



# PRITI INTERNATIONAL LIMITED

PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA

PHONE: 91-291-2435699 Mobile: 91-9314225699

E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

To,  
The Manager  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai, Maharashtra- 400051

**Symbol: PRITI**

**Sub: Intimation under Regulation 30 - Notice of Extraordinary General Meeting of Priti International Limited.**

Further to the intimation dated 22<sup>nd</sup> JUNE,2022. This is to inform that an Extra Ordinary General Meeting (EGM) of the members of Priti International Limited ("the Company") will be held on Wednesday. 20<sup>th</sup> JULY, 2022 at 11.30 A.M. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001 to transact the special business as set out in EGM Notice. The copy of the EGM Notice is enclosed herewith.

In terms of Section 108 of the Companies Act. 2013, Rule 20 of the Companies (Management and Administration) Rules. 2014 as amended by the Companies (Management and Administration) Amendment Rules. 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015. the Company shall provide to its members the facility to exercise their votes electronically for transacting the items of business as set out in the EGM Notice.

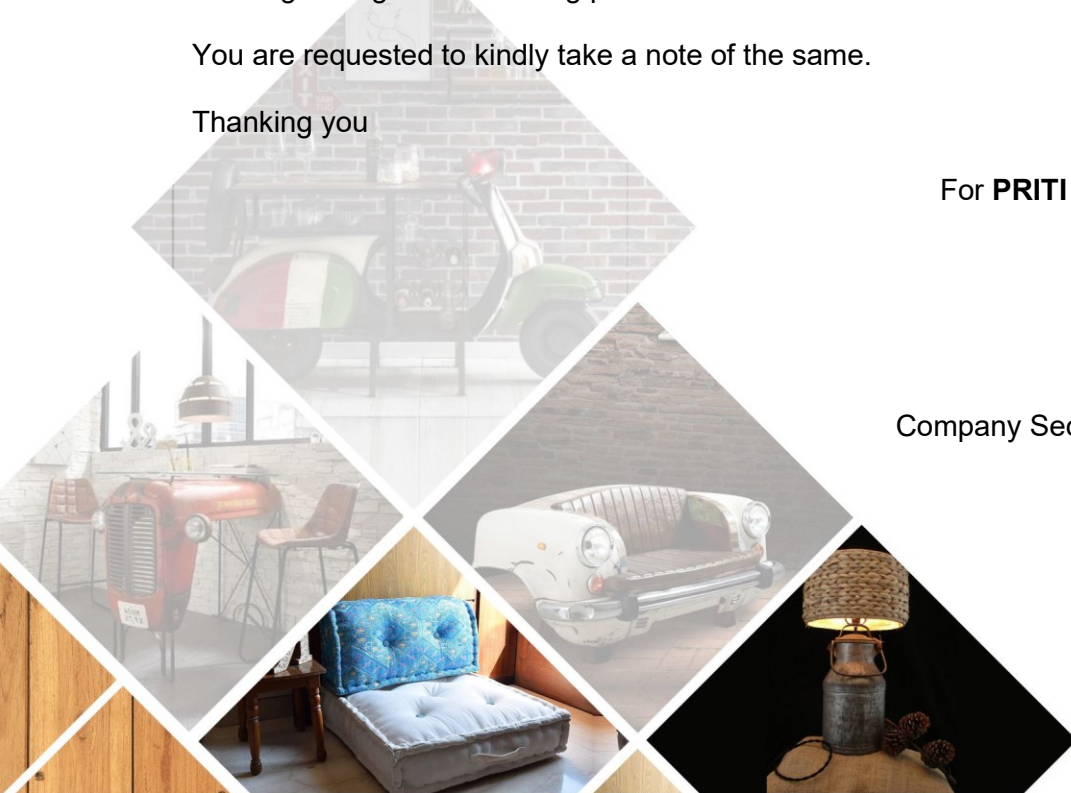
For the aforesaid purpose the Company has fixed Friday. 13<sup>th</sup> JULY,2022 as the cut-off date to determine the entitlement of voting rights of members opting for e-voting. The Company had entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.

You are requested to kindly take a note of the same.

Thanking you

Yours Faithfully  
For **PRITI INTERNATIONAL LIMITED**

RASHI SHRIMAL  
Company Secretary & Compliance Officer  
Membership No.: A60070





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## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that, the Extra Ordinary General Meeting ('EGM') of the Shareholders of **PRITI INTERNATIONAL LIMITED** ('the company') will be held on **Wednesday, 20<sup>th</sup> JULY 2022** at the Registered office of the company situated at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001, India **11.30 a.m.** to transact the items of business mentioned below:

### **SPECIAL BUSINESS ORDINARY RESOLUTION**

#### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE MEMORANDUM OF ASSOCIATION:**

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

**RESOLVED THAT** pursuant to the applicable provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other statutory, contractual and regulatory approvals, permissions and consents as may be required, and on such conditions and modifications as may be prescribed, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, consent of the Members of the Company be and is hereby accorded by a way of ordinary resolution for increase of the authorised share capital of the Company from INR 12,00,00,000 (Indian Rupees Twelve Crore only) divided into 1,20,00,000 Equity Shares of face value INR 10 (Indian Rupees Ten only) each to INR 15,00,00,000 (Indian Rupees Fifteen Crore only) divided into 1,50,00,000 Equity Shares of face value INR 10 (Indian Rupees Ten only) each."

**"RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for the deletion of the existing Clause No. V of the Memorandum of Association of the Company and its substitution with the following new Clause V:

**"The Authorized Share Capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crore only) divided into 150,00,000 (One Crore Fifty Lakh) Equity Shares of face value INR. 10 (Indian Rupees Ten only) each."**

**"RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorized to file all necessary forms with the Registrar of Companies, Stock Exchange and





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other governmental authorities including the Form SH. 7 and to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to further comply with the requirements, if any, of the Companies Act, 2013 and the relevant rules framed thereunder and the secretarial standards issued by the Institute of the Company Secretaries of India.

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorised on behalf of the Company to certify a copy of these resolutions and issue the same to all concerned authorities or parties.”

## **SPECIAL BUSINESS SPECIAL RESOLUTIONS**

### **2. ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OF PROMOTERS AND OTHERS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 30,11,000 (Thirty Lakhs Eleven Thousand only) Convertible Warrants (the “Warrants”) on a preferential basis to the promoters/promoter group and others i.e. persons/entities not forming part of the promoter and promoter group (“Warrant Holder(s)”/“Proposed Allottee(s)”), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for



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and get allotted one Equity Share of the face value of Rs. 10/- (the "Equity Shares") each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at Rs.98/-(Rupees Ninety Eight) arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as maybe deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter V thereof) or other applicable laws in this respect. The details in relation to the Warrant Holders are mentioned hereinbelow.

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	GOVERDHAN DAS LOHIYA	PROMOTE R	NA	245000
2	PRITI LOHIYA	PROMOTE R	NA	268290
3	LEELA LOHIYA	PROMOTE R	NA	149210
4	RITESH LOHIYA HUF	PROMOTE R	RITESH LOHIYA	76000
5	RITESH LOHIYA	PROMOTE R	NA	55000
6	GOVERDHANDAS LOHIYA HUF	PROMOTE R	GOVERDHANDAS LOHIYA	55000
7	RITIKA LOHIYA	PROMOTE R	NA	10000
8	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	NON-PROMOTE R	PORINJU VELIYATH	150000
9	SHANKAR SHASHI SHARMA	NON-PROMOTE R	NA	130000
10	MBRD INVESTMENT	NON-PROMOTE R	BIMLA BAJAJ, RITESH DALMIA	100000
11	OCULUS CAPITAL GROWTH FUND	NON-PROMOTE R	ALTERNATIVE INVESTMENT FUND CLIENTS	100000
12	OM PRAKASH CHUGH	NON-PROMOTE R	NA	100000
13	SHILPI PARWAL	NON-	NA	100000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
		PROMOTE R		
14	DEEPSHIKHA ARORA	NON-PROMOTE R	NA	100000
15	DILIP KESHRIMAL SANKLECHA	NON-PROMOTE R	NA	75000
16	ABHISEK BHUTRA HUF	NON-PROMOTE R	ABHISEK BHUTRA	60000
17	AISHVARYA DADHEECH	NON-PROMOTE R	NA	60000
18	VIMAL KISHORE PARWAL (HUF)	NON-PROMOTE R	VIMAL KISHORE PARWAL	51000
19	JAJODIA EQUITY ADVISORS' SERVICES PRIVATE LIMITED	NON-PROMOTE R	USHA JAJODIA, VINAY JAJODIA	50000
20	JITENDRA MEHTA	NON-PROMOTE R	NA	50000
21	MAHENDRA GIRDHARILAL	NON-PROMOTE R	NA	50000
22	RAJAN KANTILAL SHAH	NON-PROMOTE R	NA	40000
23	VIJAY KIMATRAI RAMANI	NON-PROMOTE R	NA	37500
24	ATUL NARAYAN HUF	NON-PROMOTE R	ATUL NARAYAN	31250
25	HIMESH NARAYAN HUF	NON-PROMOTE R	HIMESH NARAYAN	31250
26	RACHIT SANJAY TIBDIWAL	NON-	NA	30000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
		PROMOTE R		
27	BRAINVIEW INVESTMENT & TRADING PRIVATE LIMITED	NON-PROMOTE R	DILIP BHATT	25000
28	NEEPA N SHAH	NON-PROMOTE R	NA	25000
29	ASHISH DILIP BHUTDA HUF	NON-PROMOTE R	ASHISH BHUTDA DILIP	25000
30	BINDU GARG	NON-PROMOTE R	NA	25000
31	4R INVESTMENTS PRIVATE LIMITED	NON-PROMOTE R	RUPESH SONI, RADHIKA SONI	25000
32	PG FOILS LTD	NON-PROMOTE R	NA	25000
33	VICCO PRODUCTS(BOMBAY) PRIVATE LIMITED	NON-PROMOTE R	MR. DEEP PENDHARKAR, MR. DEVESH PENDHARKAR AND MR. AMIT PENDHARKAR	25000
34	SHRENIK SANJAY KASWA	NON-PROMOTE R	NA	25000
35	SREEMANT DUDHORIA	NON-PROMOTE R	NA	25000
36	KESHAV KAMLESH DAGA	NON-PROMOTE R	NA	25000
37	NEETA RAJESH DAGA	NON-PROMOTE R	NA	25000
38	KAMLA RATANCHAND SURANA	NON-	NA	25000





