

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021 and No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable rules/regulations/guidelines/circulars/notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], PRITI INTERNATIONAL LIMITED ("Company") is seeking consent of the members of the Company on special businesses set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("e-voting").

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

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 postal ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

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 Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Monday, April 04, 2022** ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The detailed instructions for evoting are given in the Notes under the section 'Procedure for e-voting'.

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The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The remote e-voting period commences from **9.00 a.m. (IST) on Friday, April 08, 2022** and ends at **5.00 p.m. (IST) on Saturday, May 07, 2022**. The e-voting module shall be disabled thereafter. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through e-voting process shall be announced at the Registered Office of the Company, on or before **Monday, May 09, 2022**. 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.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system by 5.00 p.m. on **Saturday, May 07, 2022**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Saturday, May 07, 2022**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

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RESOLUTIONS THROUGH POSTAL BALLOT

Item No 1: To approve the Appointment of Mr. Deepak Tak (DIN: 09499017) 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(1C), 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, Mr. Deepak Tak (DIN: 09499017) who was appointed as an as an Additional Independent Director (Non-Executive) of the company, by the Board of Directors with effect from February 10, 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 one year effective from February 10, 2022 till February 09, 2023 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including any committee thereof) 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.”

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Item No 2: To approve the Appointment of Mr. SAG RAM (DIN: 09498998) 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(1C), 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, Mr. SAG RAM (DIN: 09498998) who was appointed as an as an Additional Independent Director (Non-Executive) of the company, by the Board of Directors with effect from February 10, 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 one year effective from February 10, 2022 till February 09, 2023 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including any committee thereof) 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 Shrimal
Company Secretary and Compliance Officer
Membership No.: A60070

Date: April 01, 2022
Place: Jodhpur

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Notes:

- I. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
- II. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Monday, April 04, 2022** ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- III. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL"), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
- IV. This Postal Ballot Notice will also be available on the Company's website at www.pritihome.com, website of the National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.nsdl.com.
- V. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
- VI. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
- VII. The e-voting period commences on **Friday, April 08, 2022**, (9:00 AM IST) and ends on **Saturday, May 07, 2022** (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Saturday, May 07, 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.
- VIII. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, May 07, 2022**.
- IX. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Monday, May 09, 2022 at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to the NSDL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.pritihome.com along with the Scrutinizer's report.

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- X. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs.pritiinternationaltd@gmail.com mentioning their Name, Client ID and DP ID.
- XI. In case any member is having any query or grievance related to the Postal Ballot and E-Voting process, Members may contact Ms. Rashi Shrimal, Company Secretary and Compliance Officer, by way of e-mail id on cs.pritiinternationaltd@gmail.com by mentioning his/her Folio / DP ID and Client ID No. or by way of call on 0291-2435699

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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
119660	Friday, April 08, 2022 9:00 AM (IST)	Saturday, May 07, 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.

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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’ section3. 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.
	<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.jsp3. 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.





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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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/EasiRegistration4. 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.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none">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.
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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	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 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.

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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 123456 then User ID is 123456A01***

5. Instructions for retrieving password:

- 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

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

7. After entering the password, click on “Agree to Terms and Conditions” by selecting on the check box.

8. Now you will have to click on “Log-in” button.

9. After you click on “Log-in” button, home page of e-voting will open.

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

1. 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.
2. 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.
3. 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 Mr. Abhijeet Gunjal at evoting@nsdl.co.in.

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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.

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

Explanatory Statement pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2)

Item No 1:

The Board of Directors of the Company at their meeting held on February 10, 2022, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Deepak Tak (DIN: 09499017), as an Additional Independent Director (Non-Executive) of the Company, in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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 one year from February 10, 2022 to February 09, 2023, not liable to retire by rotation, subject to the approval of the shareholders.

As an Additional Independent Director, Mr. Deepak Tak holds office upto the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders.

In accordance with Regulation 17(1C) of the Listing Regulations with effect from January 01, 2022, approval of the shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further 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 Mr. Deepak Tak as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to the Postal Ballot Notice.

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 Mr. Deepak Tak to the effect that he is not disqualified in accordance with Section 164(2) of the Act;

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- III. Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;
- IV. Declaration that he 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 Mr. Deepak Tak as a director of the Company.

In the opinion of the Board of Directors of the Company, the appointment of Mr. Deepak Tak brings on board wealth of experience in the field of Accounting and Finance with an over 5 years' experience to increase the expertise of the Board in its area of Finance and Accounts and further to increase Company's Corporate Governance Practices.

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 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 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. Finance - Understanding the financial statement, risk management, corporate governance, etc.
- 2. General management/ Governance - Strategic thinking, decision making in the interest of all stakeholders.

A copy of draft letter of appointment of Mr. Deepak Tak 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 Mr. Deepak Tak as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 1 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. 1 of this Notice.

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Item No 2:

The Board of Directors of the Company at their meeting held on February 10, 2022, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Sag Ram (DIN: 09498998), as an Additional Independent Director (Non-Executive) of the Company, in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 one year from February 10, 2022 to February 09, 2023, not liable to retire by rotation, subject to the approval of the shareholders.

As an Additional Independent Director, Mr. Sag Ram holds office upto the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders.

In accordance with Regulation 17(1C) of the Listing Regulations with effect from January 01, 2022, approval of the shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further 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 Mr. Sag Ram as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the Annexure to the Postal Ballot Notice.

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 Mr. Sag Ram to the effect that he is not disqualified in accordance with Section 164(2) of the Act;
- III. Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations and that he has successfully registered himself on the Independent Director's data bank;
- IV. 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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- V. 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.

In the opinion of the Board of Directors of the Company, the appointment of Mr. Sag Ram brings on board experience of over 8 years in the field of Handicraft and Manufacturing industry to increase the expertise of the board in its area of business and further to help the company increasing its profitability.

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 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 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. Technical, professional skills and knowledge Related to business of the Company and Handicraft Industry.
2. General management/ Governance - Strategic thinking, decision making in the interest of all stakeholders.

A copy of draft letter of appointment of Mr. Sag Ram 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 Mr. Sag Ram as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 2 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. 2 of this Notice.

PRITI INTERNATIONAL LIMITED**CIN:** L36994RJ2017PLC058454**Regd. Office:** Plot No. F-43, Basni Ist Phase, Jodhpur-342001**Website:** www.pritiinternationaltd.com **Email id:** g.d.lohiya@gmail.com**PHONE No.:** 0291-2435699 **Mobile No.:** +91 9314225699**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	Deepak Tak	SAG RAM
Director Identification Number (DIN)	09499017	09498998
Date of Birth (Age)	June 16, 1990 (31 years)	July 15, 1987 (34 Years)
Date of first Appointment	February 10, 2022	February 10, 2022
Brief Resume of the Director	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.	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.
Experience/Expertise in specific functional areas	Finance and General Management	General Management and Industry specific experience
Qualifications	Bachelor of Arts	Bachelor of Arts
No. of Shares held in the Company	Nil	Nil
Relationships between Directors and Key Managerial Personnel inter-se	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.
Terms and Conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of One year, with effect from February 10, 2022 upto February 09, 2023	Independent Director, not liable to retire by rotation, to hold office for a period of One year, with effect from February 10, 2022 upto February 09, 2023
Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice	Nil	Nil

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listed entities from which the person has resigned in the past three years	Nil	Nil
Position held in mandatory Committees of other companies.	Nil	Nil
Details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company
Remuneration paid during FY 2021-22	Nil	Nil
Number of meetings of the Board attended during FY 2021-22	Two	Two
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer Explanatory Statement for item no.2	Please refer Explanatory Statement for item no.3