



Priti International Limited

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PRITI INTERNATIONAL LIMITED

CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

PRITI INTERNATIONAL LIMITED

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

Corporate Office: 1, BASEMENT, ABHAY CHAMBERS
OPPOSITE SBI BANK, JALORI GATE JODHPUR
RAJASTHAN -342001 INDIA

CIN: L36994RJ2017PLC058454

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1. INTRODUCTION:

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**hereinafter referred to as “SEBI Listing Regulations”**) the Board of Directors of the Company in its meeting held on **March 25, 2023** approved the “Code of Conduct of Board of Directors and Senior Management Personnel”, in supersession of all the previous policies of the Company in this regard.

This Code shall be called the **“PRITI INTERNATIONAL LIMITED CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL”**.

This Code shall be effective from the date of its approval by the Board, that is, from March 25, 2023.

All the words and expressions used in this Policy, shall have the same meaning as respectively assigned to them in Code for Prevention of Insider Trading of the Company or the Companies Act, 2013, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

2. APPLICABILITY:

This Code shall be applicable to Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

3. CODE FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:

The Directors and SMP will:

- a. Act honestly, fairly, ethically and with integrity;
- b. Conduct themselves in a professional, courteous and respectful manner;
- c. Comply with all applicable laws, rules and regulations;
- d. Oversee the conduct of the Company's business to evaluate whether the business is being properly managed;
- e. Review and, where appropriate, approve the Company's major financial objectives, plans and actions;
- f. Review and, where appropriate, approve major changes in and determinations of other major issues respecting the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- g. Assess major risk factors relating to the Company and its performance, and review measure to address and mitigate such risks;
- h. Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated;
- i. Act in a manner to enhance and maintain the reputation of the Company;
- j. Disclose potential conflicts of interest that they may have regarding any matter, if any, at the Board Meetings and any Director having such conflict of interest will abstain himself/herself from discussions and voting on the concerned matter;

- k. Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors/ SMP, except when authorized or legally required to disclose such information;
- l. Will not use any confidential information acquired in the course of their service as Directors/ SMP for their personal advantage;
- m. Will not use any benefit or assist others to derive benefit, by giving investment advice from the access to and possession of information about the Company which is not in the public domain and deemed to be insider information;
- n. Comply with the Company's Code on Prohibition of Insider Trading as applicable from time to time;
- o. Will not engage in any circumstance which affects performance of their duties in the Company when negotiating for or entering an arrangement concerning, prospective employment outside the Company;
- p. Will not engage in any undue gain or advantage either to himself or to their relatives, partners, or associates in whatsoever manner.

4. DUTIES OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS:

All the Director of the Company shall be abode by their duties as prescribed under Section 166 of the Companies Act, 2013. Further, the Independent Directors shall also be abide by their duties as prescribed Schedule IV of the Companies Act, 2013, which are as follows:

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE

All members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct of Board of Directors and Senior Management Personnel on an annual basis.

6. AMENDMENT:

The Board (including its duly constituted committees, wherever permissible), shall have the power to amend any of the provisions of this Code, substitute any of the provisions with a new provision or replace this Code entirely with a new Code.

Any subsequent amendment / modification in the Companies Act, 2013 and the SEBI Regulations and / or any other laws in this regard shall automatically apply to this Code.

7. REVIEW:

This Code shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

8. COMMUNICATION:

This Code shall be uploaded on the website of the Company.

The Code shall coexist with:

1. Whistle Blower Policy.
2. Policy on Prevention of Sexual Harassment of Woman at Workplace.
3. Code for Prevention of Insider Trading
4. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Any questions and clarifications relating to this Code should be addressed to the Company Secretary at cs.pritiinternationalltd@gmail.com

9. INTERPRETATION:

In any circumstance where the terms of this Code are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Code.