35,676           | 33,125           |
| India Infoline Charges        | 70,639           | -                |
| Misc. Exp                     | 70,775           | 39,288           |
| ROC Exp                       | 10,94,200        | 22,800           |
| <b>TOTAL</b>                  | <b>42,36,477</b> | <b>42,42,171</b> |

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017**  
**NOTES FORMING PART OF THE ACCOUNTS**

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PREPARATION OF FINANCIAL STATEMENT :**

The financial statements of Pritika Auto Industries Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013.

**USE OF ESTIMATES :**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

**REVENUE RECOGNITION :**

The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

**INVESTMENTS:**

Investments are stated at cost i.e., cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

**FIXED ASSETS & DEPRECIATION**

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro- rata with respect to date of addition / deletions

**TAXATION:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

**EARNINGS PER SHARE :**

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

**IMPAIRMENT OF ASSETS :**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital.

**GRATUITY:**

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

Under the Micro Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the Act . Since the relevant information is not presently available, no disclosures have been made in the accounts.

**For and on behalf of the Board  
Pritika Auto Industries Ltd**

**For Koshal & Associates  
Chartered Accountants  
Firm number: 121233W**

**Sd/-  
(Chetan D Shinde)  
Managing Director  
DIN : 06996605**

**Sd/-  
(Bhushan Adhatrao)  
Director  
DIN : 06577945**

**Proprietor: Koshal Maheshwari  
Membership No. 043746**

**Place: Mumbai  
Date: 30.05.2017**

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

### NOTE 18 : NOTES TO FINANCIAL STATEMENTS :

- a) None of the Earning/Expenditures is in Foreign Currency.
- b) Balance of Debtors, Loans and Advances are subject to confirmation and reconciliation.
- c) In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and all known liabilities are adequate and not in excess of the amounts reasonably necessary.
- d) Previous years figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

#### e) Related Party Disclosure :

| Name Of Key Management Personnel | Transactions Made(Rs. In Lacs ) |          |        |          |
|----------------------------------|---------------------------------|----------|--------|----------|
|                                  | Salary                          | Amount   | Amount | Year End |
|                                  | Paid                            | Received | Paid   | Balance  |
| Chetan Shinde                    | 2.40                            | -        | 2.40   |          |

- f) In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

#### g) Auditors Remuneration :

| Particulars | Current Year (Rs.) | Previous Year (Rs.) |
|-------------|--------------------|---------------------|
| Audit Fee   | 30,000.00          | 30,000.00           |

- h) There are no dues to SSI Units outstanding for more than 30 days.

**For and on behalf of the Board**  
**Pritika Auto Industries Ltd**

**For Koshal & Associates**  
**Chartered Accountants**  
**Firm number: 121233W**

**(Chetan D Shinde)**      **(Bhushan Adhatrao)**  
**Managing Director**      **Director**  
**DIN : 06996605**      **DIN : 06577945**

**Proprietor: Koshal Maheshwari**  
**Membership No. 043746**

**Place: Mumbai**  
**Date: 30.05.2017**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017**

| Particulars                                   | Note No | As at 31st March, 2017 | *As at 31st March, 2016 |
|---|---------|------------------------|-------------------------|
| <b>I. EQUITY AND LIABILITIES</b>              |         |                        |                         |
| (1) Shareholder's Funds                       |         |                        |                         |
| (a) Share Capital                             | 2       | 13,54,20,000           | 4,69,25,000             |
| (b) Reserves and Surplus                      | 3       | 27,27,38,463           | (5,33,807)              |
| (c) Money received against share warrants     |         | -                      | -                       |
| (2) Share application money pending allotment |         |                        |                         |
| (3) Non-Current Liabilities                   |         |                        | -                       |
| (a) Long-Term Borrowings                      | 4       | 7,53,07,452            | -                       |
| (b) Other Long Term Liabilities               | 5       |                        | -                       |
| (c) Deferred Tax Liabilities (Net)            | 6       | 1,72,59,629            | 16,541                  |
| (d) Long - term provisions                    |         |                        |                         |
| (4) Current Liabilities                       |         |                        |                         |
| (a) Short-Term Liabilities                    | 7       | 33,40,34,612           | -                       |
| (b) Trade Payables                            | 8       | 15,67,24,986           | 16,61,231               |
| (c) Other Current Liabilities                 | 9       | 29,46,64,464           | 25,015                  |
| (d) Short-Term Provisions                     | 10      | 2,97,06,977            | 1,55,546                |
| <b>Total Equity &amp; Liabilities</b>         |         | <b>1,31,58,56,584</b>  | <b>4,82,49,526</b>      |
| <b>II. ASSETS</b>                             |         |                        |                         |
| (1) Non-Current Assets                        |         |                        |                         |
| (a) Fixed Assets                              |         |                        |                         |
| (i) Gross Block                               | 11      | 65,96,54,422           | -                       |
| (ii) Depreciation                             |         | 29,50,27,115           | -                       |
| (iii) Net Block                               |         | 36,46,27,307           | 83,244                  |
| (b) Non-current investments                   | 12      | 1,00,000               | 88,93,098               |
| (c) Deferred tax assets (net)                 |         | -                      | -                       |
| (d) Long term loans and advances              |         |                        |                         |
| (e) Other non-current assets                  | 13      | 6,50,000               | -                       |
| (2) Current Assets                            |         |                        |                         |
| (a) Current Investments                       |         |                        |                         |
| (b) Inventories                               | 14      | 42,56,79,501           | -                       |
| (c) Trade receivables                         | 15      | 38,34,51,305           | 17,08,418               |
| (d) Cash and cash equivalents                 | 16      | 2,91,37,820            | 4,11,624                |
| (e) Short-term loans and advances             | 17      | 10,24,66,088           | 3,30,58,632             |
| (f) Other Current Assets                      | 18      | 97,44,563              | 40,94,509               |
| <b>Total Assets</b>                           |         | <b>1,31,58,56,584</b>  | <b>4,82,49,526</b>      |

\*The figures for the year ended on March 2016 reflects standalone figures as the Company was not having any subsidiary as on 31.03.2016. The Notes to accounts 1 to 30 form an integral part of these financial statement.

**For Koshal & Associates**  
**Chartered Accountants**  
**Firm number: 121233W**

**Proprietor: Koshal Maheshwari**  
**Membership No. 043746**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> MAY 2017**

**For and on behalf of the Board**  
**Pritika Auto Industries Ltd**  
**Sd/-** **Sd/-**  
**(Chetan D Shinde)** **(Bhushan Adhatrao)**  
**Managing Director** **Director**  
**DIN : 06996605** **DIN : 06577945**