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		PROMOTE R		
39	MANISH KUMAR HUF	NON-PROMOTE R	MANISH KUMAR	21000
40	ANAND MUNDHRA	NON-PROMOTE R	NA	20000
41	ANKIT SONKHYA	NON-PROMOTE R	NA	20000
42	SANJEEV SHANTILAL GANDHI	NON-PROMOTE R	NA	20000
43	VINITA V GOLECHHA	NON-PROMOTE R	NA	20000
44	TASHA ZAFAR	NON-PROMOTE R	NA	20000
45	MANOJ KUMAR SARDA	NON-PROMOTE R	NA	20000
46	YASH JITENDRA JAIN	NON-PROMOTE R	NA	20000
47	PALASH GOYAL	NON-PROMOTE R	NA	15000
48	BHARAT JAYANTILAL SHAH HUF	NON-PROMOTE R	BHARAT JAYANTILAL SHAH	15000
49	DEEPAK VIJAYWARGI	NON-PROMOTE R	NA	15000
50	PRATIK BHUPENDRA KHARA	NON-PROMOTE R	NA	15000
51	SHREYA PRATIK KHARA	NON-	NA	15000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
		PROMOTE R		
52	RAUNAK MANTRI	NON-PROMOTE R	NA	15000
53	TULIKA KHARE	NON-PROMOTE R	NA	15000
54	SHIV PRAKASH MODY HUF	NON-PROMOTE R	SHIV PRAKASH MODY	15000
55	ASHWIN SANJAY KASWA	NON-PROMOTE R	NA	12500
56	KINCHIT SUNILKUMAR MEHTA	NON-PROMOTE R	NA	11000
57	REKHA NAHAR	NON-PROMOTE R	NA	10000
58	MANOJ KUMAR	NON-PROMOTE R	NA	10000
59	PRANAV LOHIYA	NON-PROMOTE R	NA	10000
60	JITEN PRATAPRAI MATHURIA	NON-PROMOTE R	NA	10000
61	POOJA GANGRADE	NON-PROMOTE R	NA	10000
62	JANAK RAJ MODI	NON-PROMOTE R	NA	10000
63	NIVEDITA BHORKAR	NON-PROMOTE R	NA	10000
64	PRASENJIT CHATTERJEE	NON-	NA	10000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
		PROMOTE R		
65	SUJATA KULKARNI	NON-PROMOTE R	NA	10000
66	SUSHIL MODY	NON-PROMOTE R	NA	10000
67	NITIN PARWAL	NON-PROMOTE R	NA	10000
68	NARENDRA KUMAR PORWAL	NON-PROMOTE R	NA	10000
69	HARDIK SHAILESH KHARA	NON-PROMOTE R	NA	7500
70	SWATI PRAGNESH JOSHI	NON-PROMOTE R	NA	5000
71	EMERGING OPPORTUNITIES PRIVATE LIMITED	NON-PROMOTE R	KULBHUSHAN PARASHAR, HARPREET PARASHAR.	5000
72	NIKUNJ KAMAL JAISALMERIA	NON-PROMOTE R	NA	5000
73	GAURAV BAJAJ	NON-PROMOTE R	NA	5000
74	JETH MAL MOONDRA	NON-PROMOTE R	NA	5000
75	KAMAL MOONDRA	NON-PROMOTE R	NA	5000
76	GOPAL MUNDRA	NON-PROMOTE R	NA	5000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
77	GAURAV TIWARI	NON-PROMOTER	NA	5000
78	NILANG KISHORE JAIN	NON-PROMOTER	NA	5000
79	SAGAR NARENDRABHAI GOKANI	NON-PROMOTER	NA	5000
80	MEHUL BHANSALI	NON-PROMOTER	NA	5000
81	JATIN DEEPAK VORA	NON-PROMOTER	NA	5000
82	JAGDISH PRASHAD SHARMA	NON-PROMOTER	NA	5000
83	RAMESH KUMAR JAIN (HUF)	NON-PROMOTER	NA	5000
84	ROHIT KUMAR SHARMA	NON-PROMOTER	NA	1000
85	VIKAS DANGRA	NON-PROMOTER	NA	1000
86	SHANTI SWAROOP JOHARI	NON-PROMOTER	NA	1000
87	INDU MAHESHWARI	NON-PROMOTER	NA	1000
88	RASHI SHRIMAL	NON-PROMOTER	NA	500
TOTAL				3011000





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**RESOLVED FURTHER THAT** the resultant Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank Pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i. The “relevant date” for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is Monday, 20<sup>th</sup> June 2022, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company.
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date.
- iii. In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 25% (Twenty five percent) of the consideration payable against the Warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy five percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant.
- iv. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants.
- v. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s).
- vi. If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.



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- vii. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- viii. Upon exercise by warrant holder the option of conversion of any or all of the warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Board of Directors do hereby authorise to avail extension of the conversion of warrants into shares from SEBI and other authorities as applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required and any such documents so executed and





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delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.”

### **3. Re-appointment of Mrs. Priti Lohiya (DIN: 07789249) as Managing Director of the Company**

**And in this regard, to consider and if thought fit, to pass, following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, Regulation 17 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Priti Lohiya (DIN: 07789249), whose current term as Managing Director of the Company is due to expire on December 04, 2022, as Managing Director of the Company, for a period of five (5) years, liable to retire by rotation, with effect from December 05, 2022 up to December 04, 2027, on such terms and conditions, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI Listing Regulations and Section 197 and Schedule V of the Act and Rules made thereunder, and all other provisions of the SEBI Listing Regulations and the Act, approval of the members of the Company be and is hereby accorded to payment of remuneration to Mrs. Priti Lohiya notwithstanding that the total remuneration payable to all the Executive directors, who are



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promoters or members of the promoter group exceed 5% of net profits of the Company or that the total remuneration payable to Mrs. Priti Lohiya exceed 5% of net profits of the Company or that the total remuneration payable to all the Directors of the Company exceed 11% of net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of the Board) be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said re-appointment and/ or her remuneration and/or any other term in her agreement/ appointment letter with the Company during her tenure, as may be agreed to between the Board and Mrs. Priti Lohiya, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company."

#### **4. Re-appointment of Mr. Pankaj Baheti (DIN: 07767648) as Independent Director of the Company**

**And in this regard, to consider and if thought fit, to pass, following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pankaj Baheti (DIN: 07767648) who was appointed as an Independent (Non-Executive) Director of the Company, by the members of the Company with effect from December 05, 2017, for a period of five (5) consecutive years and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from December 05, 2022 till December 04, 2024 and shall not be liable to retire by rotation.





# PRITI INTERNATIONAL LIMITED

PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA

PHONE: 91-291-2435699 Mobile: 91-9314225699

E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.”

## **5. Re-appointment of Mr. Mahak Singhvi (DIN: 07397120) as Independent Director of the Company**

**And in this regard, to consider and if thought fit, to pass, following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Mahak Singhvi (DIN: 07397120) who was appointed as an Independent (Non-Executive) Director of the Company, by the members of the Company with effect from December 05, 2017, for a period of five (5) consecutive years and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of five (5) consecutive years effective from December 05, 2022 till December 04, 2027 and shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of the Board)be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.”

