



NOTICE OF ANNUAL GENERAL MEETING

PRITI INTERNATIONAL LIMITED

CIN: L36994RJ2017PLC058454

Plot no. F-43, Basni 1st Phase,
Jodhpur, Rajasthan 342 001, India

NOTICE is hereby given that the Fifth (5th) Annual General Meeting of the members of **PRITI INTERNATIONAL LIMITED** (CIN: L36994RJ2017PLC058454) will be held on **Friday, September 30, 2022 at 11:00 A.M.** at Registered Office of the Company Situated at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001, India to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Goverdhan Das Lohiya (DIN: 07787326), who retires by rotation and being eligible, offers himself for reappointment.**

Special Business:

3. **Appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013**

In this regard, to consider and, if thought fit, to pass, the following resolution, as a **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 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Tamanna Kumari (DIN: 09678819) who was appointed as an as an Additional Independent Director (Non-Executive) of the company, by the Board of Directors with effect from August 13, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing him as a director, be and is hereby appointed as an independent director for a term of two year effective from August 13, 2022 till August 12, 2024 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.

4. **Alteration in Object Clause of Memorandum of Association of the Company**

In this regard, to consider and, if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association of the Company by inserting the following sub-clause 4, 5 and 6 in Clause 3(a) of the Memorandum of Association of the Company:

4. *To provide Servies and to carry on the profession or vocation of acting as advisers and consultants on all matters relating to Architectural Services, Home Designing Services, Technical Services in relation to design decoration, Interior Decorator Services, interior designing and management including acting as consultants, advisors, contractors, managers or job worker etc. and to do all incidental acts and things necessary for the attainment of the above objects.*
5. *To carry on the business of manufacturing, trading, import and export, buying, selling, and dealing (wholesale and retail) of bullions, gold, silver jewelry, gold & silver precious & semi-precious stones or of combinations of precious or semi-precious stones including all type of diamonds and metals, precious or base metal, metal clad with metals and metal ores, or of combinations of precious metals and smelted metals, and to trade & deal in imitation jewelry or ornaments, raw or finished, of all kinds.*

6. *To carry on the business of manufacturing, trading, storing, importing, exporting, buying, selling, warehousing and to act as a manufacturer, trader, stockist, vendor, agent, broker, consignor or otherwise to deal in all types of agricultural based commodity products, guar gum, grains, cereals, herbals, edibles, non-edibles, commercial, non-commercial crops, horticulture, Mandi Products etc. and to do all incidental acts and things necessary for the attainment of the above objects.*

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. **Payment of Remuneration to Mr. Goverdhan Das Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 197 and Schedule V of the Companies Act, 2013 ("Act") and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to payment of Remuneration to Mr. Goverdhan Das Lohiya (DIN: 07787326) notwithstanding that the total remuneration payable to all the Executive directors, who are promoters or members of the promoter group exceed 5% of net profits of the Company or that the total remuneration payable to Mr. Goverdhan Das 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 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. **Payment of Remuneration to Mr. Ritesh Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 197 and Schedule V of the Companies Act, 2013 ("Act") and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to payment of Remuneration to Mr. Ritesh Lohiya (DIN: 07787331) notwithstanding that the total remuneration payable to all the Executive directors, who are promoters or members of the promoter group exceed 5% of net profits of the Company or that the total remuneration payable to Mr. Ritesh Lohiya exceed 1% 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 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**

Sd/-
Rashi Shimal
Company Secretary and Compliance Officer
Membership No.: A60070

Date: September 01, 2022
Place: Jodhpur



Explanatory Statement 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 3: Appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013

The Board of Directors of the Company at their meeting held on August 13, 2022, based on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Tamanna Kumari (DIN: 09678819), as an Additional Non-Executive Independent Director of the Company, in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a term of two year from August 13, 2022 to August 12, 2024, not liable to retire by rotation, subject to the approval of the shareholders.

In accordance with Regulation 25(2A) of the Listing Regulations, effective January 01, 2022, consent of the shareholders by way of Special Resolution shall be required for appointment of an Independent Director on the Board of Directors of the Company.

Relevant details relating to appointment of Ms. Tamanna Kumari as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided at the end of this explanatory statement.

The Company has received, inter alia,

- I. 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;
- II. Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Tamanna Kumari to the effect that she is not disqualified in accordance with Section 164(2) of the Act;
- III. Declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that she has successfully

registered herself on the Independent Director's data bank;

- IV. Declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and
- V. A notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Tamanna Kumari as a director of the Company.

