



Priti International Limited

CIN : L36994RJ2017PLC058454

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https://pritihome.com

Plot No. F-43, Basni, 1st Phase, Jodhpur,
Rajasthan - 342005 INDIA



Notice of Annual General Meeting

NOTICE is hereby given that the Sixth (6th) Annual General Meeting of the members of **PRITI INTERNATIONAL LIMITED (CIN: L36994RJ2017PLC058454)** will be held on **Wednesday, September 27, 2023 at 10:30 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** 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, 2023 together with the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a director in place of Ms. Priti Lohiya (DIN: 07789249), who retires by rotation and being eligible, offers herself for reappointment.**
- 3. To appoint M/s. P Singhvi & Associates (FRN: 113602W) as Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. P Singhvi & Associates, Chartered Accountants (FRN: 113602W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 6th Annual General Meeting (AGM) until the conclusion of the 11th AGM of the Company to be held in the calendar year 2028, on such remuneration as may be decided by the Board of Directors (on the recommendation of Audit Committee) and mutually agreed upon by the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including Audit committee of the Board of Directors), be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company."



Special Business:

4. Approval of Related Party Transactions with Priti Innovations Private Limited.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Section 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to Company, to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (“RPTs”) with **M/s Priti Innovations Private Limited**, a private company having common directors, and a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, in the nature of:

- (a) sale, purchase or supply of any goods or materials
- (b) availing or rendering of any services
- (c) transfer of resources, services or obligations (“Residuary RPTs”)

on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Priti Innovations Private Limited and the Company, for a period commencing from the date of this 6th Annual General Meeting (“AGM”) upto the date of 7th AGM to be held in calendar year 2024 subject to a maximum period of fifteen months and for an aggregate value not exceeding INR 20 crores (Rupees Twenty Crores only) during such period, however, subject to such modifications to this threshold which do not constitute material modifications as per the Company’s Policy on Related Party Transactions, as applicable at the relevant point of time, provided that the said RPTs shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including Audit committee of the Board of Directors) be and is hereby authorized to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, for and on behalf of the Company and 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 and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For Priti International Limited**

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

**Date: September 01, 2023
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: Approval of Appointment of M/s. P Singhvi & Associates (FRN: 113602W) as Statutory Auditors of the Company

The Members of the Company at the 1st Annual General Meeting (AGM) held on 31st December 2018 had approved the appointment of M/s J. K. Daga & Associates, Chartered Accountants, (FRN: 010314C) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of this 6th AGM. They will complete their present term on the conclusion of this 6th AGM.

The Board of Directors of the Company (“the Board”) was in receipt of a Letter of Unwillingness from the Retiring Auditors of the Company M/s. J. K. Daga & Associates, in terms of Section 139(9) of the Act, upon completion of their first term of five years.

The Board, at its meeting held on June 14, 2023 has, considering various factors such as industry experience and expertise, competency of the audit team, efficiency in conduct of audit, independence, etc. and on the basis of recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s. P Singhvi & Associates (FRN: 113602W), as Statutory Auditors of the Company in place of M/s J. K. Daga & Associates, Chartered Accountants, for a term of 5 (five) consecutive years from the conclusion of this AGM till the conclusion of the 11th AGM to be held in the calendar year 2028.

M/s. P Singhvi & Associates is a Chartered Accountant firm having a strong presence in major cities of the country. M/s. P SINGHVI & ASSOCIATES is engaged in statutory audits of some of the large companies in various sectors. The firm having a diversified experience in the field of audit. A well qualified and market established firm with an efficient and dedicated team of qualified persons. The firm has conducted audits for various corporate, banking, trusts and others. Their experience and knowledge will bring transparency and more authenticity which will be ultimately beneficial for the company along with their investors.

M/s. P SINGHVI & ASSOCIATES, Chartered Accountants have provided their consent under Section 139 of the Companies Act, 2013 for appointment as Statutory Auditors of the Company along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Companies Act, 2013.

The proposed remuneration to be paid to the Auditors for the financial year 2023-24 is INR 5,00,000/- (Rupees Five Lacs Only). The said remuneration excludes applicable taxes and out of pocket expenses. Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of the Statutory Auditors for the remaining part of its tenure.



In addition to the statutory audit, the Company may also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time and as may be permissible under the Act, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Section 144 of the Act.

There is material change in the remuneration proposed to be paid to Auditors for the financial year 2023-24 and the remuneration paid to the Outgoing Auditors for the financial year 2022-23. Reason being the more efficiency of the new auditors and their diversified experience in the field of audit of the Listed companies apart from that after migrating from NSE SME to NSE Main Board there is increased scope of work and responsibilities on the part of auditors and also the expansion of business of company, brings the material change in the proposed remuneration.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in the proposed Ordinary Resolution as set out in Item No. 3 of this Notice.

The Board of Directors, based on recommendation of the Audit Committee, propose the appointment of M/s. P Singhvi & Associates, as Statutory Auditors of the Company and recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the members.

Item No 4: Approval of Related Party Transactions with Priti Innovations Private Limited

Regulation 23 of the SEBI Listing Regulations require that all the material related party transactions shall require prior approval of the shareholders by way of a resolution.