**Sd/-** **Sd/-**  
**Vedant Bhatt** **Harish Agrawal**  
**Company Secretary** **Chief Financial Officer**

**CONSOLIDATED PROFIT & LOSS STATEMENT AS AT 31ST MARCH, 2017**

| Sr. No      | Particulars   | Note No | 31st March, 2017      | *31st March, 2016 |
|-------------|---|---------|-----------------------|-------------------|
| <b>I</b>    | <b>Revenue from operations</b>  | 19      | 1,57,94,17,520        | 40,50,000         |
|             | Less: Indirect taxes ( Excise duty, Service tax and VAT)                      |         | (12,37,59,137)        | -                 |
|             | Net Sale  |         | 1,45,56,58,383        | 40,50,000         |
| <b>II</b>   | <b>Other Income</b>   | 20      | <b>42,88,362</b>      | <b>18,21,062</b>  |
| <b>III</b>  | <b>III. Total Revenue (I +II)</b>   |         | <b>1,45,99,46,745</b> | <b>58,71,062</b>  |
| <b>IV</b>   | <b>Expenses:</b>  |         |                       |                   |
|             | Cost of materials consumed  | 21      | 90,53,79,831          | -                 |
|             | Purchase of stock in trade  |         | -                     | -                 |
|             | Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 22      | (1,78,01,905)         | -                 |
|             | Employee Benefit Expense  | 23      | 9,61,71,879           | 7,27,575          |
|             | Financial Costs   | 24      | 6,57,51,203           | -                 |
|             | Depreciation and Amortization Expense   | 11      | 5,01,96,429           | 16,718            |
|             | Other Expenses  | 25      | 29,44,70,422          | 42,42,171         |
|             | <b>Total Expenses (IV)</b>  |         | <b>1,39,41,67,860</b> | <b>49,86,464</b>  |
| <b>V</b>    | <b>Profit before exceptional and extraordinary items and tax (III - IV)</b>   |         | <b>6,57,78,885</b>    | <b>8,84,598</b>   |
| <b>VI</b>   | Exceptional Items   |         | -                     | -                 |
| <b>VII</b>  | <b>Profit before extraordinary items and tax (V - VI)</b>                     |         | <b>6,57,78,885</b>    | <b>8,84,598</b>   |
| <b>VIII</b> | Extraordinary Items   |         | -                     | -                 |
| <b>IX</b>   | <b>Profit before tax (VII - VIII)</b>   |         | <b>6,57,78,885</b>    | <b>8,84,598</b>   |
| <b>X</b>    | <b>Tax expense:</b>   |         |                       |                   |
|             | (1) Current tax   |         | 1,94,14,342           | 2,61,226          |
|             | (2) Previous Year tax   |         | 5,08,446              | -                 |
|             | (3) Deferred tax  |         | (7,22,605)            | 7,591             |
|             | (4) MAT Credit Entitlement  |         | 38,71,107             | -                 |
| <b>XI</b>   | <b>Profit(Loss) from the period from continuing operations (IX-X)</b>         |         | <b>4,27,07,595</b>    | <b>6,15,781</b>   |
| <b>XII</b>  | <b>Profit/(Loss) from discontinuing operations</b>                            |         | -                     | -                 |
| <b>XIII</b> | Tax expense of discounting operations   |         | -                     | -                 |
| <b>XIV</b>  | <b>Profit/(Loss) from Discontinuing operations (XII - XIII)</b>               |         | -                     | -                 |
| <b>XV</b>   | <b>Profit/(Loss) for the period (XI + XIV)</b>                                |         | <b>4,27,07,595</b>    | <b>6,15,781</b>   |
|             | <b>Basic/Diluted earning per share</b>  |         | <b>3.15</b>           | <b>0</b>          |

\*The figures for the year ended on March 2016 reflect standalone figures as the Company was not having any subsidiary as on 31.03.2016. The Notes to accounts 1 to 30 form an integral part of these financial statement

**For Koshal & Associates**  
**Chartered Accountants**  
**Firm number: 121233W**

**Proprietor: Koshal Maheshwari**  
**Membership No. 043746**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2017**

**For and on behalf of the Board**  
**Pritika Auto Industries Ltd**

**(Chetan D Shinde) (Bhushan Adhatrao)**  
**Managing Director Director**  
**DIN : 06996605 DIN : 06577945**  
**Sd/- Sd/-**  
**Vedant Bhatt Harish Agrawal**  
**Company Secretary CFO**

## Notes Forming Integral Part of The Consolidated Balance Sheet As At 31st March, 2017

Note : 2 Share Capital

| Sr. No  | Particulars  | As at<br>31st March, 2017            | As at<br>31st March, 2016          |          |
|---|--|--------------------------------------|------------------------------------|----------|
| 1   | Authorized Capital<br>1,50,00,000 (70,00,000) Equity Shares of Rs. 10/- each.  | 15,00,00,000                         | 7,00,00,000                        |          |
| 2   | Issued, Subscribed & Paid up Capital<br><br>1,35,42,000 (46,92,500) Ordinary Equity Shares of Rs. 10/- each fully paid | <br>15,00,00,000<br><br>13,54,20,000 | <br>7,00,00,000<br><br>4,69,25,000 |          |
|   | Total  | 13,54,20,000                         | 4,69,25,000                        |          |
| <b>a) Reconciliation of Number of equity shares</b>   |  |                                      |                                    |          |
|   | <b>Particulars</b>   | <b>As at<br/>31st March, 2017</b>    | <b>As at<br/>31st March, 2016</b>  |          |
|   | Opening- Shares  | 46,92,500                            | 46,92,500                          |          |
|   | Bonus Share Issue  | -                                    | -                                  |          |
|   | Fresh issues of shares   | 88,49,500                            | -                                  |          |
|   | Closing Balance  | 1,35,42,000                          | 46,92,500                          |          |
| <b>b) Terms/ right attached to Equity Shares</b>  |  |                                      |                                    |          |
| <p>The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaning assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.</p> |  |                                      |                                    |          |
| <b>c) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>   |  |                                      |                                    |          |
|   |  | NIL                                  | NIL                                |          |
| <b>d) Details of Share held by each shareholder holding more than 5% shares :</b>   |  |                                      |                                    |          |
| <b>Name of Share Holders</b>  | <b>As at<br/>31st March, 2017</b>  |                                      | <b>As at<br/>31st March, 2016</b>  |          |
|   | <b>No. of Shares</b>   | <b>%</b>                             | <b>No. of Shares</b>               | <b>%</b> |
| Pritika Industries Limited  | 45,60,153  | 0.34                                 | -                                  | -        |
| Raminder Singh Nibber   | 10,61,182  | 0.08                                 | -                                  | -        |
| Harpreet Singh Nibber   | 17,56,734  | 0.13                                 | -                                  | -        |
| HIMATBHAI BABUBHAI SORATHIA   | -  | -                                    | 4,00,000                           | 8.52     |
| MUKESHKUMAR BHAYABHAI PATEL   | -  | -                                    | 4,00,000                           | 8.52     |



**Note : 3 Reserve & Surplus**

| <b>Sr. No</b> | <b>Particulars</b>                            | <b>As at<br/>31st March, 2017</b> | <b>As at<br/>31st March, 2016</b> |
|---------------|---|-----------------------------------|-----------------------------------|
| 1             | (a) Securities Premium                        |                                   |                                   |
|               | Opening Balance                               | -                                 | -                                 |
|               | Add: Addition during the Year                 | 24,62,24,800                      | -                                 |
|               | Closing Balance                               | 24,62,24,800                      | -                                 |
|               | Less: Pre Aquisition Reserves                 | 37,48,500                         | -                                 |
|               |   | 24,24,76,300                      | -                                 |
| 2             | (b) Capital Subsidy Reserve                   |                                   |                                   |
|               | Opening Balance                               | 24,83,196                         | -                                 |
|               | Add: Addition during the Year                 | 2,88,58,318                       | -                                 |
|               | Closing Balance                               | 3,13,41,514                       | -                                 |
|               | Less: Pre Aquisition Reserves                 | 24,83,196                         | -                                 |
|               |   | 2,88,58,318                       | -                                 |
| 1             | (a) Surplus in the statement of Profit & Loss |                                   |                                   |
|               | Current year Surplus                          | 4,27,07,596                       | (11,44,481)                       |
|               | Previous Year Tax                             | -                                 | (5,107)                           |
|               | Add: Addition during the Year                 | 11,69,08,403                      | 6,15,781                          |
|               | Less: Mat Credit Utilised (P/Y adjustment)    | 1,08,490                          | -                                 |
|               | Closing                                       | 15,95,07,508                      | (5,33,807)                        |
|               | Less: Pre Aquisition Reserves                 | 15,81,03,663                      | -                                 |
|               |   | 14,03,845                         | (5,33,807)                        |
|               | Total   | 27,27,38,463                      | (5,33,807)                        |

**Note : 4 Long Term Borrowings**

| <b>Sr. No</b> | <b>Particulars</b>                 | <b>As at<br/>31st March, 2017</b> | <b>As at<br/>31st March, 2016</b> |
|---------------|------------------------------------|-----------------------------------|-----------------------------------|
| 1             | Term Loan                          |                                   |                                   |
|               | Secured                            |                                   |                                   |
|               | - From Bank                        | 3,24,33,683                       | -                                 |
|               | - From Financial Institutions      | 3,74,26,009                       | -                                 |
| 2             | Unsecured                          |                                   |                                   |
|               | - From Financial Institutions/NBFC | 33,90,225                         | -                                 |
|               | - From Related Parties             | 20,57,535                         | -                                 |
|               | Total                              | 7,53,07,452                       | -                                 |

