



PRITI INTERNATIONAL LIMITED

Annual Report 2024-25

Crafting Global Elegance from Rajasthan





8th ANNUAL REPORT
2024-2025

PRITI INTERNATIONAL LIMITED

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CIN: L36994RJ2017PLC058454

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CONTENT

Corporate Overview

1. About us
2. From the Chairmen's Desk
3. Corporate Information
4. Financial Highlights

Statutory Reports

1. Notice of 8th Annual General Meeting
2. Report of Board of Directors and Annexures
3. Management Discussion and Analysis
4. Corporate Governance Report

Financial Statements

1. Independent Auditor's Report
2. Audited Standalone Financial Statements along with Notes

ABOUT US

Priti International Limited is an Indian local furniture & lifestyle brand that offers a thoughtfully curated collection of interior solutions for modern living. Our designs blend contemporary aesthetics with a diverse range of styles — from natural and minimalist to classic and premium — each piece crafted with clean lines and a refined modern touch.

Priti International Limited has eternally been a part of Indian home's interiors knowingly or unknowingly taking space in the form of may be a simple plastic chair in your living room or an entire furniture set in your bedrooms, making it India's favorite furniture brand. As a Company, it upholds the quality factor of its products at the highest pedestal. The Company has extended this expertise range of Ready Furniture too, to add both emotion and charm to your sheen interiors. We believe choosing furniture should be easy to acquire and pleasant to look at and this approach helps us stay unique in the Furniture industry.

Over the years, Priti International has earned distinction as a preferred choice in both retail and project-based markets, by offering collections that span natural, classic, modern, minimalist and premium styles. Our interiors are defined by clean lines with a modern aesthetic, collaborating with renowned Indian designers to deliver exclusive, stylish collections for homes and businesses

At our manufacturing facilities in **Basni, Mogra and Boranada**, we produce an extensive range of home furnishings: living-room, bedroom, dining-room, seating, kitchen storage and office furniture; bar furniture like bar stools/chairs, counters, cabinets and trolleys; home décor items such as wall décor, poufs, ottomans, trolleys, storage units, trays, and rugs; as well as textile goods including cushions, carpets, handbags and backpacks. Our in-house capabilities also include the upcycling and transformation of unusable wooden and metal waste into creative décor pieces

In line with our existing business and long-term strategy of diversification, the Company has ventured into **Trading of Solar Products** as a new vertical. This initiative is aimed at contributing to India's renewable energy transition by providing sustainable solar solutions for residential, commercial, and industrial segments. The addition of this vertical not only broadens the Company's business portfolio but also reaffirms its commitment to sustainability, technological progress, and fostering a cleaner and greener future.

With an unwavering commitment to customer satisfaction, Priti International Limited has continuously evolved in response to changing market trends in India. Known for delivering premium home interiors at fair prices, we have earned a loyal customer base that values our customer-centric approach and timely delivery.

Our products are not only cherished in India but are also exported to the USA, UK, Spain, Holland, Turkey, Netherlands, Switzerland and other international markets. Buyers from the United States, European Union, and Australia have consistently appreciated our work, resulting in repeat orders and long-term relationships.

Apart from international markets we have been cherished with the government sector corporates with the supply of our wide range of office furniture's.

Our mission is to craft beautiful and functional furniture that elevates the comfort and visual appeal of both homes and workplaces. With a strong focus on quality, innovation, and affordability, we strive to make premium furniture accessible to the deepest regions of India.