The Company is engaged in the handicraft and manufacturing industry and in the ordinary course of business make sales/purchase of goods to/with M/s. Priti Innovations Private Limited, which is a private company having common directors, and a related party in terms of Regulation 2(1)(zb) of SEBI Listing Regulations and Section 2(76) of the Act.

The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives and enters into various transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of contract(s)/ arrangement(s)/ transaction(s) with Priti Innovations Private Limited may exceed the limits of "Material Related Party Transaction" as provided in Regulation 23 of the SEBI Listing Regulations.

In terms of Company's Policy on Related Party Transactions, all the contracts/arrangements and the transactions with "Related Parties" are reviewed and approved by the Audit Committee.



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It is also confirmed that the Company will enter into all the related party transactions with Priti Innovations Private Limited in the ordinary course of business and on arm's length basis.

The details required to be disclosed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section III-B of the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	M/s Priti Innovations Private Limited
2.	Name of the Director who is/are related	Mrs. Priti Lohiya; Mr. Ritesh Lohiya; Mr. Goverdhan Das Lohiya; and Mrs. Leela Lohiya are related to M/s. Priti Innovations Private Limited, being common director and shareholders.
3.	Nature of Relationship	M/s. Priti Innovations Private Limited, which is a private company having common directors, and a related party in terms of Regulation 2(1)(zb) of SEBI Listing Regulations and Section 2(76) of the Act.
4.	Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements	<p>Long Term Contract with recurring transactions with respect to the following:</p> <p>(a) sale, purchase or supply of any goods or materials (b) availing or rendering of any services (c) transfer of resources, services or obligations ("Residuary RPTs")</p> <p>The RPTs are proposed to be undertaken for a period commencing from the date of this 6th Annual General Meeting ("AGM") upto the date of 7th AGM to be held in calendar year 2024 subject to a maximum period of fifteen months and for an aggregate value not exceeding INR 20 crores (Rupees Twenty Crores only) during such period</p>
5.	Any Advance Paid or Received for the Contract or Arrangement if any	The Company is not in receipt of or has made any advance of monies from/to Priti Innovations Private Limited, as on June 30, 2023.
6.	Tenure of the Proposed Transaction	Refer point 4 above
7.	Value of the Proposed Transaction	<p>(a) sale, purchase or supply of any goods or materials (b) availing or rendering of any services (c) transfer of resources, services or obligations ("Residuary RPTs")</p>



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8.	Percentage of the Company's Annual Consolidated Turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction	Approximately 24% of the Turnover of the Company for the Financial Year ended on March 31, 2023
9.	Details of Inter-Corporate Loan Transactions	<p><i>A. Source of Funds:</i> Internal Accruals</p> <p><i>B. Financial Indebtedness Incurred:</i> NA</p> <p><i>C. Applicable Terms, Tenure, Interest Rate and Repayment Schedule, whether Secured or Unsecured; if Secured, the nature of Security:</i></p> <p>The Company shall be providing Unsecured Loans (Repayable on Demand) to Priti Innovations Private Limited, in its ordinary course of business.</p> <p>The maximum amount of Loans to be granted, will not exceed the limits as provided under Section 186 of the Companies Act, 2013.</p> <p>The Interest chargeable on such Loans shall be at a rate not less than the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenure of the Loan.</p> <p><i>D. Purpose for which the funds will be utilized by the ultimate beneficiary:</i></p> <p>This is to confirm that the said amount shall be utilised by Priti Innovations Private Limited for its principal business activities.</p>
10.	Justification for why the Proposed Transaction is in the interest of the Company	<p>The proposed related party transactions, being purely operational in nature, have been an integral part of the business model of the Company and are essential to secure continuity and smooth functioning of its business operations.</p> <p>These transactions are undertaken on Arm's length basis and in the ordinary course of business of the Company.</p>
11.	Copy of the Valuation or other external party report, if any	<p>All RPTs with Related Party defined as per Section 2(76) of the Act are reviewed for Arm's Length testing, internally by the Management of the Company.</p> <p>The Related Party Transactions are purely operational / integral part of Company's Operations and is in the ordinary course of business of the Company.</p>



12.	Any other information that may be relevant	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
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The Board shall ensure that the proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Board of Directors of the Company, at its meetings held on September 01, 2023, on the approval and recommendation of the Audit Committee and subject to approval of the members, approved the above proposals such that the maximum value of the Related Party Transactions with Priti Innovations Private Limited during the period mentioned above does not exceed the amounts as proposed aforesaid.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that ***no related party of the Company shall vote to approve Resolution No. 4 whether the entity is a related party to the particular transaction or not.***

The Board of Directors, based on recommendation of the Audit Committee, recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the members.

Save and except those Directors and Key Managerial Personnel who are promoter and members of promoter group, 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, in the proposed Ordinary Resolution as set out in Resolution No. 4 of this Notice.