In the opinion of the Board of Directors of the Company, her experience and practice will be an asset for the company in the fields of law and other aspects. The Independency of the director gives a faithful and fair disclosures of the events in the company. Further increase Company's Corporate Governance Practices.

She also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Rules 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.

Ms. Tamanna Kumari meets the following identified skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Identified skills and capabilities

1. Legal knowledge
2. Finance
3. General management

A copy of draft letter of appointment of Ms. Tamanna Kumari setting out the terms and conditions of appointment has been uploaded on the website of the Company www.pritihome.com.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, propose the appointment of Ms. Tamanna Kumari as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 3 of the Notice for approval of the Members.

Other than Ms. Tamanna Kumari 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.

Item No 4: Alteration in Object Clause of Memorandum of Association of the Company

The Company has planned to expand in new areas of business for Diversification to increase sale and revenue of the Company therefore it enables itself to expand business in the field of Interior Designing including Home Designing and Architectural Services. Further, the Company also wants to explore the business in the areas of Retail and Wholesale trading of Jewelry, bullions etc. and a new field of Trading of Agricultural Based Commodity Products. Therefore, it is proposed to incorporate the new sub-clause 4, 5 and 6 in Clause 3(a) of Memorandum of Association.

The proposed activities can be, under the existing circumstances, conveniently and advantageously, combined with the present activities of the company will enlarge the area of operations of the company.

The Board of Directors at their meeting held on September 01, 2022, has approved the amendment (subject to members approval) in Memorandum of Association of the Company as aforesaid.

As on June 30, 2022, the Company has an outstanding amount in unutilized amount of its IPO proceeds amounting to INR 50,00,000/- pending towards "Issue Related Expenses".

However, this does not bar the Company to alter the objects in terms of section 13(8) of the Act.

In terms of Section 4 and 13 of the Act, the consent of Members by way of Special resolution is required for change in object clause of Memorandum of Association of Company. The Board of Directors recommends for approval of members by passing the special resolution as contained in item No. 4 of the notice.

Further, in terms of Proviso to Rule 22(16) of The Companies (Management and Administration) Rules, 2014, the Company is passing the resolution at the AGM by providing facility of Remote E-voting and accordingly it is not required to pass this resolution mandatorily by way of Postal Ballot.

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: Payment of Remuneration to Mr. Goverdhan Das Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act

And

Item No 6: Payment of Remuneration to Mr. Ritesh Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act

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-**
- (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.

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 any one 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

Approval of the members is sought for payment of remuneration to Mr. Goverdhan Das Lohiya and Mr. Ritesh Lohiya notwithstanding that total remuneration payable to them 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 Mr. Goverdhan Das Lohiya exceed 5% of net profits of the Company or that the total remuneration payable to Mr. Ritesh Lohiya exceed 1% 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 (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 Mr. Goverdhan Das Lohiya and Mr. Ritesh Lohiya in the growth of the Company and remuneration prevalent for the similar positions in the companies in the same industry.

The above approval shall be valid for following periods:

1. Mr. Goverdhan Das Lohiya: from the date of passing of this resolution till December 30, 2023.
2. Mr. Ritesh Lohiya: from December 05, 2022 till December 04, 2027.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, recommend the Special Resolution as set out in Resolution No. 5 and 6 of the Notice for approval of the Members.

Other than Mr. Goverdhan Das Lohiya and Mr. Ritesh Lohiya and their 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 and 6 of this Notice.

Details of Directors seeking appointment

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings)

Name of the Director	Goverdhan Das Lohiya	Tamanna Kumari
Director Identification Number (DIN)	07787326	09678819
Date of Birth (Age)	May 17, 1948 (74 years)	November 04, 1998 (23 years)
Date of first Appointment	June 30, 2017	August 13, 2022
No. of Shares held in the Company	5,97,096 (5.75%) Including shares held by Goverdhan Das Lohiya HUF	None
Qualifications	Bachelor of Science	Bachelor of Laws
Relationships between Directors and Key Managerial Personnel inter-se	Mr. Goverdhan Das Lohiya is Promoter of the Company. He is Spouse of Mrs. Leela Lohiya and Father of Mr. Ritesh Lohiya and Father-in-law of Mrs. Priti Lohiya.	She is Not related to any Director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment	As per the Nomination and Remuneration Policy of the Company	
Directorships held in other public companies (excluding foreign companies) as on date of this Notice	None	None
listed entities from which the person has resigned in the past three years	None	None
Position held in mandatory Committees of other companies	None	None
Details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company	
Remuneration paid during FY 2021-22	Kindly refer the Corporate Governance report	None
Number of meetings of the Board attended during FY 2021-22	Kindly refer the Corporate Governance report	None