Product Range

Our company offers a comprehensive and diverse range of high-quality furniture solutions designed to cater to various residential and commercial needs. The product categories include:

Category	Products
Living Room Furniture	Cabinets, Sideboard, Chest of Drawers, TV Cabinets, Coffee Tables, Consoles Tables, Wall shelves etc.
Bedroom Furniture	Beds, Bedside Table, Wardrobes etc.
Dining-Room Furniture	Dining tables, Dinning chairs, Dining Sets, etc.
Office Furniture	Desks, chairs, Bookshelves and organizers, etc.
Home and Kitchen	Kitchen Racks & Trolleys, Storage Shelves, Trunk, Aprons, Trays/Chopping Boards
Custom Furniture	Bespoke and made-to-order pieces tailored to customer specifications
Study & Utility	Study tables, bookshelves, wall shelves, shoe racks, and home office desks.
Executive Chairs & Conference Tables	for comfort during long working hours while maintaining a sleek corporate appearance.
Seating	Sofas/ Arm Chairs, Chairs, Stools, Benches, Poufs & Ottoman
Bar Furniture	Bar Stools/ Chairs, Bar Cabinets & Trolleys, Bar Counters

Key Features

Our value proposition is built on a foundation of excellence in design, quality, and customer satisfaction. The key features of our offerings include:

Feature	Description
Quality Craftsmanship	Our furniture is crafted with precision and attention to detail, ensuring durability and longevity.
Design Excellence	We offer a wide range of designs, from classic to contemporary, to suit various tastes.

Sustainable Materials	We prioritize eco-friendly and sustainable materials in our production process.
Customization	Customers can personalize their furniture to meet their specific needs and style preferences.
Affordable Pricing	We offer competitive prices without compromising on quality.
Unique designs	Develop distinctive product lines that stand out from mass-produced items, reflecting cultural heritage or contemporary trends.
Variety of products	Offer a diverse range of handcrafted items, including home décor, accessories, and wearable art, to cater to different customer preferences.

Customer Segments

We serve a wide and diverse customer base, including but not limited to:

- Individual homeowners seeking aesthetically pleasing and durable furniture.
- Export and international clients with custom design and quality requirements.
- Interior designers and decorators looking for unique and customizable furniture pieces.
- Corporate clients and institutions requiring functional and elegant office solutions.
- Online retail customers across various geographies.
- Business-to-business (B2B) partnerships and wholesale buyers.

Competitive Advantages

- We have consistently maintained a strong position in the market through the following strategic advantages:
 1. Exclusive designs, brand credibility, and extensive customization capabilities.
 2. An integrated supply chain and robust sourcing network ensuring timely and efficient delivery.
 3. Exceptional customer service, including reliable post-purchase support.
 4. Value-driven pricing aligned with premium quality standards.
 5. Environmentally sustainable manufacturing and ethical business practices.
 6. A well-established export infrastructure with a growing global footprint.
 7. Capability of bringing continuous innovations.

Marketing and Growth Strategy

Our marketing initiatives and expansion efforts are aligned with evolving market dynamics and consumer behaviour. The core components of our strategy include:

- A strong digital presence through our website and major social media platforms.
- Strategic collaborations with interior designers, architects, and lifestyle influencers.
- Continuous innovation and new product development aligned with market trends.
- Loyalty programs and referral incentives to promote customer retention.
- Deep engagement with consumer insights to shape product offerings and experiences.
- Operational flexibility and adaptability in response to changing market conditions.

CHAIRMAN'S MESSAGE

Dear and esteemed fellow shareholders,

Greetings!

It is with great pride and gratitude that I present to you the Annual Report of Priti International Limited for the Financial Year 2025. This year has been another remarkable chapter in our journey marked by resilience, innovation, and sustainable growth. Despite a volatile global economic environment and dynamic market conditions, we have continued to demonstrate agility and determination, staying true to our vision of enriching lifestyles through quality, craftsmanship, and affordability. This year we have been through bearish and bullish trends both, some steps that took us forward while with some we have been challenged but at the end we have and will come forward as always.

Navigating Challenges, Building Opportunities

The past year has witnessed considerable challenges stemming from global uncertainties, inflationary pressures, and geopolitical developments that disrupted supply chains and trade flows. Yet, we remained steadfast in our commitment to operational excellence, customer-centricity, and sustainable practices, enabling us to overcome headwinds and deliver value to all our stakeholders.