**Note No.4.1: Details of Securities and Terms of Repayment**

Secured : Term loans from Banks  
(A) Term Loans from Canara Bank

| Particulars  | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--|---------------------------|---------------------------|
| <b>1.</b> The Vehicle loan of Rs 6.50 lacs repayable in 48 monthly installments of Rs 0.17 lacs. (Base Rate +0.50% , Presently 10.70%)   | 3,71,615                  | -                         |
| <b>2.</b> The Vehicle loan of Rs 3.00 lacs repayable in 60 monthly installments of Rs 0.06 lacs. (Base Rate +0.30%, Presently 10.30%)  | 2,06,949                  | -                         |
| <b>3.</b> The Vehicle Loan of Rs 2.73 lacs repayable in 36 Installments of Rs 0.09 Lacs current rate of interest is 9.95%  | 1,97,995                  | -                         |
| <b>4.</b> Vehicle Loan of Rs.6.30 lacs repayable in 60 Monthly Installments of Rs. 13,610/- each including interest part @10.70%.  | 2,38,109                  | -                         |
| <b>5.</b> Vehicle Loan of Rs.50.00 lacs repayable in 60 Monthly Installments of Rs.1,05,866/- each including interest part @9.85%.   | 45,62,235                 | -                         |
| <b>6.</b> The term loan of Rs 112 lacs repayable in 72 monthly installments comprising of 71 monthly installments of Rs 1.56 lacs and last monthly installment of Rs 1.24 lacs. (Interest rate is base rate plus 2.25%, Presently 13.75%.) | 44,92,000                 | -                         |
| <b>7.</b> The term loan of Rs 200 lacs repayable in 60 monthly installments of Rs 3.33 lacs. Interest rate is base +3.25%  | 1,20,00,005               | -                         |
| <b>8.</b> The term loan of Rs 125 lacs repayable in 84 monthly installments comprising of first 83 monthly installemnts of Rs 1.50 lacs and one installement of 1.24 Lacs . Current rate of interest is 14.45%.                            | 30,08,683                 | -                         |
| <b>9.</b> The Term Loan of Rs 75 lacs repayable in 72 Installments of Rs 1.05 Lacs and one monthly installment of 0.45 lacs excluding interest part (Base +3.25%)  | 41,48,859                 | -                         |
| <b>10.</b> The Term Loan of Rs. 96.00 lacs repayable in 60 monthly installments of Rs.1.60 lacs excluding interest part @ 13.95%   | 28,87,530                 | -                         |
| <b>11.</b> Working Capital Term Loan of Rs. 220.00 lacs repayable in 72 Monthly Installments of Rs.3.06 lacs each excluding interest part @13.95% having 12 month moratorium period.   | 1,47,84,180               | -                         |
| Total  | 4,68,98,159               | -                         |
| Less: Amount shown in Current liabilities towards current maturities and Interest accrued  | 1,58,49,545               | -                         |
| Amount shown as Loan   | 3,10,48,614               | -                         |

**(B) Term loans from Other Banks**

| <b>Particulars</b>   | <b>As at<br/>31st March, 2017</b> | <b>As at<br/>31st March, 2016</b> |
|--|-----------------------------------|-----------------------------------|
| <b>1. ICICI Bank :</b> The Vehicle loan of Rs 5.65 lacs repayable in 60 monthly installments comprising of 59 monthly installments of Rs 0.116 lacs each and last monthly installments of Rs 0.09 Lacs (including interest part).current Interest rate is 8.75%. | 5,65,000                          | -                                 |
| <b>2. ICICI Bank :</b> Vehicle Loan of Rs. 4.50 lacs repayable in 60 Monthly Installments of Rs.11,500/- each including interest part @11.70%) .   | 2,93,655                          | -                                 |
| <b>3. HDFC Bank :</b> Vehicle Loan of Rs.12.00 lacs repayable in 60 Monthly Installments of Rs.25,179/- each including interest part @ 9.46%   | 9,39,240                          | -                                 |
| Total  | 17,97,895                         | -                                 |
| <b>Less:</b> Amount shown in Current liabilities towards current maturities and Interest accrued   | 4,12,825                          | -                                 |
| Amount shown as Loan   | 13,85,069                         | -                                 |
| Grand Total of Loans from Banks (A+B)  | 3,24,33,683                       | -                                 |

**I(II) Secured Loans****A. Loans from Financial Institutions (SIDBI)**

| <b>Particulars</b>  | <b>As at<br/>31st March, 2017</b> | <b>As at<br/>31st March, 2016</b> |
|---|-----------------------------------|-----------------------------------|
| <b>1.</b> The term loan of Rs 225 lacs repayable 54 monthly installments comprising of 53 monthly installments of Rs 4.15 lacs and 1 monthly installments of Rs 5.05 lacs (excluding interest part). Current Interest rate is 12.95%.   | 2,00,10,000                       | -                                 |
| <b>2.</b> The term loan of Rs 130 lacs repayable in 72 monthly installments comprising of 24 monthly installments of Rs 0.25 lacs and 12 monthly installments of Rs 0.50 lacs each and next 12 monthly installments of Rs 2.00 lacs each and next 12 monthly installment Rs 3.00 lacs each and next 11 installment of rs.5.00 lacs each and the last installment of rs.3.00 lacs (excluding interest part). Current Interest rate is 9.35%. | 1,30,00,000                       | -                                 |
| <b>3.</b> The term loan of Rs 20 lacs repayable in 72 monthly installments comprising of 71 monthly installments of Rs 0.28 lacs each and 1 monthly installments of Rs 0.12lacs (excluding interest part). Current Interest rate is 9.35%.  | 20,00,000                         | -                                 |
| Total   | 3,50,10,000                       | -                                 |
| <b>Less:</b> Amount shown in Current liabilities towards Current Maturities and Interest accrued  | 51,39,000                         | -                                 |
| Amount shown as Loan  | 2,98,71,000                       | -                                 |

II Unsecured Loans  
A. From NBFC

| Particulars  | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--|---------------------------|---------------------------|
| <b>1. Mahindra &amp; Mahindra Financial Services Limited:</b> The term loan of Rs 100 lacs repayable 24 monthly installments comprising of Rs 4.80 lacs each (Including interest part). Current Interest rate is 14.00%  | 74,81,821                 | -                         |
| <b>2. Punjab Reliable Investment Ltd:</b> Loan of Rs 16.50 Lacs for machinery repayable in 47 installments comprising of first 16 installments of Rs 0.60 lacs each, next 16 installments of Rs 0.46 lacs each, last 15 installments of Rs 0.28 lacs each (Including interest part). Interest rate is 7.16% flat | 11,90,003                 | -                         |
| Total  | 86,71,824                 | -                         |
| <b>Less:</b> Amount transferred to Current liabilities towards Current Maturities and Interest accrued part.   | 52,81,599                 | -                         |
| Total  | 33,90,225                 | -                         |

**Note : 5 Other Long Term Liabilities**

| Sr. No | Particulars                 | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|-----------------------------|---------------------------|---------------------------|
| 1      | Other Long Term Liabilities | -                         | -                         |
|        | Total                       | -                         | -                         |

**Note : 6 Deferred Tax Liabilities**

| Sr. No | Particulars                                 | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|---|---------------------------|---------------------------|
| 1      | Deferred tax liabilities<br>Opening balance | 1,79,82,234               | 8,950                     |
| 2      | Provided during the year                    | (7,22,605.21)             | 7,591                     |
|        | Total                                       | 1,72,59,629               | 16,541                    |

**Note No : 7 Short Term Borrowings**

| Sr. No | Particulars   | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|---|---------------------------|---------------------------|
| 1      | (a) Loans repayable on Demand - Secured<br>From Bank- Cash credit | 33,40,34,612              | -                         |
|        | Total   | 33,40,34,612              | -                         |

**Note : 8 Trades Payable**

| Sr. No | Particulars   | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|---|---------------------------|---------------------------|
| 1      | Creditors for Raw Material<br>Other the Acceptances | 15,67,24,986              | -                         |
|        | Total   | 15,67,24,986              | 16,61,231                 |

**Note : 9 Other Current Liabilities**

| Sr. No | Particulars                                | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|--|---------------------------|---------------------------|
| 1      | Current Maturities of Long term Loans      | 3,96,19,320               | -                         |
| 2      | Interest Accrued but not due on borrowings | 2,49,239                  | -                         |
| 3      | Creditors for Capital Expenditure          | 1,83,40,707               | -                         |
| 4      | Creditors for Expenses                     | 10,09,08,383              | -                         |
| 5      | Advances from Customers                    | 6,20,043                  | -                         |
| 4      | Payable to Related Parties                 | 9,37,45,700               | -                         |
|        | Employee Related Liabilities               | -                         | -                         |
| 5      | Salaries and Wages payable                 | 62,12,990                 | -                         |
| 6      | Other Employee related payments            | 28,11,771                 | -                         |
|        | Other Liabilities                          | -                         | -                         |
| 7      | Statutory dues payable                     | 1,61,54,845               | 25,015                    |
| 8      | Other Liabilities                          | 1,60,01,465               | -                         |
|        | <b>Total</b>                               | <b>29,46,64,464</b>       | <b>25,015</b>             |