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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	Priti Lohiya
Director Identification Number (DIN)	07789249
Date of Birth (Age)	April 13, 1975 (48 years)
Date of first Appointment	June 30, 2017
No. of Shares held in the Company	62,33,440 (48.69%)
Qualifications	Bachelor of Science
Relationships between Directors and Key Managerial Personnel inter-se	Mrs. Priti Lohiya is Promoter of the Company. She is Spouse of Mr. Ritesh Lohiya, and Daughter in Law of Mrs. Leela Lohiya and Mr. Goverdhan Das Lohiya.
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
Listed entities from which the person has resigned in the past three years	None
Position held in mandatory Committees of other companies	None
Details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Remuneration paid during FY 2022-23	INR 28,00,000/-
Number of meetings of the Board attended during FY 2022-23	14 (Fourteen)



BRIEF RESUME OF DIRECTORS

PRITI LOHIYA

Priti Lohiya is the Promoter and Managing Director of our Company. She has been Executive Director of our Company since incorporation. She has completed her Bachelor of Science from Jai Narayan Vyas University, Jodhpur. She has been serving the company with her innovative mindset and profited the company by increasing customer satisfaction, streamlining the handicraft sector and satisfying the needs of Local people within India. Further she is having Business expertise and experience of over a decade. She holds a high-ranking executive within an organization who holds a key leadership role and always pursue for the further growth of the company and all others who are associated 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 business to be transacted at the Meeting, forming part of this Notice, is annexed herewith.

2. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, and No. 20/2020 dated 05th May, 2020 (including all the amendments and extensions thereto, the latest one being General Circulars No.10/2022 dated 28th December, 2022, and No. 11/2022 dated 28th December, 2022) ('MCA Circulars') read with SEBI Circular no. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Section VI-J of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ('SEBI Circular'), has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.

3. The Company has engaged the services of its Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited ('BigShare'), to provide the VC facility for conducting the AGM and for voting through remote e-voting prior to AGM and e-voting at the AGM. The procedure for participating in the meeting through VC, forms part of this Notice.

4. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.

5. 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 01, 2023 ('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.

6. Members who wish to receive printed copy of the Annual Report may send their request to the Company for the same at cs.pritiinternationalltd@gmail.com before the Annual General Meeting mentioning their Name, Client ID and DP ID, or Folio No.

7. The Notice of the 6th AGM and the Annual Report for the financial year 2022-23 will be available on the website of the Company (www.pritihome.com), on the website of BigShare (ivote.bigshareonline.com) and on the website of National Stock Exchange of India Limited ('NSE') (www.nseindia.com), in compliance with the MCA Circulars.



8. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with BigShare, by following the guidelines mentioned below.

9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

10. The Company is providing VC facility to its members for joining/participating in the AGM. Members may join the AGM through Desktop/ Laptop/ Smartphone/ Tablet. Further, Members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective cellular network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

11. The facility for joining the AGM shall open 30 minutes before the time scheduled for AGM. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

12. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. Only those Members, who will be present in the AGM through VC facility and have not casted their vote on the resolutions through remote e-voting prior to AGM, shall be eligible to vote through e-voting system in the AGM.

14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their Name, Client ID and DP ID, or Folio No, Email ID, and Mobile Number, to the Company at cs.pritiinternationalltd@gmail.com **from Monday, September 18, 2023 to Friday, September 22, 2023**. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.

15. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at cs.pritiinternationalltd@gmail.com mentioning their Name, Client ID and DP ID, or Folio No, on or before **Friday, September 22, 2023**. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.

16. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



17. The proceedings of this AGM, shall as soon as possible, be made available on the website of the Company viz. www.pritihome.com

18. 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.

19. 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 **Wednesday, September 20, 2023** (“Cut-off Date”). Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

20. The remote e-voting period commences on **Sunday, September 24, 2023, (9:00 AM IST)** and ends on **Tuesday, September 26, 2023 (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 Bigshare for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

21. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

22. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e., **September 20, 2023** may obtain the login ID and password by following the guidelines mentioned below. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e., September 20, 2023, may follow the guidelines mentioned below.

23. 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 remote e-voting and e-voting at the AGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

24. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM. The voting results declared shall be available on the website of the Company (www.pritihome.com) and on the website of NSE (www.nseindia.com) and shall also be displayed on the notice board at the registered office of the Company. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.



25. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members, electronically. 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 or Folio No.

26. In case any member is having any query or grievance related to the remote e-voting or e-voting process at the AGM, 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 No/ DP ID and Client ID No. or by way of call on 0291-2435699, and may also contact BigShare at investor@bigshareonline.com

27. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining virtual meetings for Individual shareholders holding securities in Demat mode:



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 and Section VI-C of SEBI Master Circular dated July 11, 2023, the Company is providing e-voting facility of BigShare 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: ivote.bigshareonline.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVENT ID	Commencement of E-voting	End of E-voting
142	Sunday, 24 September, 2023 (9:00 AM IST)	Tuesday, 26 September, 2023 (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 BigShare 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 herein below.

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.

1. Pursuant to SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 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 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.



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Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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



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

Login type	Helpdesk details
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 and 22-23058542-43.
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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.



(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.
- 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 ivote@bigshareonline.com.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



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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.