## **6. Re-appointment of Mr. Deepak Tak (DIN: 09499017) as Independent Director of the Company**

**And in this regard, to consider and if thought fit, to pass, following resolution as Special Resolution:**





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**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Tak (DIN: 09499017) who was appointed as an Independent (Non-Executive) Director of the Company, by the Board of Directors of the Company with effect from February 10, 2022, for a period of one (1) year and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from February 10, 2023 till February 09, 2025 and shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.”

## **7. Re-appointment of Mr. Sag Ram (DIN: 09498998) as Independent Director of the Company**

**And in this regard, to consider and if thought fit, to pass, following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sag Ram (DIN: 09498998)who was appointed as an Independent (Non-Executive) Director of the Company, by the Board of Directors of the Company with effect from February 10, 2022, for a period of one (1) year and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from February 10, 2023 till February 09, 2025 and shall not liable to retire by rotation.





# PRITI INTERNATIONAL LIMITED

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E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company."

By Order of the Board of Directors  
For **PRITI INTERNATIONAL LIMITED**

Place: JODHPUR,  
Date: 22nd June, 2022

-Sd/-  
RASHI SHRIMAL  
Company Secretary  
Membership No.: A60070





# PRITI INTERNATIONAL LIMITED

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Company's Registered Office, duly completed, stamped, and signed, not less than 48 (forty-eight) hours before commencement of this Extra Ordinary General Meeting of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Business is enclosed herewith.
4. Corporate shareholders intending to send their authorised representatives to attend this Extra Ordinary General Meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Shareholders desirous of asking any questions at this Extra Ordinary General Meeting are requested to send in their questions so as to reach the Company's Registered Office at least 7 (seven) days before the date of this Extra Ordinary General Meeting so that the same can be suitably replied to.
6. Shareholders / proxies / authorised representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. Keeping in view the "Green Initiative in Corporate Governance" of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the shareholders in electronic form. Shareholders who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, **Bigshare Services Private Limited** S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093, Maharashtra; Tel: 011 – 400059, Email: vinayak@bigshareonline.com. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address. Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's





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website <https://pritihome.com/> and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours.

8. Members are advised to make nomination in respect of their shareholdings in the Company. The Nomination Form can be downloaded from the Company's website <https://pritihome.com/> Members holding shares in physical form should file their nomination with M/s. **Bigshare Services Private Limited** S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093, Maharashtra-400059; Tel: 011 – 400059, Email: vinayak@bigshareonline.com, Company's Registrar and Share Transfer Agents whilst those Members holding shares in dematerialised mode should file their nomination with their Depository Participant. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company's Registrar and Share Transfer Agent **Bigshare Services Private Limited** S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093, Maharashtra-400059; Tel: 011 – 400059, Email: vinayak@bigshareonline.com.
9. The route map showing directions to reach the venue of this Extra Ordinary General Meeting is enclosed herewith.
10. All documents required to be kept open for inspection, if any, are open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays, and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.
11. Pursuant to Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility for voting by electronic means to all Members as on the cut-off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through National Securities Depository Limited (NSDL). The instructions for Members for voting by electronic means are given below.
12. The Company has appointed FCA Lucky Nanwani (Membership No. 429997), Chartered Accountant in practice, Partner of S B L and Co LLP, Chartered Accountants (FRN:0010699C/C400032) Jodhpur to act as the Scrutiniser, to scrutinise the entire e-voting / ballot voting process in a fair and transparent manner.
13. The facility for voting through electronic means shall also be made available at the meeting to those Members who have not already cast their vote through remote e-voting. The Members



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who have casted their votes through remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

14. The Scrutinizer shall within a period not exceeding two working days from the date of close of e-voting unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
15. The Results declared along with the report of Scrutiniser shall be placed on the website of the Company <https://prithome.com/> and communicated to Stock Exchange. Further, immediately after declaration of results by the Chairman or person authorised by him in this behalf and shall also be displayed on the Notice Board at the Registered Office for at least three days from declaration thereof.

## VOTING THROUGH ELECTRONIC MEANS:

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

The remote e-voting period begins on Sunday, 17<sup>th</sup> July 2022 at 09:00 A.M. and ends on Tuesday, 19<sup>th</sup> July 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 13<sup>th</sup> July 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13<sup>th</sup> July 2022.

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

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

#### **Step 1: Access to NSDL e-Voting system**

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

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

Type of shareholders	Login Method
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Individual Shareholders  
holding securities in  
Demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders  
holding securities in  
Demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.

Individual Shareholders  
(holding securities in  
Demat mode) login  
through their depository  
participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period





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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43





# PRITI INTERNATIONAL LIMITED

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.





## PRITI INTERNATIONAL LIMITED

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b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name, and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.





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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to [lucky@casbl.co.in](mailto: lucky@casbl.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to ( Abhijeet Gunjal at [evoting@nsdl.co.in](mailto: evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs.pritiinternationlltd@gmail.com](mailto: cs.pritiinternationlltd@gmail.com)
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([cs.pritiinternationlltd@gmail.com](mailto: cs.pritiinternationlltd@gmail.com)). If you are an Individual shareholder holding securities in Demat mode, you are requested to refer







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to the login method explained at **step 1 (A)** i.e., Login method for e-Voting for Individual shareholders holding securities in Demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

By Order of the Board of Directors  
For **PRITI INTERNATIONAL LIMITED**

Place: JODHPUR,  
Date: 22nd June, 2022

RASHI SHRIMAL  
Company Secretary  
Membership No.: A60070





# PRITI INTERNATIONAL LIMITED

PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA

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ANNEXURE - I

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

ITEM NO. 3 to 7

Name of the Director	Priti Lohiya	Pankaj Baheti	Mahak Singhvi	Deepak Tak	Sag Ram
Director Identification Number (DIN)	07789249	07767648	07397120	09499017	09498998
Date of Birth (Age)	April 13, 1975 (47 years)	August 06, 1979 (42 years)	August 03, 1989 (32 years)	June 16, 1990 (31 years)	July 15, 1987 (34 Years)
Date of first Appointment	June 30, 2017	December 05, 2017	December 05, 2017	February 10, 2022	February 10, 2022
Qualifications	Bachelor of Commerce	Chartered Accountant	Bachelor of Technology	Bachelor of Arts	Bachelor of Arts
No. of Shares held in the Company	62,33,440	-	-	-	-
Relationships between Directors and Key Managerial Personnel inter-se	Mrs. Priti Lohiya is Founder and Promoter of the Company. She is Spouse of Mr. Ritesh Lohiya and Daughter-in-law of Mr. Goverdhan Das Lohiya and Mrs. Leela Lohiya.	He is Not related to any Director or Key Managerial Personnel of the Company.	He is Not related to any Director or Key Managerial Personnel of the Company.	He is Not related to any Director or Key Managerial Personnel of the Company.	He is Not related to any Director or Key Managerial Personnel of the Company.





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Name of the Director	Priti Lohiya	Pankaj Baheti	Mahak Singhvi	Deepak Tak	Sag Ram
<b>Terms and Conditions of appointment</b>	Appointment as Managing Director for a term of five consecutive years w.e.f. December 05, 2022, to December 04, 2027, further terms as set out in the explanatory statements attached herewith	Appointment as Independent Director for second term of two consecutive years w.e.f. December 05, 2022, to December 04, 2024	Appointment as Independent Director for second term of five consecutive years w.e.f. December 05, 2022, to December 04, 2027	Appointment as Independent Director for second term of two consecutive years w.e.f. February 10, 2023, to February 09, 2025	Appointment as Independent Director for second term of two consecutive years w.e.f. February 10, 2023, to February 09, 2025
<b>Remuneration Last drawn</b>	Rs. 2 Lakh P. Month	-	-	-	-
<b>Remuneration Proposed</b>	Rs. 3 Lakh P M. (W.e.f. December 2022)	Nil	Nil	Nil	Nil
<b>Directorships held in other public companies (excluding foreign companies) as on date of this Notice</b>	None	Kasa Infra Limited	None	None	None



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Name of the Director	Priti Lohiya	Pankaj Baheti	Mahak Singhvi	Deepak Tak	Sag Ram
listed entities from which the person has resigned in the past three years	None	None	None	None	None
Position held in mandatory Committees of other companies	None				







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## Explanatory Statements

(Pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings (SS-2):

### **Item No. 1 – To Increase the Authorised Share Capital of the Company**

Your Company has proposal for issue of Convertible warrants and consequentially the paid-up capital will increase. Your Company needs to increase the authorized share capital of the Company for the purpose of increasing of the paid-up capital. The capital clause of the Memorandum of Association is required to be altered for increasing of the authorized share capital.

As per Section 61 of the Companies Act, 2013 approval of members is required for increasing the authorized share capital of the company and altering relevant capital clause of the memorandum of association.

The Board of Directors recommends the Ordinary Resolution at Item No. 1 of the accompanying Notice for approval of the Members of the Company.

