

## GENERAL INFORMATION

Our Company was originally incorporated as “Priti International Limited” at Jodhpur, Rajasthan as a Public Limited Company under the provision of Companies Act, 2013 vide Certificate of Incorporation dated June 30, 2017 bearing Corporate Identification Number U36994RJ2017PLC058454 issued by the Registrar of Companies, Rajasthan. Our Company acquired the business of Proprietorship Concern of our Promoter Priti Lohiya viz. M/s. Priti International through Business Succession Agreement dated November 11, 2017. Consequently, Business of this proprietorship firm was merged into Priti International Limited. The Corporate Identification number of our Company is U36994RJ2017PLC058454.

For details of Incorporation, Change of Name and Registered Office of our Company, please refer to chapter titled ‘Our History and Certain Other Corporate Matters’ beginning on page 138 of this Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

**Priti International Limited**

Plot No. F-43, Basni, 1<sup>st</sup> Phase,  
Jodhpur – 342 001, Rajasthan, India.

Tel: 0291- 2431367

Fax: NA

Email: [info@pritiinternationallimited.com](mailto:info@pritiinternationallimited.com)

Website: [www.pritiinternationallimited.com](http://www.pritiinternationallimited.com)

Corporate Identification Number: U36994RJ2017PLC058454

### REGISTRAR OF COMPANIES

**Registrar of Companies, Jaipur, Rajasthan**

C/6-7, 1<sup>st</sup> Floor, Residency Area,  
Civil Lines, Jaipur – 302 001, Rajasthan, India  
Website: [www.mca.gov.in](http://www.mca.gov.in)

### DESIGNATED STOCK EXCHANGE

**National Stock Exchange of India Limited**

Exchange Plaza, C/1, G Block,  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400051,  
Maharashtra, India

### BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age (In Years)	DIN	Address	Designation
1.	Goverdhan Das Lohiya	69	07787326	C-91, Shastri Nagar, Jodhpur - 342 003, Rajasthan, India.	Chairman & Director
2.	Leela Lohiya	67	07787328	C-91, Shastri Nagar, Jodhpur - 342003, Rajasthan, India	Non-Executive Director
3.	Ritesh Lohiya	45	07787331	C-91, Shastri Nagar, Jodhpur - 342003, Rajasthan India	Director and CFO
4.	Priti Lohiya	42	07789249	C-91, Shastri Nagar, Jodhpur - 342 003, Rajasthan, India.	Managing Director
5.	Pankaj Baheti	38	07767648	17/E – 196, Chopasni Housing Board, Jodhpur - 342 008, Rajasthan, India	Independent Director
6.	Mahak Singhvi	28	07397120	4, Madho Bagh, Chopasni Road, Jodhpur - 342003, Rajasthan, India	Independent Director

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 142 of this Prospectus.

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

**Monika Gandhi**

**Priti International Limited**

C-19, Kamla Nehru Nagar, Ext. 1st  
Jodhpur – 342 001, Rajasthan, India.

**Tel:** 9929982078

**Fax:** NA

**Email:** [cs@pritiinternationallimited.com](mailto:cs@pritiinternationallimited.com)

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

## **CHIEF FINANCIAL OFFICER**

**Ritesh Lohiya**

**Priti International Limited**

Plot No. F-43, Basni, Ist Phase,  
Jodhpur - 342001, Rajasthan, India.

**Tel:** 0291- 2431367

**Fax:** NA

**Email:** [cfo@pritiinternationallimited.com](mailto:cfo@pritiinternationallimited.com)

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

**Investors can contact the Company Secretary and Compliance Officer, the LM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non receipt of letters of Allotment, non credit of Allotted Equity Shares in the respective beneficiary account, non receipt of refund orders and non receipt of funds by electronic mode.**

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

For all issue related queries and for redressal of complaints, Applicant may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

## **STATUTORY AUDITOR**

**J K Daga & Associates**

**Chartered Accountants**

Janki Kunj, Raghunathpura, Inside Siwanchi Gate  
Jodhpur, Rajasthan, India

**Tel No.:** +91- 91664 63329

**Email:** [daga\\_rajesh25@rediffmail.com](mailto:daga_rajesh25@rediffmail.com)

**Contact Person:** Rajesh Kumar Daga

**Firm Registration No.:** 010314C

**Membership No.:** 401479

## **PEER REVIEWED AUDITOR**

**N. K. Aswani & Co.**

Chartered

Accountants 701/A,

Wall Street-II,

Ellisbridge, Ahmedabad – 380006,

Gujarat, India

**Tele No.:** 079-26402552 / 53

**Fax No.:** NA

**Email:** narainkaswani@yahoo.co.in

**Contact Person:** Narian K. Aswani

**Firm Registration No.:** 100738W

**Membership No.:** 033278

M/s N.K. Aswani & Co., Chartered Accountant holds a peer reviewed certificate dated November 13, 2013 issued by the Institute of Chartered Accountants of India

#### **LEAD MANAGER**

**Pantomath Capital Advisors Private Limited**

406-408, Keshava Premises, Behind Family Court,

Bandra Kurla Complex, Bandra (East)

Mumbai- 400051, Maharashtra, India

**Tel:** +91 22 6194 6700

**Fax:** + 91 22 2659 8690

**Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)

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

**Contact Person:** Unmesh Zagade

**SEBI Registration No:** INM000012110

#### **REGISTRAR TO THE ISSUE**

**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road, Marol,

Andheri (East), Mumbai – 400059, Maharashtra, India.