**Note : 10 Short Term Provisions**

| Sr. No | Particulars                         | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|-------------------------------------|---------------------------|---------------------------|
| 1      | (a) Provision for employee Benefits |                           |                           |
|        | Earned Leave Payable                | 19,46,315                 | 1,58,000                  |
|        | Group Gratuity Payable              | 86,30,671                 | -                         |
| 2      | (b) Others                          |                           |                           |
|        | Income tax Payable                  | 1,91,29,991               | 3,029                     |
| 3      | Other Provision                     |                           |                           |
|        | Ashwin Thumar & Co Tax Payable      |                           | 63,817<br>(69,300)        |
|        | <b>Total</b>                        | <b>2,97,06,977</b>        | <b>1,55,546</b>           |

**NOTE NO : 11 FIXED ASSETS**

| PARTICULARS                          | RATE | OPENING BALANCE     | GROSS BLOCK        |                    |                     | DEPRECIATION        |  |                    |                    | NET BLOCK           |                     |                     |
|--------------------------------------|------|---------------------|--------------------|--------------------|---------------------|---------------------|--|--------------------|--------------------|---------------------|---------------------|---------------------|
|                                      |      | 01.04.2016          | ADDITION           | SALE/ TRF.         | 31.03.2017          | 01.04.2016          | Depreciation Adjustment as on 01/04/2016 | ADDITION           | Adjustment         | 31.03.2017          | 31.03.2017          | 31.03.2016          |
| AIR CONDITIONER                      | 0.14 | 3,49,012            | 26,500             | -                  | 3,75,512            | 1,51,813            | -  | 52,207             | -                  | 2,04,020            | 1,71,492            | 1,97,199            |
| COMPUTERS                            | 0.48 | 34,07,931           | 44,400             | -                  | 34,52,331           | 30,54,513           | -  | 75,439             | -                  | 31,29,953           | 3,22,378            | 3,53,418            |
| D.G.SET                              | 0.09 | 91,70,299           | -                  | -                  | 91,70,299           | 53,00,828           | -  | 8,69,637           | -                  | 61,70,465           | 29,99,834           | 38,69,471           |
| FURNITURE & FIXTURE                  | 0.14 | 16,74,966           | 1,25,457           | -                  | 18,00,423           | 9,46,878            | -  | 1,56,386           | -                  | 11,03,263           | 6,97,159            | 7,28,088            |
| OFFICE EQUIPMENT                     | 0.29 | 23,45,110           | 83,600             | -                  | 24,28,710           | 17,74,304           | -  | 2,43,372           | -                  | 20,17,676           | 4,11,034            | 5,70,806            |
| VECHILE A/C                          | 0.18 | 1,92,91,374         | 81,08,148          | (25,80,136)        | 2,48,19,386         | 1,15,70,921         | -  | 30,39,929          | (22,68,823)        | 1,23,42,027         | 1,24,77,359         | 77,20,453           |
| WEIGH BRIDGE                         | 0.09 | 2,77,750            | -                  | -                  | 2,77,750            | 1,90,242            | -  | 26,459             | -                  | 2,16,701            | 61,049              | 87,508              |
| LAND & SIDE DEVE.                    | -    | 69,31,244           | -                  | -                  | 69,31,244           | -                   | -  | -                  | -                  | -                   | 69,31,244           | 69,31,244           |
| BUILDING                             | 0.05 | 8,40,27,976         | -                  | -                  | 8,40,27,976         | 1,93,45,292         | -  | 35,57,862          | -                  | 2,29,03,154         | 6,11,24,822         | 6,46,82,684         |
| ELEC.FITTING&INSTA.                  | 0.14 | 2,67,42,578         | 95,25,592          | -                  | 3,62,68,170         | 2,02,73,824         | -  | 24,46,320          | -                  | 2,27,20,144         | 1,35,48,026         | 64,68,755           |
| PLANT & MACHINERY (OTHERS)           | 0.09 | 22,14,11,871        | 1,81,70,654        | -                  | 23,95,82,525        | 4,22,91,611         | -  | 1,95,70,323        | -                  | 6,18,61,934         | 17,77,20,591        | 17,91,20,260        |
| PLANT & MACHINERY (CORE)             | 0.09 | 21,63,67,572        | 64,94,225          | -                  | 22,28,61,797        | 14,11,88,482        | -  | 1,99,92,145        | -                  | 16,11,80,627        | 6,16,81,171         | 7,51,79,090         |
| TUBEWELL                             | -    | 3,34,403            | -                  | -                  | 3,34,403            | 1,93,140            | -  | 14,052             | -                  | 2,07,192            | 1,27,211            | 1,41,263            |
| BUILDING OTHER THAN FACTORY BUILDING | 0.05 | 31,99,558           | -                  | -                  | 31,99,558           | 8,17,661            | -  | 1,52,299           | -                  | 9,69,960            | 22,29,598           | 23,81,897           |
| <b>TOTAL</b>                         |      | <b>59,55,31,644</b> | <b>4,25,78,576</b> | <b>(25,80,136)</b> | <b>63,55,30,084</b> | <b>24,70,99,509</b> | <b>-</b>                                 | <b>5,01,96,429</b> | <b>(22,68,823)</b> | <b>29,50,27,115</b> | <b>34,05,02,969</b> | <b>34,84,32,135</b> |
| BUILDING UNDER CONSTRUCTION          |      | -                   | 39,72,696          | -                  | 39,72,696           | -                   | -  | -                  | -                  | -                   | 39,72,696           | -                   |
| CAPITAL W.I.P.                       |      | -                   | 2,01,51,642        | -                  | 2,01,51,642         | -                   | -  | -                  | -                  | -                   | 2,01,51,642         | -                   |
| <b>GRAND TOTAL</b>                   |      | <b>59,55,31,644</b> | <b>6,67,02,914</b> | <b>(25,80,136)</b> | <b>65,96,54,422</b> | <b>24,70,99,509</b> | <b>-</b>                                 | <b>5,01,96,429</b> | <b>(22,68,823)</b> | <b>29,50,27,115</b> | <b>36,46,27,307</b> | <b>34,84,32,135</b> |
| PREVIOUS YEAR                        |      | 56,56,74,986        | 6,74,94,139        | 3,76,37,481        | 59,55,31,644        | 20,09,66,853        | -  | 4,82,42,552        | 21,09,896          | 24,70,99,509        | 34,84,32,136        | -                   |

**Note : 12 Non Current Investment**

| <b>Sr. No</b> | <b>Particulars</b>   | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|--|---------------------------------------|---------------------------------------|
| 1             | TRADE INVESTMENTS  |                                       |                                       |
|               | QUOTED :   |                                       |                                       |
|               | (a) Investment other than subsidiary company fully paid up | -                                     | -                                     |
|               | UNQUOTED :   |                                       |                                       |
|               | (a) Investment other than subsidiary company fully paid up |                                       |                                       |
|               | Shares in Shivalik Solid Waste Management Limited          |                                       |                                       |
|               | (10,000 Equity Shares of Rs.10/- each fully paid-up)       | 1,00,000                              | -                                     |
|               | 1,252 Eq. Share Panasonic Carbon India Co. Ltd.            | -                                     | 8,22,191                              |
|               | 26,899 Eq. Share Tirupati Fincorp Ltd.                     | -                                     | 27,34,257                             |
|               | 12,500 Eq. Share Vakrangee Limited                         | -                                     | 25,39,604                             |
|               | 50,000 Eq. Share Energy Development Company Ltd.           | -                                     | 19,77,500                             |
|               | 3,000 Eq. Share Reliance Defence & Engineering Ltd.        | -                                     | 2,68,075                              |
|               | 549 Eq. Share Indo National Ltd                            | -                                     | 5,51,472                              |
|               | (b) Investments in 100% subsidiary Company fully paid up   |                                       |                                       |
|               | Pritika Autocast Limited                                   | -                                     | -                                     |
|               | Nibber Castings Private Limited                            | -                                     | -                                     |
|               | Total  | 1,00,000                              | 88,93,098                             |

**Note : 13 Other Non Current Assets**

| <b>Sr. No</b> | <b>Particulars</b> | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|--------------------|---------------------------------------|---------------------------------------|
| 1             | Security Deposits  | 6,50,000                              | -                                     |
|               | Total              | 6,50,000                              | -                                     |