BRIEF RESUME OF DIRECTORS

GOVERDHAN DAS LOHIYA

Goverdhan Das Lohiya is the Promoter, Chairman and Whole-time Director of our Company. He has been Executive Director of our Company since incorporation. He has completed his Bachelor of Commerce from Jodhpur University. He has an experience of more than four decades in various businesses out of which more than a decade's experience is in the handicraft industry. He has been instrumental in formulating the business strategies of M/s Priti International (the erstwhile proprietorship of Our Promoter Priti Lohiya) and at our Company, he is responsible for overall decision making.

TAMANNA KUMARI

Tamanna Kumari aged 24 years has been appointed as Independent Director of our company w.e.f August 13, 2022. She has completed her Bachelor of Commerce from Jai Narayan Vyas University, Jodhpur and Master of Commerce from Indira Gandhi National Open University, known as IGNOU. She has completed her Bachelor of Law specializing in Constitution/Civil from Jodhpur and currently Practicing at Rajasthan High Court, Jodhpur.

Her experience and practice will be an asset for the company in the fields of law and other aspects. The Independency of the director gives a faithful and fair disclosures of the events in the company. Her inclusion in the Board will definitely bring an advantage to the company and the investors attached with the company.

Notes:

- 1 The Explanatory Statement pursuant to Section 102(1), and other applicable provisions of the Act, the Rules made thereunder, SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India stating all material facts and the reasons thereof, for the special business to be transacted at the Meeting, forming part of this Notice, is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
3. **PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED IN THE ENCLOSED PROXY FORM AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten per cent. of the total share capital of the company

carrying voting rights. A Member holding more than ten percent of 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.

5. A Corporate Member intending to send its Authorised Representatives to attend, vote and to act as its representative at the Meeting in terms of Section 112 and 113 of the Companies Act, 2013 is requested to send to the company a certified copy of Resolution of its Board of Directors or other Governing Body or any other Authorization Letter authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the Attendance Slips duly filled in for attending the Meeting. Attendance Slip is enclosed with this Notice.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time between 9 A.M. (IST) and 6 P.M. (IST), provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all other documents, including constitutional documents of the Company, referred to in the Notice and explanatory statement are available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email at cs.pritiinternationaltd@gmail.com mentioning their Name, Client ID and DP ID.
10. The route map for the AGM Venue is annexed to this Notice.
11. Company has entrusted its Registrar & Share Transfer activities to Big Share Services Private Limited, Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra. Members are requested to do all future correspondence at the said address of RTA.
12. The Notice of AGM and the Annual report is being sent by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as



on Friday, September 02, 2022 ("Record Date"), received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copy of the Notice and Annual Report is not being sent to members for this Annual General Meeting.

13. Members who wish to receive printed copy of the Annual Report may send their request to the Company for the same at cs.pritiinternationaltd@gmail.com before the Annual General Meeting mentioning their Name, Client ID and DP ID.
14. The Notice of the 5th Annual General Meeting and Annual Report for the financial year 2021-22 of the Company is also available on the website of the Company (<https://pritihome.com/investor/>) and the websites of the National Securities Depository Limited (www.evoting.nsdl.com), National Stock Exchange of India Limited (www.nseindia.com).
15. Members are requested to send their queries, if any, on the Accounts and Operations of the Company at cs.pritiinternationaltd@gmail.com at least 7 days before the AGM.
16. No gifts will be distributed at the AGM.
17. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, SS-2, and Regulation 44 of the SEBI Listing Regulations.
18. The members who have cast their vote by e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. A facility of voting through poll shall also be made available at the AGM and members attending the meeting who have not already cast their vote by e-Voting shall be able to exercise their right at the meeting.
20. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on Friday September 23, 2022 ("Cut-off Date"). Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
21. The e-voting period commences on Tuesday, September 27, 2022, (9:00 AM IST) and ends on Thursday, September 29, 2022 (5:00 PM IST). During this period, members of the Company holding Equity Shares, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, September 29, 2022 (5:00 PM IST). Once

the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

22. The Board 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**, as the Scrutinizer for conducting the E-voting and Poll process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a consolidated Scrutinizer's Report of the total votes casted, to the Chairman of the Company or a person authorized by him, who shall countersign the same. The Chairman or a person authorized by him shall declare the result of the voting forthwith but not later than two working days of the conclusion of the Meeting. The result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to NSDL and National Stock Exchange of India Limited displayed on the Company's website www.pritihome.com along with the Scrutinizer's report.