A copy of the amended Memorandum of Association will be made available for inspection at the request of the members by electronic means.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice except to the extent of their shareholding held by them in the Company.

### **Item No. 2: Issue of Convertible warrants on Preferential Basis to the Members of Promoters and others.**

The Board of Directors of the Company at its meeting held on 22<sup>nd</sup> JUNE,2022 had approved issue of convertible warrants by way of preferential issue to the following promoters/promoter group and others, subject to approval of members of the Company:

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	GOVERDHAN DAS LOHIYA	PROMOTER	NA	245000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
2	PRITI LOHIYA	PROMOTE R	NA	268290
3	LEELA LOHIYA	PROMOTE R	NA	149210
4	RITESH LOHIYA HUF	PROMOTE R	RITESH LOHIYA	76000
5	RITESH LOHIYA	PROMOTE R	NA	55000
6	GOVERDHANDAS LOHIYA HUF	PROMOTE R	GOVERDHANDAS LOHIYA	55000
7	RITIKA LOHIYA	PROMOTE R	NA	10000
8	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	NON-PROMOTE R	PORINJU VELIYATH	150000
9	SHANKAR SHASHI SHARMA	NON-PROMOTE R	NA	130000
10	MBRD INVESTMENT	NON-PROMOTE R	BIMLA BAJAJ, RITESH DALMIA	100000
11	OCULUS CAPITAL GROWTH FUND	NON-PROMOTE R	ALTERNATIVE INVESTMENT FUND CLIENTS	100000
12	OM PRAKASH CHUGH	NON-PROMOTE R	NA	100000
13	SHILPI PARWAL	NON-PROMOTE R	NA	100000
14	DEEPSHIKHA ARORA	NON-PROMOTE R	NA	100000
15	DILIP KESHRIKAL SANKLECHA	NON-PROMOTE R	NA	75000
16	ABHISEK BHUTRA HUF	NON-PROMOTE R	ABHISEK BHUTRA	60000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
17	AISHVARYA DADHEECH	NON-PROMOTER	NA	60000
18	VIMAL KISHORE PARWAL (HUF)	NON-PROMOTER	VIMAL KISHORE PARWAL	51000
19	JAJODIA EQUITY ADVISORS' SERVICES PRIVATE LIMITED	NON-PROMOTER	USHA JAJODIA, VINAY JAJODIA	50000
20	JITENDRA MEHTA	NON-PROMOTER	NA	50000
21	MAHENDRA GIRDHARILAL	NON-PROMOTER	NA	50000
22	RAJAN KANTILAL SHAH	NON-PROMOTER	NA	40000
23	VIJAY KIMATRAI RAMANI	NON-PROMOTER	NA	37500
24	ATUL NARAYAN HUF	NON-PROMOTER	ATUL NARAYAN	31250
25	HIMESH NARAYAN HUF	NON-PROMOTER	HIMESH NARAYAN	31250
26	RACHIT SANJAY TIBDIWAL	NON-PROMOTER	NA	30000
27	BRAINVIEW INVESTMENT & TRADING PRIVATE LIMITED	NON-PROMOTER	DILIP BHATT	25000
28	NEEPA N SHAH	NON-PROMOTER	NA	25000
29	ASHISH DILIP BHUTDA HUF	NON-PROMOTER	ASHISH BHUTDA DILIP	25000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
30	BINDU GARG	NON-PROMOTER	NA	25000
31	4R INVESTMENTS PRIVATE LIMITED	NON-PROMOTER	RUPESH SONI, RADHIKA SONI	25000
32	PG FOILS LTD	NON-PROMOTER	NA	25000
33	VICCO PRODUCTS (BOMBAY) PRIVATE LIMITED	NON-PROMOTER	MR. DEEP PENDHARKAR, MR. DEVESH PENDHARKAR AND MR. AMIT PENDHARKAR	25000
34	SHRENIK SANJAY KASWA	NON-PROMOTER	NA	25000
35	SREEMANT DUDHORIA	NON-PROMOTER	NA	25000
36	KESHAV KAMLESH DAGA	NON-PROMOTER	NA	25000
37	NEETA RAJESH DAGA	NON-PROMOTER	NA	25000
38	KAMLA RATANCHAND SURANA	NON-PROMOTER	NA	25000
39	MANISH KUMAR HUF	NON-PROMOTER	MANISH KUMAR	21000
40	ANAND MUNDHRA	NON-PROMOTER	NA	20000
41	ANKIT SONKHYA	NON-PROMOTER	NA	20000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
42	SANJEEV SHANTILAL GANDHI	NON-PROMOTER	NA	20000
43	VINITA V GOLECHHA	NON-PROMOTER	NA	20000
44	TASHA ZAFAR	NON-PROMOTER	NA	20000
45	MANOJ KUMAR SARDA	NON-PROMOTER	NA	20000
46	YASH JITENDRA JAIN	NON-PROMOTER	NA	20000
47	PALASH GOYAL	NON-PROMOTER	NA	15000
48	BHARAT JAYANTILAL SHAH HUF	NON-PROMOTER	BHARAT JAYANTILAL SHAH	15000
49	DEEPAK VIJAYWARGI	NON-PROMOTER	NA	15000
50	PRATIK BHUPENDRA KHARA	NON-PROMOTER	NA	15000
51	SHREYA PRATIK KHARA	NON-PROMOTER	NA	15000
52	RAUNAK MANTRI	NON-PROMOTER	NA	15000
53	TULIKA KHARE	NON-PROMOTER	NA	15000
54	SHIV PRAKASH MODY HUF	NON-PROMOTER	SHIV PRAKASH MODY	15000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
55	ASHWIN SANJAY KASWA	NON-PROMOTER	NA	12500
56	KINCHIT SUNILKUMAR MEHTA	NON-PROMOTER	NA	11000
57	REKHA NAHAR	NON-PROMOTER	NA	10000
58	MANOJ KUMAR	NON-PROMOTER	NA	10000
59	PRANAV LOHIYA	NON-PROMOTER	NA	10000
60	JITEN PRATAPRAI MATHURIA	NON-PROMOTER	NA	10000
61	POOJA GANGRADE	NON-PROMOTER	NA	10000
62	JANAK RAJ MODI	NON-PROMOTER	NA	10000
63	NIVEDITA BHORKAR	NON-PROMOTER	NA	10000
64	PRASENJIT CHATTERJEE	NON-PROMOTER	NA	10000
65	SUJATA KULKARNI	NON-PROMOTER	NA	10000
66	SUSHIL MODY	NON-PROMOTER	NA	10000
67	NITIN PARWAL	NON-PROMOTER	NA	10000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
68	NARENDRA KUMAR PORWAL	NON-PROMOTER	NA	10000
69	HARDIK SHAILESH KHARA	NON-PROMOTER	NA	7500
70	SWATI PRAGNESH JOSHI	NON-PROMOTER	NA	5000
71	EMERGING OPPORTUNITIES PRIVATE LIMITED	NON-PROMOTER	KULBHUSHAN PARASHAR, HARPREET PARASHAR.	5000
72	NIKUNJ KAMAL JAISALMERIA	NON-PROMOTER	NA	5000
73	GAURAV BAJAJ	NON-PROMOTER	NA	5000
74	JETH MAL MOONDRA	NON-PROMOTER	NA	5000
75	KAMAL MOONDRA	NON-PROMOTER	NA	5000
76	GOPAL MUNDRA	NON-PROMOTER	NA	5000
77	GAURAV TIWARI	NON-PROMOTER	NA	5000
78	NILANG KISHORE JAIN	NON-PROMOTER	NA	5000
79	SAGAR NARENDRABHAI GOKANI	NON-PROMOTER	NA	5000
80	MEHUL BHANSALI	NON-PROMOTER	NA	5000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
		R		
81	JATIN DEEPAK VORA	NON-PROMOTER	NA	5000
82	JAGDISH PRASHAD SHARMA	NON-PROMOTER	NA	5000
83	RAMESH KUMAR JAIN (HUF)	NON-PROMOTER	NA	5000
84	ROHIT KUMAR SHARMA	NON-PROMOTER	NA	1000
85	VIKAS DANGRA	NON-PROMOTER	NA	1000
86	SHANTI SWAROOP JOHARI	NON-PROMOTER	NA	1000
87	INDU MAHESHWARI	NON-PROMOTER	NA	1000
88	RASHI SHRIMAL	NON-PROMOTER	NA	500
	TOTAL			3011000

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the 'relevant date'. The proposed allottees have represented that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date.

**The relevant disclosures as required in terms of the Act and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations") are as under:**

a) Object(s) of the issue through preferential issue:







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To augment the long-term funding needs of the Company viz. to meet the working capital requirement and support the expansion of the business and for general corporate purposes.

**b) Number of warrants to be issued:**

It is proposed to issue of 30,11,000 warrants convertible into 30,11,000 equity shares of Rs. 10/- each on preferential basis, to promoter/promoter group and others.

