

FCS REEPTIKA BARMERA

Practising Company Secretary

CP No.: 16551

M. No.: F11280

FARASO KA BUNGALOW

MOTI CHOWK JODHPUR,

RAJASTHAN-342001

Mobile: 8107427215

reptika1@gmail.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,

The Board of Directors,

PRITI INTERNATIONAL LIMITED

(CIN: L36994RJ2017PLC058454)

PLOT NO. F-43 BASNI IST PHASE JODHPUR

RAJASTHAN-342001

Dear Sir(s)/Madam(s),

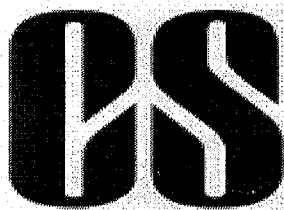
This Certificate is being issued in connection with the proposed preferential issue of Convertible Warrants of **Priti International Limited** (hereinafter referred to as "**Company**") to those persons, as approved by the Board of Directors in its meeting held on June 22, 2022 ("**Board Meeting**"), the names of which are provided in Annexure 1 ("**Proposed Allottees**").

The Company is required to obtain a certificate from a Practising Company Secretary confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**").

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- (i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue.
- (ii) Determination of the minimum price of convertible warrants in terms of Regulation 164 of the SEBI ICDR Regulations.
- (iii) Compliance with the conditions and requirements of the SEBI ICDR Regulations.
- (iv) Compliance with the requirements of for the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing, and maintaining internal control relevant to preparation of Extra Ordinary General Meeting, determination minimum price of Convertible Warrants and making estimates that are reasonable in the circumstances.



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Practicing Professional's Responsibility:

My Responsibility is as Practicing Professional is limited to

a. Examination of:

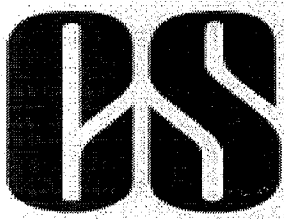
- Board Resolution passed at the Board Meeting.
- The List of Proposed Allottees
- The present and proposed capital structure of the Company
- Draft notice of Extra Ordinary General Meeting
- Certificate from Chartered Accountant in Practice for Calculation of minimum issue price as per prescribed under SEBI ICDR Regulations

b. Confirmation from the Company that:

- None of the Allottees have sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date.
- None of the Company's Promoters or Directors is a Fugitive Economic Offender.
- The Company has no outstanding dues to SEBI, the Stock Exchange or the Depositories.
- Equity Shares held by the proposed allottees, if any, in the Company are in dematerialised form.
- The Company is in compliance with the conditions for continuous listing of Equity Shares.
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Company has decided the Relevant Date as "Monday, June 20, 2022" being thirty days prior to the date on which the Extra Ordinary General Meeting is proposed to be held.
- The tenure of Convertible Warrants shall not exceed eighteen months from the date of their allotment.
- The offer is being made only to such persons whose names and addresses are recorded by the Company prior to invitation to subscribe as per requirements of Section 42 of the Companies Act, 2013 and Rules made thereunder.

Certification:

Based on my examination of such information/documents and explanation and confirmations provided to me by the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations.



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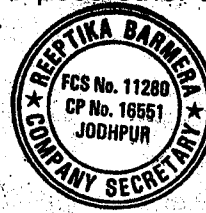
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Assumptions & Limitation of scope and Review:

- I. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
- II. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- III. We are not expressing any opinion on the price computed / calculated and/or the price at which the Convertible Warrants are being issued by the Company.
- IV. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.



Reeptika

Reeptika Barmera

Practising Company Secretary

FCS No.: F11280

C P No.:16551

PR No. 2228/2022

Place: Jodhpur

Date: 26-06-2022

UDIN: F011280D000531646