**Note : 14 Inventories**

| <b>Sr. No</b> | <b>Particulars</b>  | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|---------------------|---------------------------------------|---------------------------------------|
| 1             | Raw Materials       | 10,53,99,210                          | -                                     |
| 2             | Stores & Spares     | 1,85,64,631                           | -                                     |
| 3             | Work in Progress    | 30,17,15,660                          | -                                     |
| 4             | Marerial in Transit | -                                     | -                                     |
|               | Total               | 42,56,79,501                          | -                                     |

**Note : 15 Trade Recievables**

| <b>Sr. No</b> | <b>Particulars</b>  | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|---|---------------------------------------|---------------------------------------|
| 1             | Outstanding for more than six months<br>a) Unsecured, Considered Good other wise stated | 1,29,57,845                           | 17,08,418                             |
| 2             | Outstanding for less than six months<br>a) Unsecured, Considered Good other wise stated | 37,04,93,460                          | -                                     |
|               | Total   | 38,34,51,305                          | 17,08,418                             |
|               |   |                                       |                                       |

**Note : 16 Cash & Cash Equivalent**

| <b>Sr. No</b> | <b>Particulars</b>                                    | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|---|---------------------------------------|---------------------------------------|
| 1             | Cash-in-Hand<br>Cash in Hand                          | 9,77,164                              | 2,75,124                              |
|               | Sub Total (A)   | 9,77,164                              | 2,75,124                              |
| 2             | Bank Balance<br>Balances With Banks<br>Fixed Deposits | 93,90,396<br>1,87,70,261              | 1,36,500<br>-                         |
|               | Sub Total (B)   | 2,81,60,657                           | 1,36,500                              |
|               | Total [ A + B + C ]                                   | 2,91,37,820                           | 4,11,624                              |
|               |   |                                       |                                       |

**Note :17 Short Terms Loans and Advances**

| <b>Sr. No</b> | <b>Particulars</b>     | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|------------------------|---------------------------------------|---------------------------------------|
| 1             | Advances to Suppliers  | 1,21,92,273                           | -                                     |
| 2             | Advances to others     | 7,32,74,574                           | 3,30,34,504                           |
| 3             | Advances to staff      | 1,65,700                              | -                                     |
| 4             | Security Deposits      | 28,05,678                             | -                                     |
| 5             | MAT Credit Entitlement | 1,40,27,863                           | 24,128                                |
|               | Total                  | 10,24,66,088                          | 3,30,58,632                           |
|               |                        |                                       |                                       |

**Note :18 Other Current Assets**

| <b>Sr. No</b> | <b>Particulars</b>               | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|----------------------------------|---------------------------------------|---------------------------------------|
| 1             | Balance with Revenue Authirities | 87,97,127                             | -                                     |
| 2             | Prepaid Expenses                 | 7,37,429                              | -                                     |
| 3             | Interest accrued but not due     | -                                     | -                                     |
| 3             | Other Receivables                | 2,10,007                              | 40,94,509                             |
|               | Total                            | 97,44,563                             | 40,94,509                             |
|               |                                  |                                       |                                       |

**Notes Forming Part of the Consolidated Profit & Loss Accounts as at 31st March, 2017**

**Note : 19 Revenue from Operations**

| <b>Sr. No</b> | <b>Particulars</b>                                       | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|--|-------------------------------|-------------------------------|
| 1             | Sale of Products   | 1,58,25,99,170                | -                             |
|               | Job Work / Other Operational Incomes                     | -                             | 40,50,000                     |
|               | Gross Turnover   | 1,58,25,99,170                | 40,50,000                     |
|               | Less: sales return                                       | 31,81,650                     | -                             |
|               | Less: Indirect taxes ( Excise duty, Service tax and VAT) | 12,37,59,137                  | -                             |
|               |  | 12,69,40,787                  | -                             |
|               | Total  | 1,45,56,58,383                | 40,50,000                     |

**Note : 20 Other Income**

| <b>Sr. No</b> | <b>Particulars</b>             | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|--------------------------------|-------------------------------|-------------------------------|
| 1             | Misc Receipt                   | 2,36,887                      | 15,155                        |
| 2             | Interest received              | 39,49,288                     | 18,05,907                     |
| 3             | Profit on Sale of Fixed Assets | 1,02,187                      | -                             |
|               | Total                          | 42,88,362                     | 18,21,062                     |

**Note : 21 Cost of Material Consumed**

| <b>Sr. No</b> | <b>Particulars</b>                             | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|--|-------------------------------|-------------------------------|
| 1             | Opening Stock- Raw Materials                   | 9,04,65,980                   | -                             |
|               | Opening Stock- Store & Spares                  | 1,36,55,098                   | -                             |
|               | Opening Stock- Scrap of Old Equipments & Tools | -                             | -                             |
|               | Opening Stock- Packing material                | 3,36,280                      | -                             |
|               |  | 10,44,57,359                  | -                             |
| 2             | Add:- Purchases                                |                               |                               |
|               | Raw Materials                                  | 84,96,96,041                  | -                             |
|               | Stores & Spares                                | 6,21,56,958                   | -                             |
|               | Packing material                               | 1,30,33,314                   | -                             |
|               |  | 92,48,86,314                  | -                             |
| 3             | Less: Closing Stock - Raw Materials            | 10,53,99,210                  | -                             |
|               | Less: Closing Stock - Stock & Spares           | 1,76,41,340                   | -                             |
|               | Less: Closing Stock - Packing material         | 9,23,292                      | -                             |
|               | Total  | 12,39,63,841                  | -                             |
|               |  | 90,53,79,831                  | -                             |



**Note : 22 Change in Inventories**

| <b>Sr. No</b> | <b>Particulars</b> | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|--------------------|-------------------------------|-------------------------------|
| 1             | Opening            |                               |                               |
|               | Stock in Progress  | 28,39,13,755                  | -                             |
|               | Finished Goods     | -                             | -                             |
|               |                    | 28,39,13,755                  | -                             |
| 2             | Closing            |                               |                               |
|               | Stock in Progress  | 30,17,15,660                  | -                             |
|               | Finished Goods     | -                             | -                             |
|               |                    | 30,17,15,660                  | -                             |
|               | Total              | -1,78,01,905                  | -                             |

**Note : 23 Employment Benefit Expenses**

| <b>Sr. No</b> | <b>Particulars</b>                      | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|---|-------------------------------|-------------------------------|
| 1             | Salaries and Wages                      | 6,06,13,355                   | 7,08,900                      |
| 2             | Director Remuneration                   | 1,02,00,000                   | -                             |
| 3             | Contribution to Provident and ESI Funds | 47,30,419                     | -                             |
| 4             | Bonus and Incentives                    | 1,41,27,116                   | -                             |
| 5             | Staff and Workmen Welfare               | 20,39,382                     | 18,675                        |
| 6             | Group Gratuity                          | 35,35,287                     | -                             |
| 7             | Other Expenses                          | 9,26,320                      | -                             |
|               | Total                                   | 9,61,71,879                   | 7,27,575                      |

**Note :24 Financial Cost**

| <b>Sr. No</b> | <b>Particulars</b>    | <b>As at 31st March, 2017</b> | <b>As at 31st March, 2016</b> |
|---------------|-----------------------|-------------------------------|-------------------------------|
| 1             | Interest Expenses     | 6,33,27,076                   | -                             |
| 2             | Other Borrowing Costs | 24,24,127                     | -                             |
|               | Total                 | 6,57,51,203                   | -                             |