**Tel:** +91 22 4043 0200

**Fax:** +91 22 2847 5207

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

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

**Contact Person:** Nilesh Chalke

**SEBI Registration Number:** INR000001385

#### **LEGAL ADVISOR TO THE ISSUE**

**M V Kini, Law Firm**

Kini House, 216/263, 1<sup>st</sup> Floor, Near Citi Bank,

D.N. Road, Fort, Mumbai - 400 001, Maharashtra, India

**Tel:** +91 22 22612527/28/29

**Fax:** +91 22 22612530

**E-mail:** [vidisha@mvkini.com](mailto:vidisha@mvkini.com)

**Contact Person:** Vidisha Krishan

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

#### **BANKER TO THE COMPANY**

**IDBI Bank Limited**

Dhanlaxmi Tower, 1<sup>st</sup> Chopasani Road,

Jodhpur, Rajasthan, India

**Tel:** +91 291 5153501

**Fax:** +91 291 2630727

**Email:** [chander.rathore@idbi.co.in](mailto:chander.rathore@idbi.co.in)

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

**Contact Person:** Chander Singh Rathore

## **PUBLIC ISSUE BANK / BANKER TO THE ISSUE/ REFUND BANKER**

### **ICICI Bank Limited**

Capital Market Division,  
1<sup>st</sup> Floor, 122, Mistry Bhavan,  
Dinshaw Vachha Road, Backbay Reclamation,  
Churchgate, Mumbai – 400 020,  
Maharashtra, India  
**Tel:** +91 22 2266818932  
**Fax:** +91 22 22611138  
**Email:** shweta.surana@icicibank.com  
**Contact Person:** Shweta Surana  
**Website:** [www.icicibank.com](http://www.icicibank.com)  
**SEBI Registration Number:** INBI00000004

## **SELF CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on <http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBsfor-Syndicate-ASBA>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned SEBI link.

## **BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS**

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## **CREDIT RATING**

This being an issue of Equity Shares, credit rating is not required.

## **IPO GRADING**

Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

## **INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since Pantomath Capital Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

## **APPRAISAL AND MONITORING AGENCY**

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. 525.60 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **EXPERT OPINION**

Except the report of the Peer Reviewed Auditor on statement of tax benefits and report on restated financials of our Company for the Period ended December 31, 2017 and restated financials of M/s Priti International for the period April 01, 2017 to November 10, 2017 and for the Financial Years ended March 31, 2017, 2016, 2015, 2014 and 2013, as included in this Prospectus, our Company has not obtained any expert opinion.

## **DEBENTURE TRUSTEE**

Since this is not a debenture issue, appointment of debenture trustee is not required.

## UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated January 15, 2018 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue

Name and Address of the Underwriters	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees Lakhs) In	% of the Total Issue Size Underwritten
<b>Pantomath Capital Advisors Private Limited</b> 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India <b>Tel:</b> +91 22 61946700 <b>Fax:</b> +91 22 26598690 <b>Email:</b> <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> <b>Contact Person:</b> Unmesh Zagade <b>SEBI Registration Number:</b> INM000012110	7,00,800	525.60	100.00
<b>Total</b>	<b>7,00,800</b>	525.60	100.00

*\*Includes 35,200 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended*

## DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager has entered into an agreement dated January 15, 2018, with the following Market Maker, duly registered with EMERGE Platform of National Stock Exchange of India Limited to fulfil the obligations of Market Making:-

### **Pantomath Stock Brokers Private Limited**

406-408, Keshava Premises, Behind Family Court,  
Bandra Kurla Complex, Bandra (East), Mumbai 400 051,  
Maharashtra, India

**Tel:** +91 22 6194 6774

**Fax:** +91 22 2659 8690

**Email:** [broking@pantomathgroup.com](mailto:broking@pantomathgroup.com)

**Contact Person:** Mahavir Toshniwal

**SEBI Registration Number:** INZ000068338

**Pantomath Stock Brokers Private Limited** registered with EMERGE segment of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the

effect to the selling broker. Based on the IPO price of 75/- the minimum lot size is 1600 Equity Shares thus minimum depth of the quote shall be Rs. 1,20,000/- until the same, would be revised by National Stock Exchange of India Limited.

3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the 35,200 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Offer over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.
7. On the first day of listing, there will be pre-equity market hours. The circuits will apply from the first day of listing on the discovered price during the pre-open call auction.
8. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  1. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  2. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
9. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform
10. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of National Stock Exchange of India Limited and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
12. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

13. EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
14. EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

15. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the issue size and as follows:

<b>Issue size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to Rs. 20 Crore	25%	24%
Rs. 20 crore to Rs. 50 crore	20%	19%
Rs. 50 to Rs. 80 crore	15%	14%
Above Rs. 80 crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / NSE from time to time.