**c) Intent of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:**

The preferential issue of the Warrants is being made to the Promoters and relatives of Promoters as specified above along with other entities (i.e., entities not forming part of the promoter and promoter group).

**d) Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category	Pre-issue Shareholding as on 17 <sup>th</sup> June, 2022		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
<b>I) Shareholding of Promoter and Promoter Group</b>				
<b>Individual:</b>				
GOVERDHAN DAS LOHIYA	148800	1.43	393800	2.94
PRITI LOHIYA	6233440	60.06	6501730	48.56
LEELA LOHIYA	78800	0.76	228010	1.70
RITESH LOHIYA HUF	473464	4.56	549464	4.10
RITESH LOHIYA	336928	3.25	391928	2.93
GOVERDHANDAS LOHIYA HUF	448296	4.32	503296	3.76
RITIKA LOHIYA	20000	0.19	30000	0.22
<b>Any Other (DIRECTORS &amp;</b>				



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Category	Pre-issue Shareholding as on 17 <sup>th</sup> June, 2022		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
<b>RELATIVES)</b>				
SOHAN LAL BHOOTRA	400	0.00	400	0.00
PREMESH BHOOTRA	400	0.00	400	0.00
<b>Total shareholding of Promoter and Promoter Group (I)</b>	<b>7740528.00</b>	<b>74.58</b>	<b>8599028.00</b>	<b>64.23</b>
<b>II A) Institutions</b>				
Mutual Fund	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Alternate Investment Funds	0	0.00	0	0.00
Foreign Venture Capital Investors	0	0.00	0	0.00
Foreign Portfolio Investor	0	0.00	0	0.00
Financial Institutions / Banks	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
Provident Funds/ Pension Funds	0	0.00	0	0.00
Central Government/ State Government(s)/ President of India	0	0.00	0	0.00
<b>Sub Total II (A)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B) Non-Institutions</b>				
Individuals share capital up to Rs. 2 Lacs	1409354	13.58	1854854	13.85





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Category	Pre-issue Shareholding as on 17 <sup>th</sup> June, 2022		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
Individuals share capital excess of Rs. 2 Lacs	756188	7.29	1628688	12.16
NBFCs registered with RBI	0	0.00	0	0.00
Employee Trusts	0	0.00	0	0.00
Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0.00
<b>Any Other (specify)</b>				0.00
Trusts	0	0.00	100000	0.75
Hindu Undivided Family	239296	2.31	493796	3.69
Non-Resident Indians (Non-Repat)		0.00		0.00
Non-Resident Indians (Repat)	62165	0.60	137165	1.02
Clearing Member	83240	0.80	83240	0.62
Bodies Corporate	86557	0.83	491557	3.67
<b>Sub Total II (B)</b>	<b>2636800</b>	<b>25.41</b>	<b>4789300</b>	<b>35.77</b>
<b>Total Public Shareholding (A+B) II</b>	<b>2636800</b>	<b>25.41</b>	<b>4789300</b>	<b>35.77</b>
<b>Total Shareholding (I+ II)</b>	<b>10377328</b>	<b>100.0</b>	<b>13388328</b>	<b>100.00</b>

#Assuming exercising conversion of all the Warrants by the proposed allottees.

**e) The time within which the preferential allotment shall be completed:**

The warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.



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f) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Sr . N O.	Name Of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (17.06.2022)		No. Of Convert ible Warrant s to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARE S	%
1	GOVERDHAN DAS LOHIYA	Promoter	NA	148800	1.43	245000	393800	2.94
2	PRITI LOHIYA	Promoter	NA	6233440	60.07	268290	650173 0	48.56
3	LEELA LOHIYA	Promoter	NA	78800	0.76	149210	228010	1.70
4	RITESH LOHIYA HUF	Promoter	RITESH LOHIYA	473464	4.56	76000	549464	4.10
5	RITESH LOHIYA	Promoter	NA	336928	3.25	55000	391928	2.93
6	GOVERDHANDA S LOHIYA HUF	Promoter	GOVERDH ANDAS LOHIYA	448296	4.32	55000	503296	3.76
7	RITIKA LOHIYA	Promoter	NA	20000	0.19	10000	30000	0.22
8	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	Non- Promoter	PORINJU VELIYATH	0	0.00	150000	150000	1.12
9	SHANKAR SHASHI SHARMA	Non- Promoter	NA	0	0.00	130000	130000	0.97
10	MBRD INVESTMENT	Non- Promoter	BIMLA BAJAJ, RITESH DALMIA	0	0.00	100000	100000	0.75
11	OCULUS	Non-	ALTERNATI	0	0.00	100000	100000	0.75





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Sr N o.	Name Of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (17.06.2022)		No. Of Convert ible Warrant s to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARE S	%
	CAPITAL GROWTH FUND	Promoter	VE INVESTME NT FUND CLIENTS					
12	OM PRAKASH CHUGH	Non- Promoter	NA	0	0.00	100000	100000	0.75
13	SHILPI PARWAL	Non- Promoter	NA	0	0.00	100000	100000	0.75
14	DEEPSHIKHA ARORA	Non- Promoter	NA	0	0.00	100000	100000	0.75
15	DILIP KESHRIMAL SANKLECHA	Non- Promoter	NA	19200	0.19	75000	94200	0.70
16	ABHISEK BHUTRA HUF	Non- Promoter	ABHISEK BHUTRA	0	0.00	60000	60000	0.45
17	AISHVARYA DADHEECH	Non- Promoter	NA	0	0.00	60000	60000	0.45
18	VIMAL KISHORE PARWAL (HUF)	Non- Promoter	VIMAL KISHORE PARWAL	0	0.00	51000	51000	0.38
19	JAJODIA EQUITY ADVISORS' SERVICES PRIVATE LIMITED	Non- Promoter	USHA JAJODIA, VINAY JAJODIA	0	0.00	50000	50000	0.37
20	JITENDRA MEHTA	Non- Promoter	NA	0	0.00	50000	50000	0.37
21	MAHENDRA GIRDHARILAL	Non- Promoter	NA	0	0.00	50000	50000	0.37
22	RAJAN KANTILAL SHAH	Non- Promoter	NA	0	0.00	40000	40000	0.30
23	VIJAY KIMATRAI	Non-	NA	0	0.00	37500	37500	0.28



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E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

Sr N O.	Name Of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (17.06.2022)		No. Of Convert ible Warrant s to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARE S	%
	RAMANI	Promoter						
24	ATUL NARAYAN HUF	Non- Promoter	ATUL NARAYAN	0	0.00	31250	31250	0.23
25	HIMESH NARAYAN HUF	Non- Promoter	HIMESH NARAYAN	0	0.00	31250	31250	0.23
26	RACHIT SANJAY TIBDIWAL	Non- Promoter	NA	0	0.00	30000	30000	0.22
27	BRAINVIEW INVESTMENT & TRADING PRIVATE LIMITED	Non- Promoter	DILIP BHATT	0	0.00	25000	25000	0.19
28	NEEPA N SHAH	Non- Promoter	NA	0	0.00	25000	25000	0.19
29	ASHISH DILIP BHUTDA HUF	Non- Promoter	ASHISH DILIP BHUTDA	0	0.00	25000	25000	0.19
30	BINDU GARG	Non- Promoter	NA	116000	1.12	25000	141000	1.05
31	4R INVESTMENTS PRIVATE LIMITED	Non- Promoter	RUPESH SONI, RADHIKA SONI	0	0.00	25000	25000	0.19
32	PG FOILS LTD	Non- Promoter	NA	0	0.00	25000	25000	0.19
33	VICCO PRODUCTS (BOMBAY) PRIVATE LIMITED	Non- Promoter	MR. DEEP PENDHAR KAR, MR. DEVESH PENDHAR KAR	0	0.00	25000	25000	0.19





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				NO. OF SHARES	%		NO. OF SHARE S	%
			AND MR. AMIT PENDHAR KAR					
34	SHRENIK SANJAY KASWA	Non- Promoter	NA	0	0.00	25000	25000	0.19
35	SREEMANT DUDHORIA	Non- Promoter	NA	0	0.00	25000	25000	0.19
36	KESHAV KAMLESH DAGA	Non- Promoter	NA	14758	0.14	25000	39758	0.30
37	NEETA RAJESH DAGA	Non- Promoter	NA	0	0.00	25000	25000	0.19
38	KAMLA RATANCHAND SURANA	Non- Promoter	NA	0	0.00	25000	25000	0.19
39	MANISH KUMAR HUF	Non- Promoter	MANISH KUMAR	0	0.00	21000	21000	0.16
40	ANAND MUNDHRA	Non- Promoter	NA	0	0.00	20000	20000	0.15
41	ANKIT SONKHYA	Non- Promoter	NA	0	0.00	20000	20000	0.15
42	SANJEEV SHANTILAL GANDHI	Non- Promoter	NA	0	0.00	20000	20000	0.15
43	VINITA V GOLECHHA	Non- Promoter	NA	0	0.00	20000	20000	0.15
44	TASHA ZAFAR	Non- Promoter	NA	0	0.00	20000	20000	0.15
45	MANOJ KUMAR SARDA	Non- Promoter	NA	0	0.00	20000	20000	0.15
46	YASH JITENDRA JAIN	Non- Promoter	NA	0	0.00	20000	20000	0.15