**Note : 25 Other Expenses**

| <b>Sr. No</b> | <b>Particulars</b>                      | <b>As at<br/>31st March,<br/>2017</b> | <b>As at<br/>31st March,<br/>2016</b> |
|---------------|---|---------------------------------------|---------------------------------------|
|               | (a) Manufacturing Expenses              |                                       |                                       |
| 1             | Cartage & Forwarding                    | 15,36,907                             | -                                     |
| 2             | Power Fuel Oil & Gases Expenses         | 14,36,43,622                          | -                                     |
| 3             | Job Work Expenses                       | 3,55,27,929                           | -                                     |
| 4             | Repairs & Maintenance                   | -                                     | -                                     |
|               | – Building                              | 7,77,900                              | -                                     |
|               | – Machinery                             | 31,32,536                             | -                                     |
|               | – Others                                | 2,82,856                              | -                                     |
| 5             | Workshop expenses\Foundry expenses      | 5,69,76,208                           | -                                     |
| 6             | Caliberation of Instruments             | 2,90,250                              | -                                     |
| 7             | Security charges                        | 17,89,295                             | -                                     |
| 8             | Factory Rent                            | 2,63,000                              | 1,81,000                              |
| 9             | Other Manufacturing Expenses            | 63,17,113                             | -                                     |
|               |   | <b>25,05,37,616</b>                   | <b>1,81,000</b>                       |
|               | (b) Administrative & Selling Expenses   |                                       |                                       |
| 10            | AMC Paid                                | 20,08,700                             | 8,79,500                              |
| 11            | Payment to Auditor (Refer note no. 27 ) | 2,95,000                              | 25,000                                |
| 12            | Rates & Taxes                           | 77,39,641                             | -                                     |
| 13            | Insurance                               | 16,28,754                             | -                                     |
| 14            | Legal & Profession Charges              | 38,57,146                             | 1,25,000                              |
| 15            | Communication Expenses                  | 11,24,876                             | 14,180                                |
| 16            | Printing & Stationery                   | 8,45,783                              | 45,097                                |
| 17            | Vehicle Running Expenses                | 35,66,534                             | -                                     |
| 18            | Travelling & Conveyance Expenses        | 48,13,203                             | 33,125                                |
| 19            | Rebate & Discount                       | 95,74,140                             | -                                     |
| 20            | Freight Outward                         | 10,40,350                             | 12,20,000                             |
| 21            | BSE Listing Fee                         | 3,25,000                              | 17,19,269                             |
| 22            | Other Expenses                          | 7113679.68                            | -                                     |
|               |   | <b>4,39,32,806</b>                    | <b>40,61,171</b>                      |
|               |   |                                       |                                       |
|               | <b>Total</b>                            | <b>29,44,70,422</b>                   | <b>42,42,171</b>                      |
|               |   |                                       |                                       |

**Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2017**

**Note : 26 Earning Per Share**

| Particulars   | As at<br>31st March,<br>2017 | As at<br>31st March, 2016 |
|---|------------------------------|---------------------------|
| Net Profit after tax attributable to equity holders for Basic EPS                                 | 4,27,07,595                  | -                         |
| Add: Costs recognized on potential equity shares  | Nil                          | -                         |
| Net Profit after tax attributable to equity holders for EPS                                       | 4,27,07,595                  | -                         |
| Weighted average No. of equity outstanding during the year - for both Basic and Diluted EPS (Nos) | 1,35,42,000                  | -                         |
| Basic and Diluted (In `) (Reinstead in P/Y due to issue of Bonus Shares)                          | 3.15                         | -                         |
| Face of Equity Shares (In `)  | 10.00                        | -                         |

**Note : 27 Payments to Auditors**

| Particulars                             | As at<br>31st March,<br>2017 | As at<br>31st March, 2016 |
|---|------------------------------|---------------------------|
| Audit Fee (Statutory Audit & Tax Audit) | 2,95,000                     | 25,000                    |
| Total                                   | 2,95,000                     | -                         |

**Note : 28 Employee Defined Benefit and Contribution Plans:**

The employees gratuity fund scheme is managed by Life Insurance Corporation of India (LIC) a defined benefit plans. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognize each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for short term compensated absences is recognised on basis for the accumulated leave which an employee can encash.

| Defined Contribution Plan:                | Current Year |      | Previous Year |
|---|--------------|------|---------------|
| Employer's Contribution to Provident Fund | 35.12        | Lacs | -             |

**Note : 29 Contingent Liabilities and Commitments:**

Corporate Guarantee is given to Banks/Financial Institutions/Others and the outstanding amount of the same is Rs. 42.82 Crores.

**Note : 30 Related Party Disclosures:**

List of Related parties and Relationships

**A. Subsidiary Companies**

M/s Pritika Autocast Limited (Subsidiary w.e.f. 15th March 2017)

M/s Nibber Castings Private Limited (Subsidiary w.e.f. 15th March 2017)

( ` in Lac's)  
Related Parties

| Nature of Transactions During the year          | Referred in A Above |         |
|---|---------------------|---------|
|   | 2016-17             | 2015-16 |
| <b>Income</b>                                   | -                   | -       |
| Sales   | -                   | -       |
| Other Income                                    | -                   | -       |
| Interest Income                                 | 1.10                | -       |
| Expenditure                                     | -                   | -       |
| Purchases                                       | -                   | -       |
| Director Remunerations                          | -                   | -       |
| Salary to KMP's                                 | -                   | -       |
| Travelling fees                                 | -                   | -       |
| Recovery of Other Expenses                      | -                   | -       |
| Job Work  | -                   | -       |
| Debtors   | -                   | -       |
| Balance as at 31st March, 2017                  | -                   | -       |
| Loan & Advances                                 | -                   | -       |
| Net Loan Given/ (Taken) during the year - Net   | 500.99              | -       |
| Balance as at 31st March 2016-17 Debit/(Credit) | 500.99              | -       |

**Note : 31 Contingent Liabilities and Commitments:**

Last Year Figures are regrouped/reclassified and are not used for comparables

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### Note No. 1: Notes To The Financial Statement

#### i. Principles of Consolidation

The consolidated financial statements which relate to Pritika Auto Industries Limited ( Formerly Shivkrupa Machineries and Engineering Services Limited ), (the “Company”) and its Subsidiaries (together referred to as the “Group”), have been prepared in accordance with the applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 read with Rule 7 to the companies (Accounts) Rules 2014 in respect of Section 133 of the Companies Act, 2003 and other accounting Principle generally accepted in India on the following basis.

(a) The financial statements of the Group have been consolidated, in terms of Accounting Standard (AS) 21 ‘Consolidated Financial Statements’, on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and any unrealized profits/ losses. The excess/ shortfall of cost to the Group of its investments in the Subsidiary Companies over the book value of net assets therein, as on the date of investment is recognized in the financial statements as Goodwill/ Capital Reserve as the case may be. Goodwill arising on consolidation is tested for impairment annually.

The subsidiary companies considered in these consolidated financial statements are as follows:

| Name of the Company             | Incorporation | Proportion of Ownership        |
|---------------------------------|---------------|--------------------------------|
| Nibber Castings Private limited | India         | 100 % ( Nil in Previous Year ) |
| Pritika Autocast limited        | India         | 100 % ( Nil in Previous Year ) |

(b) Minorities’ interest in the net profits or losses of consolidated subsidiaries for the year is identified and adjusted against the income or loss in order to arrive at the net income or loss attributable to the shareholders of the Company. Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of initial investments. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual/ legal obligation on the minorities, the same is accounted for by the holding company.

#### II Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

#### III Fixed Assets and Depreciation

a) Fixed Assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses, erection/commissioning expenses up to the date the asset is ready to be put to use less depreciation provided up to 31st March, 2017.

Depreciation has been provided on Straight Line Method & all the assets have been depreciated as per the relevant provisions of the Part 'C' of Schedule II of the Company Act 2013

|             |  |
|-------------|--|
| <b>IV</b>   | <b>Investments</b>   |
|             | Long term unquoted investments are considered at cost unless there is a permanent decline in value thereof, in which case suitable provision for such shortfall in the values are made in the accounts.  |
| <b>V</b>    | <b>Revenue Recognition</b>   |
|             | Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Basically, Sales and Contract revenue have been accounted for on the basis of terms and conditions of agreements entered into with various clients.  |
|             | Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate of interest applicable.  |
|             |  |
| <b>VI</b>   | <b>Taxation</b>  |
| a           | <b>Current Taxes</b>   |
|             | Current Income Tax is measured at the amount expected to be paid to the Income Tax authorities in accordance with the Indian Income Tax Act, 1961. The provision for Current Taxes is based on the elements of Income and expenditure as reported in the financial statements and computed in accordance with the provisions of the Indian Income Tax Act, 1961.   |
| b           | <b>Deferred Tax</b>  |
|             | Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. |
|             |  |
| <b>VII</b>  | <b>Retirement And Other Benefits</b>   |
|             | Retirement benefits in the form of Provident Fund being a defined contribution scheme is charged to Profit and Loss Account of the year when the contributions to the funds are due. There are no obligations other than the contribution payable to the fund.   |
|             | Gratuity being a defined benefit obligation is provided for based on actuarial valuation made at the end of each financial year using the projected unit credit method.  |
|             | Accumulated leave, which is expected to be utilized within the next 12 month, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Such short term compensated absences are provided for in the Statement of Profit and Loss based on estimates.   |
|             | Actuarial gain and losses are recognized immediately in the Statement of Profit & Loss as income or expenses.  |
|             |  |
| <b>VIII</b> | <b>Leases</b>  |
|             | <b><u>Where the Company is the lessee</u></b>  |
|             | Finance leases, where substantially all the risks and benefits incidental to ownership of the leased item, are transferred to the company, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged to income. Lease management fees, legal charges and other initial direct costs are capitalized.                         |
|             | If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease item, capitalized leased assets are depreciated over the shorter of the estimated useful  |

