



## **Priti International Limited**

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g.d.lohiya@gmail.com

<https://pritihome.com>

Plot No. F-43, Basni, 1<sup>st</sup> Phase, Jodhpur,  
Rajasthan - 342005 INDIA



May 25, 2023

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra Kurla Complex  
Bandra (E), Mumbai, Maharashtra – 400 051  
**Script Code: PRITI**

Dear Sir(s)/Madam(s)

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023**

Pursuant to Regulation 24A of SEBI Listing Regulations we are enclosing herewith the Secretarial Compliance report issued by Ms. Reeptika Barmera, Practising Company Secretary, Secretarial Auditor of the Company for the year ended March 31, 2023.

Kindly acknowledge receipt and take the intimation on record.

Thanking you,

**For PRITI INTERNATIONAL LIMITED**

**RASHI SHRIMAL**  
**Company Secretary & Compliance Officer**  
**M. No. A60070**

Encl: as above





**FCS REEPTIKA BARMERA**

Practising Company Secretary

CP No.: 16551

M. No.: F11280

FARASO KA BUNGALOW

MOTI CHOWK JODHPUR,

RAJASTHAN-342001

Mobile: 8107427215

[reeptika1@gmail.com](mailto:reeptika1@gmail.com)

SECRETARIAL COMPLIANCE REPORT  
OF  
**PRITI INTERNATIONAL LIMITED**  
For the year ended 31st March 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **PRITI INTERNATIONAL LIMITED (hereinafter referred as “the listed entity”)**, having its Registered Office at Plot No. F-43 Basni Ist Phase Jodhpur, Rajasthan 342001.

Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed, and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to me, and explanation provided by **PRITI INTERNATIONAL LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **Not Applicable**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>Compliance Status (Yes/No/ NA)</b> | <b>Observations/Remarks by PCS</b>   |
|----------------|--|---------------------------------------|--|
| 1.             | <b>Secretarial Standards:</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES                                   | The listed entity has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. |
| 2.             | <b>Adoption and timely updation of the Policies:</b>   | YES                                   |  |



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|    |   |     |   |
|----|---|-----|---|
|    | <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>   |     |   |
| 3. | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional Website.</li><li>Timely dissemination of the documents/information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul> | YES |   |
| 4. | <b>Disqualification of Director:</b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>   | YES |   |
| 5. | <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) Identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries</li></ul>   | NA  | The Listed entity does not have any Subsidiary company/companies, accordingly this clause not applicable. |
| 6. | <b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal</p>  | Yes |   |

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|     |  |           |   |
|-----|--|-----------|---|
|     | of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.  |           |   |
| 7.  | <b>Performance Evaluation:</b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | YES       |   |
| 8.  | <b>Related Party Transactions:</b>   |           |   |
|     | (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  | Yes       |   |
|     | (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved ratified/rejected by the Audit Committee, in case no prior approval has been obtained.                             | <b>NA</b> | Since, answer to the question (a), is "Yes", this clause is not applicable.   |
| 9.  | <b>Disclosure of events or information:</b><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.              | YES       |   |
| 10. | <b>Prohibition of Insider Trading:</b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.  | YES       | The Company has generally complied with regulatory requirements of maintaining the Structured Digital Database, for keeping the track of sharing of UPSI.<br><br><i>However, prior to January 2023, the Company was maintaining the said Digital Database, in the</i> |

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|     |  |     |   |
|-----|--|-----|---|
|     |  |     | <i>“Microsoft Excel” software, and accordingly the said Digital Database was not having features of Audit Trail and Time Stamping etc.</i>  |
| 11. | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.(**) | YES | No action(s) were taken by SEBI or Stock Exchanges against the Company for Non-Compliance with provisions of SEBI Act, SCRA and Rules and Regulations made thereunder, including SOPs issued by SEBI through various circulars. |
| 12. | <b>Additional Non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.  | YES | No additional Non-Compliance has been observed based on the review of documents and records of the listed entity.   |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019: ***During the Period under review, there was no such case of Resignation of Statutory Auditors of the Company, hence the clause is Not Applicable.***



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(\*\*) (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No.               | Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause) | Regulation/ Circular No. | Deviations | Action Taken By | Type of Action | Details of Violations | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-----------------------|---|--------------------------|------------|-----------------|----------------|-----------------------|-------------|---|---------------------|---------|
| <b>Not Applicable</b> |   |                          |            |                 |                |                       |             |   |                     |         |

(\*\*) (b) The listed entity was not required to take any action with regard to compliance with the observations made in previous reports as the same was **Not Applicable**.

| Sr. No.               | Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause) | Regulation/ Circular No. | Deviations | Action Taken By | Type of Action | Details of Violations | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-----------------------|---|--------------------------|------------|-----------------|----------------|-----------------------|-------------|---|---------------------|---------|
| <b>Not Applicable</b> |   |                          |            |                 |                |                       |             |   |                     |         |

Note: This report is to be read with our letter of even date which is annexed as "**Annexure-I**" as an integral part of this report.

Place: Jodhpur

Date: 25/05/2023

UDIN: F011280E000372861

**Reeptika Barmera**  
Practising Company Secretary  
FCS No.: F11280  
C P No.:16551  
PR No. 2228/2022



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**Annexure-I**

The Secretarial Compliance Report for the financial year ended March 31, 2023 of even date is to be read along with this letter, which provides for **Assumptions & Limitation of Scope and Review** of the said Report:

1. Maintenance of secretarial record and Compliance of the applicable laws is the responsibility of the management of the listed entity. Our responsibility is to certify these secretarial records. This is neither an audit nor an expression of opinion on the financial records of the Company.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records of the listed entity.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Jodhpur  
Date: 25/05/2023

**Reeptika Barmera**  
Practising Company Secretary  
FCS No.: F11280  
C P No.:16551  
PR No. 2228/2022