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				NO. OF SHARES	%		NO. OF SHARE S	%
47	PALASH GOYAL	Non-Promoter	NA	0	0.00	15000	15000	0.11
48	BHARAT JAYANTILAL SHAH HUF	Non-Promoter	BHARAT JAYANTILA L SHAH	0	0.00	15000	15000	0.11
49	DEEPAK VIJAYWARGI	Non-Promoter	NA	0	0.00	15000	15000	0.11
50	PRATIK BHUPENDRA KHARA	Non-Promoter	NA	0	0.00	15000	15000	0.11
51	SHREYA PRATIK KHARA	Non-Promoter	NA	0	0.00	15000	15000	0.11
52	RAUNAK MANTRI	Non-Promoter	NA	0	0.00	15000	15000	0.11
53	TULIKA KHARE	Non-Promoter	NA	0	0.00	15000	15000	0.11
54	SHIV PRAKASH MODY HUF	Non-Promoter	SHIV PRAKASH MODY	0	0.00	15000	15000	0.11
55	ASHWIN SANJAY KASWA	Non-Promoter	NA	0	0.00	12500	12500	0.09
56	KINCHIT SUNILKUMAR MEHTA	Non-Promoter	NA	0	0.00	11000	11000	0.08
57	REKHA NAHAR	Non-Promoter	NA	0	0.00	10000	10000	0.07
58	MANOJ KUMAR	Non-Promoter	NA	0	0.00	10000	10000	0.07
59	PRANAV LOHIYA	Non-Promoter	NA	0	0.00	10000	10000	0.07
60	JITEN PRATAPRAI	Non-Promoter	NA	0	0.00	10000	10000	0.07





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				NO. OF SHARES	%		NO. OF SHARE S	%
	MATHURIA							
61	POOJA GANGRADE	Non- Promoter	NA	0	0.00	10000	10000	0.07
62	JANAK RAJ MODI	Non- Promoter	NA	0	0.00	10000	10000	0.07
63	NIVEDITA BHORKAR	Non- Promoter	NA	0	0.00	10000	10000	0.07
64	PRASENJIT CHATTERJEE	Non- Promoter	NA	0	0.00	10000	10000	0.07
65	SUJATA KULKARNI	Non- Promoter	NA	0	0.00	10000	10000	0.07
66	SUSHIL MODY	Non- Promoter	NA	0	0.00	10000	10000	0.07
67	NITIN PARWAL	Non- Promoter	NA	0	0.00	10000	10000	0.07
68	NARENDRA KUMAR PORWAL	Non- Promoter	NA	0	0.00	10000	10000	0.07
69	HARDIK SHAILESH KHARA	Non- Promoter	NA	0	0.00	7500	7500	0.06
70	SWATI PRAGNESH JOSHI	Non- Promoter	NA	0	0.00	5000	5000	0.04
71	EMERGING OPPORTUNITIES PRIVATE LIMITED	Non- Promoter	KULBHUSH AN PARASHAR , HARPREET PARASHAR	0	0.00	5000	5000	0.04
72	NIKUNJ KAMAL	Non-	NA	0	0.00	5000	5000	0.04



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				NO. OF SHARES	%		NO. OF SHARE S	%
	JAISALMERIA	Promoter						
73	GAURAV BAJAJ	Non-Promoter	NA	0	0.00	5000	5000	0.04
74	JETH MAL MOONDRA	Non-Promoter	NA	0	0.00	5000	5000	0.04
75	KAMAL MOONDRA	Non-Promoter	NA	800	0.01	5000	5800	0.04
76	GOPAL MUNDRA	Non-Promoter	NA	19200	0.19	5000	24200	0.18
77	GAURAV TIWARI	Non-Promoter	NA	0	0.00	5000	5000	0.04
78	NILANG KISHORE JAIN	Non-Promoter	NA	0	0.00	5000	5000	0.04
79	SAGAR NARENDRABHAI GOKANI	Non-Promoter	NA	0	0.00	5000	5000	0.04
80	MEHUL BHANSALI	Non-Promoter	NA	1200	0.01	5000	6200	0.05
81	JATIN DEEPAK VORA	Non-Promoter	NA	0	0.00	5000	5000	0.04
82	JAGDISH PRASHAD SHARMA	Non-Promoter	NA	0	0.00	5000	5000	0.04
83	RAMESH KUMAR JAIN (HUF)	Non-Promoter	NA	0	0.00	5000	5000	0.04
84	ROHIT KUMAR SHARMA	Non-Promoter	NA	0	0.00	1000	1000	0.01
85	VIKAS DANGRA	Non-Promoter	NA	0	0.00	1000	1000	0.01
86	SHANTI SWAROOP JOHARI	Non-Promoter	NA	0	0.00	1000	1000	0.01





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				NO. OF SHARES	%		NO. OF SHARE S	%
87	INDU MAHESHWARI	Non- Promoter	NA	0	0.00	1000	1000	0.01
88	RASHI SHRIMAL	Non- Promoter	NA	0	0.00	500	500	0.00

#Assuming exercising conversion of all the Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

## g) Pricing of the preferential issue:

The pricing of the Equity Shares to be allotted as a result of conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations as amended.

The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- The volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 90 trading days preceding the relevant date: or
- The volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 10 trading days preceding the relevant date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations as amended. The price



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shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty-six weeks prior to the relevant date.

## **h) Relevant Date:**

The Relevant Date for the purpose of pricing shall be Monday, 20<sup>th</sup> June 2022.

## **i) Auditors' Certificate/ Certificate from Practicing Company Secretary**

The Certificate from the Statutory Auditors of the Company or Practicing Company Secretary, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company's Website and at the Registered Office of the Company till the date of Extra-Ordinary General Meeting.

Further, any other certificate as may be necessary for the proposed preferential issue of the securities will be made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available on the Company's Website and at the Registered Office of the Company time to time.

## **j) Lock in Period:**

The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 167(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee(s), if any, shall be locked-in from the Relevant Date up to the period of 90 Trading days from the date of Trading Approval.

## **k) The time within which the preferential issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.





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## I) Undertakings

In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

## m) Other Disclosures

- i. It is hereby confirmed that neither the Company nor its Directors and any of its Promoters is / are wilful defaulter.
- ii. It is hereby confirmed that neither Directors nor its Promoters is / are fugitive economic offender.

## n) Pre preferential holding is in Dematerialised Form.

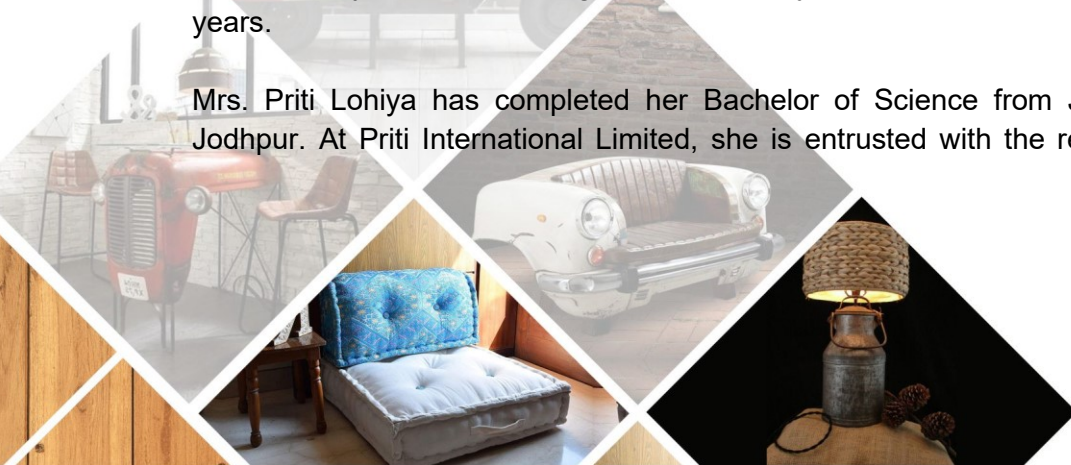
The Board recommends the resolution as set out above for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

## **Item No 3: Re-appointment of Ms. Priti Lohiya (DIN: 07789249) as Managing Director of the Company**

Mrs. Priti Lohiya is Founder and Managing Director of the Company and has been associated since inception. She was named as first director of the Company in its charter documents. She was appointed as Managing Director of the Company by way of change in designation, in the Extraordinary General Meeting of the Company held on December 05, 2017, for a period of five years.