|           |  |
|-----------|--|
|           | life of the asset or the lease term.   |
|           | Leases where the lesser effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.  |
|           |  |
| <b>IX</b> | <b>Impairment of Asset</b>   |
|           | The impairment of assets are reviewed to see if there is any indication of impairment based on internal/External factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital after impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. |
|           |  |
| <b>X</b>  | <b>Foreign currency translation</b>  |
|           | <b>Initial Recognition</b>   |
|           | Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.   |
|           |  |
|           | <b>Conversion</b>  |
|           | Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.   |
|           |  |
|           | <b>Exchange Differences</b>  |
|           | Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.   |
|           |  |
| <b>XI</b> | <b>Segment Reporting</b>   |
|           | <b>Identification of segments:</b>   |
|           | The company has been operating in single segment i.e. Manufacturing of Tractors & Automobile Parts   |
|           |  |
|           | <b>Allocation of common costs:</b>   |
|           | Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.   |
|           |  |
|           | <b>Segment Policies:</b>   |
|           | The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.   |
|           |  |

|  |             |   |
|--|-------------|---|
|  | <b>XII</b>  | <b>Earnings Per Share</b>   |
|  |             | The earnings considered in ascertaining the Company's earnings per share comprise of the net profit / (loss) after tax for the year. The number of shares used in computing the basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for deriving basic earnings per share, and also the weighted average number of shares, which would have been issued on the conversion of dilutive potential equity shares, if any. |
|  |             |   |
|  | <b>XIII</b> | <b>Provision, Contingent liabilities and Contingents assets</b>   |
|  |             | A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.  |
|  |             |   |
|  | <b>XIV</b>  | <b>Cash and Cash equivalents</b>  |
|  |             | Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.  |



## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

| PARTICULARS   | For the Year Ended<br>31st March 2017 | For the Year Ended<br>31st March 2016 |
|---|---------------------------------------|---------------------------------------|
|   | (Rupees)                              | (Rupees)                              |
| <b>A CASH FLOW FROM OPERATING ACTIVITIES</b>  |                                       |                                       |
| Net Profit /(Loss) before tax and Extra Ordinary items  | 7,85,927                              | 8,84,598                              |
| Adjustment for:-  |                                       |                                       |
| Depriciation  | 16,718                                | 16,718                                |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>  | <b>8,02,645</b>                       | <b>9,01,316</b>                       |
| Adjustment for:-  |                                       |                                       |
| (Increase)/decreasae Trade and other receivables  | 34,49,267                             | 14,30,465                             |
| (Increase)/Decrease in Deffered tax liabilities   | -                                     | 7,591                                 |
| Increase/(decreasae) Trade Payables   | (5,75,455)                            | 1,33,260                              |
| Increase/(decreasae) Other current Liabulities  | 3,27,526                              |                                       |
| (Increase)/decreasae in Inventories   |                                       |                                       |
| (Increase)/decreasae Others Current Assets  |                                       | (18,96,678)                           |
| <b>CASH GENERATED FROM OPERATIONS</b>   | <b>32,01,338</b>                      | <b>(3,25,362)</b>                     |
| Direct Taxes Paid   | (6,11,000)                            | (2,73,924)                            |
| Previous Year Tax   | 8,969                                 |                                       |
| <b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>  | <b>34,01,952</b>                      | <b>3,02,030</b>                       |
| <b>I CASH FLOW FROM INVESTING ACTIVITIES</b>  |                                       |                                       |
| Purchase of Fixed Assets  | -                                     | -                                     |
| Sale of Fixed Assets  | -                                     | -                                     |
| New Investments   | (27,18,48,693)                        | (14,56,200)                           |
| Sale of Investments   | -                                     | -                                     |
| Interest Received   | -                                     | -                                     |
| Dividend Received   | -                                     | -                                     |
| <b>II NET CASH USED IN INVESTING ACTIVITIES</b>   | <b>(27,18,48,693)</b>                 | <b>(14,56,200)</b>                    |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES</b>  |                                       |                                       |
| Loan Received / Given   | (5,86,08,413)                         |                                       |
| Preceeds from issue of share capital  | 8,84,95,000                           | -                                     |
| Cash received from securities premium   | 24,24,76,300                          | -                                     |
| Preceeds from Long term borrowings  |                                       |                                       |
| Repayment of Financial Liabiliy/Lease   | -                                     | -                                     |
| Dividend Paid   | -                                     | -                                     |
| <b>III NET CASH USED IN FINANCING ACTIVITIES</b>  | <b>27,23,62,887</b>                   | <b>-</b>                              |
| <b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)</b>                     | <b>39,16,146</b>                      | <b>(11,54,169)</b>                    |
| <b>Add:- CASH &amp; CASH EQUIVALENTS AS AT BEGNNING CASH &amp; CASH EQUIVALENTS AT AT END</b> | <b>4,11,624</b>                       | <b>15,65,794</b>                      |
|   | <b>43,27,770</b>                      | <b>4,11,624</b>                       |
|   | <b>(0.00)</b>                         | <b>-</b>                              |

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For Koshal & Associates**  
**Chartered Accountants**  
**Firm number: 121233W**

**Proprietor: Koshal Maheshwari**  
**Membership No. 043746**  
**Place: Mumbai**  
**Date: 30<sup>TH</sup> MAY 2017**

**For and on behalf of the Board**  
**Pritika Auto Industries Ltd**

|   |   |
|---|---|
| <p><b>Sd/-</b><br/> <b>(Chetan D Shinde)</b><br/> <b>Managing Director</b><br/> <b>DIN : 06996605</b></p> | <p><b>Sd/-</b><br/> <b>(Bhushan Adhatrao)</b><br/> <b>Director</b><br/> <b>DIN : 06577945</b></p> |
|---|---|

**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017**

| Sr. No | Particulars   | As at<br>31st March, 2017 | As at<br>31st March, 2016 |
|--------|---|---------------------------|---------------------------|
| A.     | Cash Flow From Operating Activities                         |                           |                           |
|        | Net Profit before tax as per statement of Profit & Loss A/c | 6,57,78,885               | 8,84,598                  |
|        | Add:  |                           |                           |
|        | Depreciation  | 5,01,96,429               | 16,718                    |
|        | Profit on Sale of Asset                                     | (1,02,187)                | -                         |
|        | Interest Expense  | 6,57,51,203               | -                         |
|        |   | 11,58,45,446              | 16,718                    |
|        | Adjustments for:  |                           |                           |
|        | Increase/(Decrease) in Trade Payables                       | 57,77,858                 | 1,33,260                  |
|        | (Increase)/Decrease in Deffered tax liabilities             | -                         | 7,591                     |
|        | Increase/(Decrease) in Other Current Liabilities            | (1,42,00,279)             | -                         |
|        | Increase/(Decrease) in Short Term Provisions                | 24,21,408                 | -                         |
|        |   | (60,01,014)               | 1,40,851                  |
|        | Increase/(Decrease) in Trade Recievable                     | (4,32,70,711)             | 14,30,465                 |
|        | Increase/(Decrease) in Short Term advances                  | (6,07,72,298)             | -                         |
|        | Increase/(Decrease) in Other Current Assets                 | 38,40,325                 | (18,96,678)               |
|        | Increase/(Decrease) In Inventories                          | (3,66,32,884)             | -                         |
|        |   | (13,68,35,567)            | (4,66,213)                |
|        | Cash Generated From Operations                              | 3,87,87,750               | 5,75,954                  |
|        | <b>Less:</b> Income Tax Paid                                | 71,34,285                 | 2,73,924                  |
|        |   | 3,16,53,465               | 3,02,030                  |
| B.     | Cash Generated From Investing Activities                    |                           |                           |
|        | Purchase Of Assets  | (6,67,02,914)             | -                         |
|        | Sale Of Assets  | 4,13,500                  | -                         |
|        | Increase In Non current investments                         | (27,18,48,693)            | (14,56,200)               |
|        | Increase In Non Current Assets                              | 5,55,266                  | -                         |
|        |   | (33,75,82,841)            | (14,56,200)               |
| C.     | Cash Generated From Financing Activities                    |                           |                           |
|        | Long Term Loans Raised/Paid (Net)                           | 2,98,34,422               | -                         |
|        | Increase in Share Capital                                   | 8,99,94,400               | -                         |
|        | Share Premium   | 24,62,24,800              | -                         |
|        | Short Term Loans Raised                                     | 4,65,844                  | -                         |
|        | Interest Paid   | (6,57,51,203)             | -                         |
|        |   | 30,07,68,263              | -                         |
|        | <b>A+B+C</b>  | (51,61,113)               | (11,54,169)               |
|        | Add:-   |                           |                           |
|        | Opening Cash & Cash Equivalents                             | 3,42,98,934               | 15,65,794                 |
|        | Closing Cash & Cash Equivalents                             | 2,91,37,820               | 4,11,624                  |