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolution by electronic means
- ii. The e-voting facility is available at the link – www.evoting.nsdl.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVEN	Commencement of E-voting	End of E-voting
121810	Tuesday, September 27, 2022 (9:00 AM IST)	Thursday, September 29, 2022 (5:00 PM IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding

shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

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
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are registered, follow the following steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section 3. A new screen will open. You will now have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website of NSDL for casting your vote during the remote e-voting period. <hr/> <p>If you are not registered for IDeAS e-Services follow the following steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



**Type of shareholders****Login Method**

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, 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 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 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 e-voting service provider i.e. NSDL where the e-voting is in progress.

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

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
2. 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.
3. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 are as under:

Login type**Login Method**

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

Step 1: 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 "Log-in" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your user ID, your password 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 log-in. 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 A01*** and EVEN is 121810 then User ID is 121810A01***

5. Instructions for retrieving password:

User Details/Password” option available on www.evoting.nsdl.com

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need your “initial password”. Details of “initial password” are given in Point c (i) and (ii) below. Once you have your “initial password”, you need to enter the “initial password” on the log-in page and the system will force you to change your password.
 - How to retrieve your ‘initial password’? If your email ID is registered in your demat account or with the Company, your “initial password” must have been communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and the attachment which is 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 Beneficiary ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- If you are unable to retrieve or have not received your “initial password” or have forgotten your password:
 - If you are holding shares in your demat account with NSDL or CDSL, click on “Forgot

- If you are holding shares in physical mode, click on “Physical User Reset Password” option available on www.evoting.nsdl.com

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering the password, click on “Agree to Terms and Conditions” by selecting on the check box.
- Now you will have to click on “Log-in” button.
- After you click on “Log-in” button, home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After clicking on Active Voting Cycles, you will be able to see all the companies’ “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of “Priti International Limited”. The Cast Vote page will open.



4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e. assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Lucky@casbl.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log-in 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 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 "downloads" section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or e-mail your query to Ms. Himali Singh and/ or Mr. Abhijeet Gunjal at evoting@nsdl.co.in.

C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON 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.pritiinternationaltd@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.pritiinternationaltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, 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.

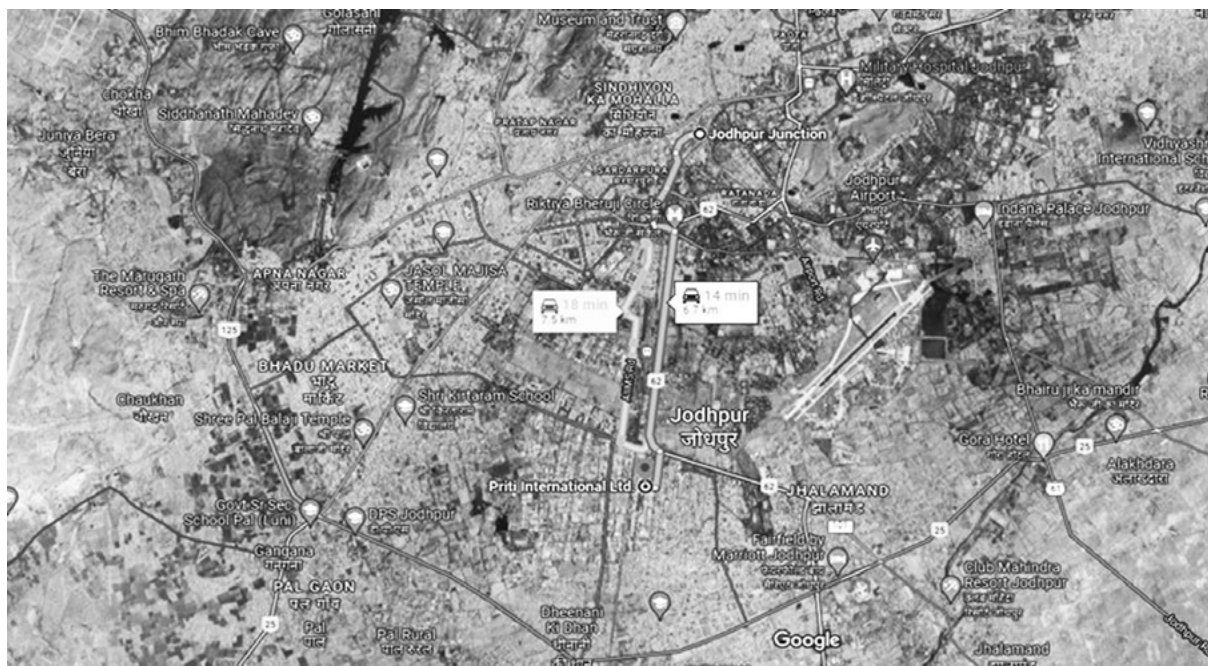
Process for registration of e-mail address for obtaining Notice:

- (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs.pritiinternationaltd@gmail.com or at RTA's e-mail address at investor@bigshareonline.com.
- (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

ROUTE MAP FOR THE VENUE OF THE MEETING

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

GPS Co-Ordinates: 26.230595084937637, 73.01387617539261





PRITI INTERNATIONAL LIMITED

CIN: L36994RJ2017PLC058454

Regd. Office: Plot No. F-43, Basni Ist Phase, Jodhpur-342001

Website: www.pritihome.com **Email id:** g.d.lohiya@gmail.com

PHONE No.: 0291-2435699 **Mobile No.:** +91 9314225699

ATTENDANCE SLIP

Registered Folio No./ DP ID-Client ID:	
Name of First named Member/ Proxy/Authorised Representative:	
Name of Joint Member(s), if any:	
No. of Shares held:	

I/We certify that I/We am/are Member(s)/Proxy/ Authorised Representative for the Member(s) of the Company.

I/We hereby record My/Our presence at the Fifth (5th) Annual General Meeting of Priti International Limited to be held on Friday, September 30, 2022 at 11:00 A.M. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001, India

Signature of First named Member/ Proxy/ Authorised Representative	
Signature of 1st Joint holder	
Signature of 2nd Joint holder	

Notes:

- (1) Please sign this Attendance Slip and hand it over at the Attendance Verification Counter at the meeting venue.
- (2) Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- (3) Only Shareholders of the company and/or their Proxy/ Authorised Representative will be allowed to attend the Meeting.

PRITI INTERNATIONAL LIMITED**CIN:** L36994RJ2017PLC058454**Regd. Office:** Plot No. F-43, Basni Ist Phase, Jodhpur-342001**Website:** www.pritihome.com **Email id:** g.d.lohiya@gmail.com**PHONE No.:** 0291-2435699 **Mobile No.:** +91 9314225699**FORM NO. MGT-11****PROXY FORM**

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

Registered Folio No./ DP ID-Client ID:	
Name of the Member(s):	
Registered Address:	
E-mail ID:	
No. of Shares held:	

I/We, being the Member(s) of Priti International Limited holding _____ shares of the above named Company, hereby appoint:

Name:	
Registered Address:	
E-mail ID:	
Signature:	

or failing him/her

Name:	
Registered Address:	
E-mail ID:	
Signature:	

or failing him/her

Name:	
Registered Address:	
E-mail ID:	
Signature:	



as My/Our Proxy to attend and vote (on a poll) for me/us and on my/our behalf the Fifth (5th) Annual General Meeting of Priti International Limited to be held on Friday, September 30, 2022 at 11:00 A.M. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Description	FOR	AGAINST
1	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.		
2	To appoint a director in place of Mr. Goverdhan Das Lohiya (DIN: 07787326), who retires by rotation and being eligible, offers himself for reappointment.		
3	Appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013		
4	Alteration in Object Clause of Memorandum of Association of the Company		
5	Payment of Remuneration to Mr. Goverdhan Das Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act		
6	Payment of Remuneration to Mr. Ritesh Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act		

Signed this ____ day of _____ 20__

Affix
Reveue
Stamp

Name of the Member(s):

Signature of Proxy holder(s)

Note: 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.