Mrs. Priti Lohiya has completed her Bachelor of Science from Jai Narain Vyas University, Jodhpur. At Priti International Limited, she is entrusted with the responsibility of looking after





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textile handicrafts business and the overall management and maintenance of customer relations of our company. She has an experience of more than a decade in the handicraft industry.

Started from zero and now running a well-established business. With her constant innovations the company has grown in the handicraft sector covering the export and has also included the local market of India. An inspiring woman and an example of women empowerment, she has been a role model for several women, as she has achieved a platform of great success with her hard work and all dedication, which has also become a pioneer step for the company's business growth in the city of Jodhpur.

She has been serving the company with her innovative mindset and profited the company by increasing customer satisfaction, streamlining the handicraft sector, and satisfying the needs of Local people within India.

Mrs. Priti Lohiya is having nature of expertise in functional areas related to handicraft industries and allied industries. Further she is having Business expertise and experience of over a decade.

Mrs. Priti Lohiya was re-appointed as Managing Director of the Company by the Board of the Company in its meeting held on May 28, 2022, based on recommendation of Nomination and Remuneration Committee, for a further period of five years subject to approval by the members of the Company in the ensuing Extra-ordinary General Meeting.

The Terms and Conditions of appointment along with Remuneration to be paid are as follows:

**Gross Salary: Rs. 3 Lakh Per Month w.e.f. December 2022 and with annual Increase of 10% (Revision in salary may be done by the Board upon the recommendation of Nomination and Remuneration Committee subject to requisite approvals from time-to-time).**

### **Perquisites:**

#### *Provident fund and superannuation:*

A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.







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B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.

C. Encashment of leave at the end of tenure

Other perquisites as provided below:

- I. *Car with driver:* The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company or in case, the Director uses her own vehicle, the company will make reimbursements to her in addition to the above payments.
- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business

Mrs. Priti Lohiya shall also be entitled to reimbursement of all legitimate expenses incurred by her in performance of her duties and such reimbursement will not form part of her remuneration.

The terms and conditions and remuneration as set above may be treated as written memorandum setting out its terms of appointment pursuant to Section 190 of the Companies Act, 2013.

The Company has received, inter alia,

- Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mrs. Priti Lohiya to the effect that she is not disqualified in accordance with Section 164(2) of the Act;
- Declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and
- A notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Priti Lohiya as a managing director of the Company.

The provisions of Regulation 17(6)(e) of the SEBI Listing Regulations states as follows:

*(e) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-*



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- (i) *the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or*
- (ii) *where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:*

*Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.*

*Explanation: For the purposes of this clause, net profits shall be calculated as per section 198 of the Companies Act, 2013.*

Further, the provisions of Section 197 of the Act states as follows:

(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:

Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:

Provided further that, except with the approval of the company in general meeting by a special resolution, —

(i) the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;

(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed, —

(A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;

(B) three per cent. of the net profits in any other case

The Company also seeks approval of the members of the Company for payment of remuneration to Mrs. Priti Lohiya notwithstanding that total remuneration payable to her together with all other Executive directors of the Company, who are Promoters and members of Promoter group, exceeds 5% of net profits of the Company (under Regulation 17(6)(e) of SEBI Listing Regulations) or that the total remuneration payable to her exceed 5% of net profits of the





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Company or that the total remuneration payable to all the directors of the Company exceed 11% of net profits of the Company (under Section 197 of the Act).

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the above proposal at their meeting held on May 28, 2022, after considering the valuable contributions of Mrs. Priti Lohiya in the growth of the Company.

The above approval shall be valid from December 05, 2022, till December 04, 2027, i.e., till the end of tenure of Mrs. Priti Lohiya as Managing Director.

Other than Mrs. Priti Lohiya and her relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 3 of this Notice.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and Performance Evaluation done as per Nomination and Remuneration Policy of the Company, propose the re appointment of Mrs. Priti Lohiya as Managing Director of the Company and recommend the Special Resolution as set out in Resolution No. 3 of the Notice for approval of the Members.

## **Item No 4: Re-appointment of Mr. Pankaj Baheti (DIN: 07767648) as Independent Director of the Company**

Mr. Pankaj Baheti (42) was appointed as an Independent Director on the Board of the Company with effect from December 05, 2017, for a period of five consecutive years.

The Board of Directors of the Company at their meeting held on May 28, 2022, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Pankaj Baheti (DIN: 07767648), as an Independent Director (Non-Executive) of the Company, to hold office for a further period of two years from December 05, 2022 to December 04, 2024, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received, inter alia,

Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;





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Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Pankaj Baheti to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;

Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pankaj Baheti as a director of the Company.

He also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

Mr. Pankaj Baheti meets the following identified skills, capabilities, and nature of expertise in functional areas, required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- Corporate Finance
- Corporate Governance
- Risk Management
- General Management
- Enterprise Strategy Formulation

Relevant details relating to appointment of Mr. Pankaj Baheti as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and Performance Evaluation done as per Nomination and Remuneration Policy of the Company, propose the re appointment of Mr. Pankaj Baheti as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 4 of the Notice for approval of the Members.





# PRITI INTERNATIONAL LIMITED

PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA

PHONE: 91-291-2435699 Mobile: 91-9314225699

E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

Other than Mr. Pankaj Baheti and his relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 4 of this Notice.

## **Item No 5: Re-appointment of Mr. Mahak Singhvi (DIN: 07397120) as Independent Director of the Company**

Mr. Mahak Singhvi (32) was appointed as an Independent Director on the Board of the Company with effect from December 05, 2017, for a period of five consecutive years.

The Board of Directors of the Company at their meeting held on May 28, 2022, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Mahak Singhvi (DIN: 07397120), as an Independent Director (Non-Executive) of the Company, to hold office for a further period of five years from December 05, 2022 to December 04, 2027, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received, inter alia,

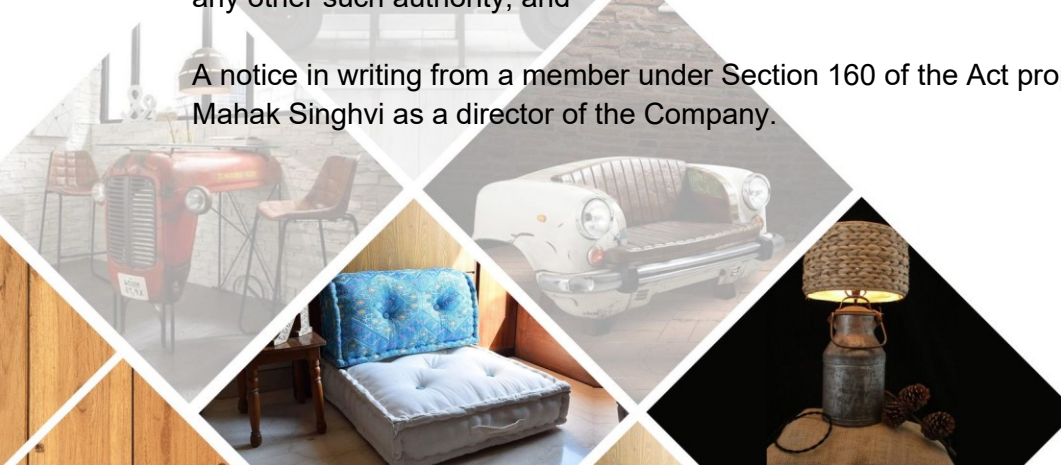
Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Mahak Singhvi to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;

Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Mahak Singhvi as a director of the Company.





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He also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

Mr. Mahak Singhvi meets the following identified skills, capabilities, and nature of expertise in functional areas, required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Management Skills  
Business Leadership  
Financial Expertise  
Industry Knowledge and Experience  
Global Experience

Relevant details relating to appointment of Mr. Mahak Singhvi as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and Performance Evaluation done as per Nomination and Remuneration Policy of the Company, propose the re appointment of Mr. Mahak Singhvi as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 5 of the Notice for approval of the Members.

Other than Mr. Mahak Singhvi and his relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 5 of this Notice.

## **Item No 6: Re-appointment of Mr. Deepak Tak (DIN: 09499017) as Independent Director of the Company**

Mr. Deepak Tak (32) was appointed as an Independent Director on the Board of the Company with effect from February 10, 2022, for a period of one year.

The Board of Directors of the Company at their meeting held on May 28, 2022, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Deepak Tak





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(DIN: 09499017), as an Independent Director (Non-Executive) of the Company, to hold office for a further period of two years from February 10, 2023 to February 09, 2025, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received, inter alia,

Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Deepak Tak to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;

Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Deepak Tak as a director of the Company.

He also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

Mr. Deepak Tak meets the following identified skills, capabilities, and nature of expertise in functional areas, required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

General Management

Finance

Relevant details relating to appointment of Mr. Deepak Takas required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.