For Koshal & Associates  
Chartered Accountants  
Firm number: 121233W

For and on behalf of the Board  
Pritika Auto Industries Ltd

Proprietor: Koshal Maheshwari  
Membership No. 043746  
Place: Mumbai  
Date: 30<sup>TH</sup> MAY 2017

(Chetan D Shinde) (Bhushan Adhatrao)  
Managing Director Director  
DIN : 06996605 DIN : 06577945

**Pritika Auto Industries Limited**

Regd off: Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055  
CIN: L45208PB1980PLC046738

**ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall

| <b>For Physical Holding</b> | <b>For Electronic Form (Demat) NSDL/CDSL</b> |           | <b>No. of Shares Held</b> |
|-----------------------------|--|-----------|---------------------------|
| LF No.                      | DP ID  | CLIENT ID |                           |
|                             |  |           |                           |

I hereby record my presence at the Annual General Meeting of the Company, being held on Wednesday, the 27th September, 2017 at 11:30 A.M. at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055.

FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY (IN CAPITAL LETTERS):

IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITAL LETTERS):

\_\_\_\_\_  
**Name of the Member/ Proxy**  
**(in Block Letters)**

\_\_\_\_\_  
**Signature of the Member/ Proxy**

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2017 and Attendance Slip alongwith Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2017 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

**Pritika Auto Industries Limited**

Regd off: Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055  
CIN: L45208PB1980PLC046738

**PROXY FORM  
Form No. MGT-11**

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

**Name of the Company: Pritika Auto Industries Limited**

**CIN: L45208PB1980PLC046738**

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

**Website:** [www.pritikaautoindustries.com](http://www.pritikaautoindustries.com)

**Email:** [compliance@pritikaautoindustries.com](mailto:compliance@pritikaautoindustries.com)

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of Pritika Auto Industries Limited to be held on the 27<sup>th</sup> day of September, 2017 at 11.30 A.M. on Wednesday at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055 and at any adjournment thereof in respect of such Resolutions as are indicated below:

| Resolution No.           | Resolution  |
|--------------------------|---|
| <b>Ordinary Business</b> |   |
| 1.                       | To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.              |
| 2.                       | To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon. |
| 3.                       | To Ratify the appointment of Statutory Auditor M/s Koshal & Associates and fix their remuneration.  |
| <b>Special Business</b>  |   |
| 4.                       | To Regularise the Appointment of Mr. Harpreet Singh Nibber (holding DIN 00239042) as a Director of the Company.   |
| 5.                       | To Appoint Mr. Harpreet Singh Nibber (holding DIN 00239042) as a Managing Director of the Company.  |
| 6.                       | To Appoint Mr. Neeraj Bajaj (holding DIN 00035778) as an Independent Director of the Company.   |
| 7.                       | To Appoint Mr. Raminder Singh Nibber (holding DIN 00239117) as a Non-Executive Director (Chairman) of the Company.  |
| 8.                       | To Appoint Mr. Yudhisthir Lal Madan (holding DIN 05123237) as an Independent Director of the Company.   |
| 9.                       | To Appoint Mr. Ajay Kumar (DIN: 02929113) as an Executive Director of the Company.  |

Signed this..... day of..... 2017

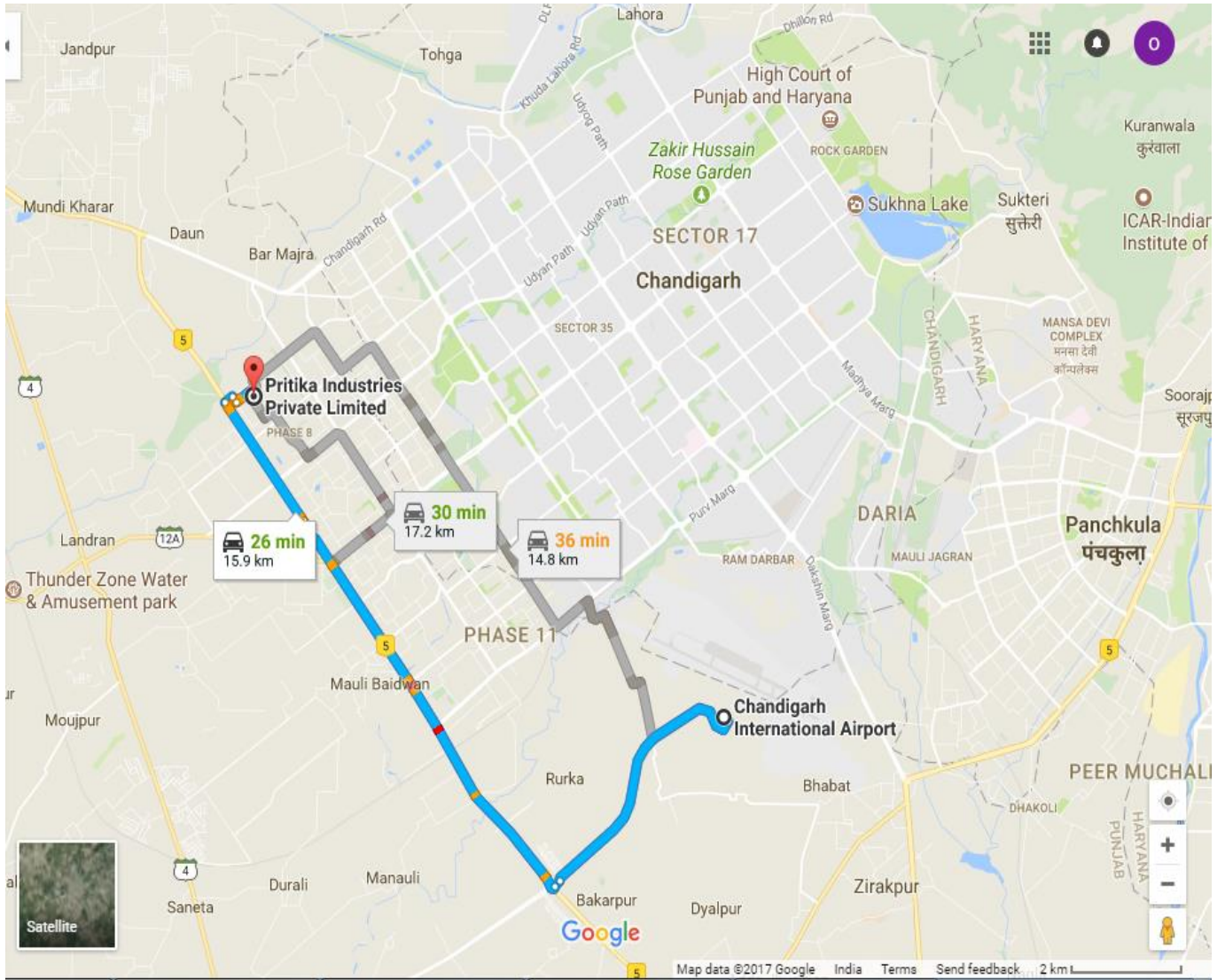
Signature of shareholder .....

Signature of Proxy holder(s) .....

**Notes:**

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. Please complete all details including details of member(s) before submission.

# ROUTE MAP TOWARDS THE VENUE



**BOOK-POST**

If undelivered please return to:

**Pritika Auto Industries Limited**

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