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The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, propose the re appointment of Mr. Deepak Takas an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 6 of the Notice for approval of the Members.

Other than Mr. Deepak Tak and his relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 6 of this Notice.

## **Item No 7: Re-appointment of Mr. Sag Ram (DIN: 09498998) as Independent Director of the Company**

Mr. Sag Ram (34) was appointed as an Independent Director on the Board of the Company with effect from February 10, 2022, for a period of one year.

The Board of Directors of the Company at their meeting held on May 28, 2022, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Sag Ram (DIN: 09498998), as an Independent Director (Non-Executive) of the Company, to hold office for a further period of two years from February 10, 2023 to February 09, 2025, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received, inter alia,

Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Sag Ram to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;

Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and





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A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sag Ram as a director of the Company.

He also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

Mr. Sag Ram meets the following identified skills, capabilities, and nature of expertise in functional areas, required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

General Management

Industry Knowledge and Experience

Relevant details relating to appointment of Mr. Sag Ram as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, propose the re appointment of Mr. Sag Ram as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 7 of the Notice for approval of the Members.

Other than Mr. Sag Ram and his relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 7 of this Notice.





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## BRIEF RESUME OF INDEPENDENT DIRECTORS

### PANKAJ BAHETI

Mr. Pankaj Baheti is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds a Certificate of Practice. In the opinion of the Board of Directors of the Company, his expertise and experience as a Chartered Accountant has always been an asset to the company in understanding of the Finance and Regulatory requirements for the better growth of the company. The Independency of the director gives a faithful and fair disclosures of the events in the company.

### MAHAK SINGHVI

Mr. Mahak Singhvi has completed his Bachelor of Technology in Electrical Engineering from the Indian Institute of Technology, Delhi. He has also completed his Master of Business Administration from the University of Oxford, UK. He with his expertise in the Business Administration has always been an asset to the company in understanding of the financials and other related documents for the better growth of the company. The Independency of the director gives a faithful and fair disclosures of the events in the company.

### DEEPAK TAK

Mr. Deepak Tak holds a Graduation Degree. Mr. Deepak Tak is an owner in the Businesses in Electronic Industry with an Expertise in the field of Accounting and Finance with an over 5 years' experience. The company proposes his appointment as independent director of the company to increase the expertise of the Board in its area of Finance and Accounts and further to increase Company's Corporate Governance Practices.

### SAG RAM

Mr. Sag Ram holds a graduation degree. Mr. Sag Ram has an experience of over 8 years in the field of Handicraft and Manufacturing industry. The company proposes his appointment as independent director of the company to increase the expertise of the board in its area of business and further to help the company increasing its profitability.







# PRITI INTERNATIONAL LIMITED

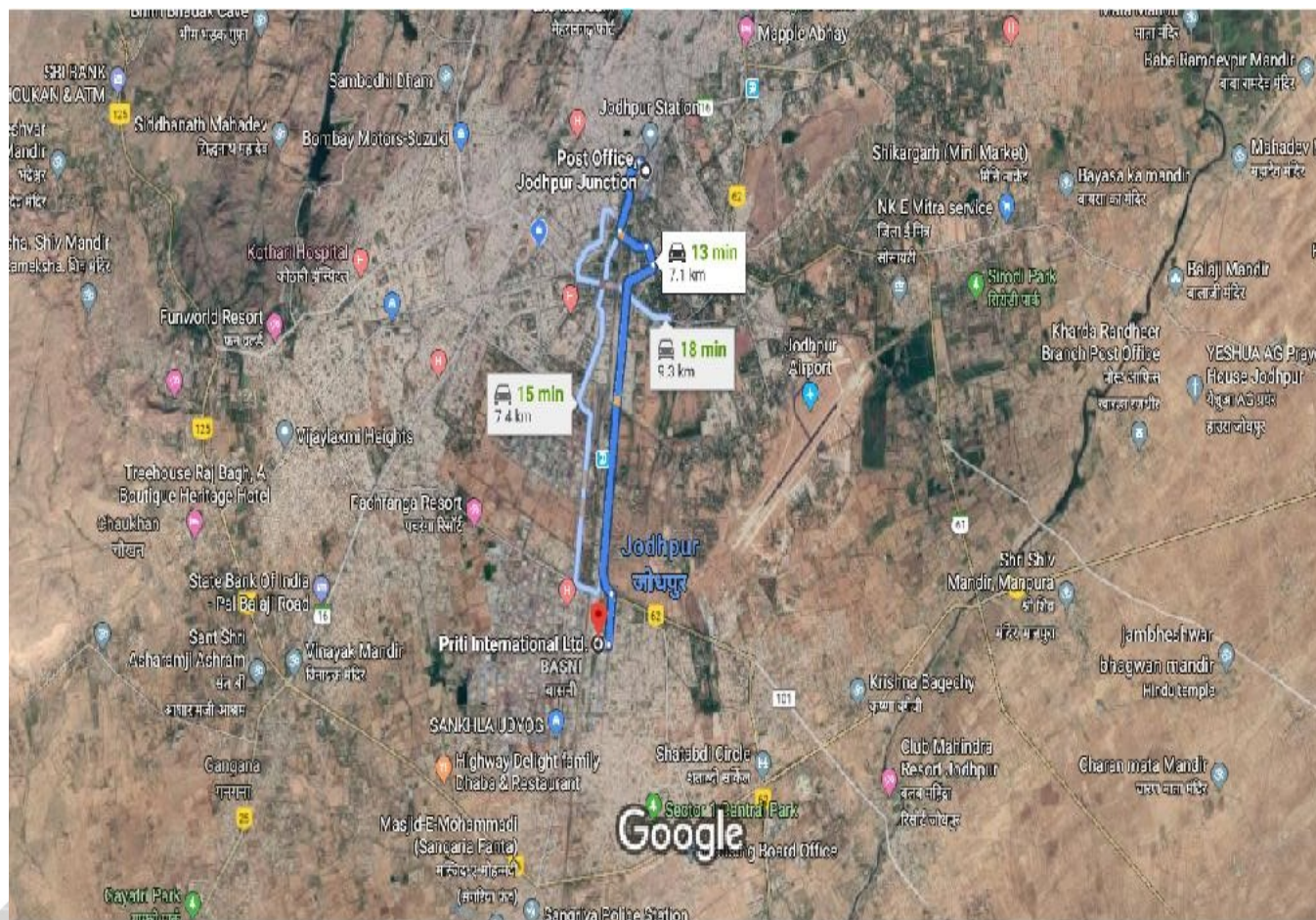
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## ROUTE MAP FOR THE VENUE OF THE MEETING

**VENUE: PLOT NO. F-43, BASNI, 1ST PHASE, JODHPUR, RAJASTHAN-342001, INDIA**



## PROXY FORM

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

### PRITI INTERNATIONAL LIMITED

Regd. Office: PLOT NO. F-43 BASNI IST PHASE JODHPUR Jodhpur RJ 342001 IN

Tel: 0291-2435699 E-mail: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

CIN No.: L36994RJ2017PLC058454

#### Extra Ordinary General Meeting – 20<sup>th</sup> July, 2022

Name of Member(s) :

Registered Address :

Email ID :

Folio No. / DP ID – Client ID :

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

1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ Or failing him / her

2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 20<sup>th</sup> July, 2022 at 11.30 a.m. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No	Resolution	Optional	
Special Business		For	Against
1.	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE MEMORANDUM OF ASSOCIATION		
2.	ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OF PROMOTERS AND OTHERS.		
3.	Re-appointment of Mrs. Priti Lohiya (DIN: 07789249) as Managing Director of the Company		
4.	Re-appointment of Mr. Pankaj Baheti (DIN: 07767648) as Independent Director of the Company		
5.	Re-appointment of Mr. Mahak Singhvi (DIN: 07397120) as Independent Director of the Company.		
6.	Re-appointment of Mr. Deepak Tak (DIN: 09499017) as Independent Director of the Company		
7.	Re-appointment of Mr. Sag Ram (DIN: 09498998) as Independent Director of the Company		

Signed this ..... day of ..... 2022

Signature of the member

Signature of the Proxy Holder(s)

Affix  
Revenue  
stamp not  
less than  
` 0.15

#### NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.



## ATTENDANCE SLIP

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### PRITI INTERNATIONAL LIMITED

Regd. Office: PLOT NO. F-43 BASNI IST PHASE JODHPUR Jodhpur RJ 342001 IN  
Tel: 0291-2435699 E-mail: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)  
CIN No.: L36994RJ2017PLC058454

Folio No./ DP ID / Client ID

Number of shares held :

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 20<sup>th</sup> July, 2022, at 11.30 a.m. Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001.

=====

Name of the Member / Proxy  
(in BLOCK letters)

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Signature of the Member / Proxy

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#### 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 Notice of the Extra Ordinary General Meeting (EGM) alongwith Attendance Slip and 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 EGM can print copy of this Attendance Slip.