Our strategic focus during the year centred on strengthening our core capabilities while laying a strong foundation for future growth. Key priorities included:

- **Enhancing Product Diversity:** Introducing innovative designs and expanding offerings to cater to diverse customer preferences across domestic and international markets.
- **Expanding Offline Presence:** Opening additional “Priti Home” stores in key regions, bringing us closer to our customers and enhancing brand visibility.
- **Accelerating B2B Partnerships:** Deepening collaborations with architects, builders, institutional clients and government sectors and corporates to broaden our reach.
- **Driving Sustainability:** Increasing the use of eco-friendly materials, adopting sustainable production methods, and optimizing energy efficiency.
- **Technological Integration:** Leveraging advanced manufacturing technologies and digital platforms to improve precision, efficiency, and competitiveness.

General Overview

Priti International Limited is recognized as one of India's leading listed handicraft and furniture companies, with a strong heritage built on design excellence and skilled craftsmanship. Our wide-ranging furniture and home décor collection caters

to every taste—from natural and classic to modern, minimalist, and premium segments.

At Priti International, we aim to manufacture furniture that not only enhances living spaces but also reflects tradition, heritage, boldness, and originality. Our products showcase fine artistry, intricate woodwork, elegant iron detailing, efficient upcycling/recycling, and superior finishing—creating timeless pieces that are cherished by customers across Europe, the United States, Australia, Asia, and especially the Middle East and India. We believe those who purchase our fine furniture are truly delighted with their new acquisitions in the belief that a better investment could not have been made. Our classical furniture line pays a lifetime dividend with value appreciation.

The expansion of our *Ready Furniture* line has further strengthened our presence, adding charm and comfort to interiors while ensuring easy accessibility and affordability. We remain dedicated to our core purpose: “*To serve the world with a better lifestyle,*” by delivering exceptional quality products and consistently improving our standards to meet evolving customer needs. We are readily available through E-commerce platforms and also have offline presence at market place at Jodhpur and Bangalore through its store under the name PRITI HOME.

The journey started last year for making our presence counts in various sectors we made that possible by fulfilling various Corporates and Government Procurement tenders for Furniture which also marks as a milestone for PRITI, this year all those orders have been accomplished and definitely this milestone will continue.

We remain committed to improving the financial performance of the company and continue to make disciplined decisions. We value the support of the shareholders during difficult times and urge for continued support to enable us to create value for both the company and its shareholders.

I'm delighted that we have been able to create a cohesive team spirit that brings together minds and skill sets that are woven into the common purpose of maintaining customer satisfaction and going all-out to fulfill their desires, expectations, needs and requirements. Our essence of collaboration and group effort, even with those associated with us on a project basis, is what enables us to win in the market.

Our Vision Ahead

The foundation we have built over the past years places us in a strong position to embrace future opportunities. As urbanization, infrastructure development, and lifestyle upgradation continue across India and beyond, demand for contemporary, affordable, and sustainable furniture is poised to grow. With new ideas and

expansion of the existing ones we can definitely achieve all the targets by overcoming the hindrances that come by our way.

Priti International Limited will continue to lead with purpose – expanding our physical and digital presence, exploring new verticals like institutional and modular furniture, and building a brand that resonates globally. We will remain committed to creating value for all stakeholders, ensuring that our growth story benefits not just the company, but also our artisans, partners, and the communities we serve.

Acknowledgement

On behalf of the Board of Directors, I express my deepest gratitude to our shareholders, employees, artisans, suppliers, customers, and partners. Your unwavering faith, dedication, and collaboration have been instrumental in shaping our journey so far.

The year ahead holds immense promise, and we are confident that with innovation, discipline, and a shared vision, Priti International Limited will continue to scale new heights. We thank you for walking this journey with us and look forward to your continued support as we script the next chapter of growth and excellence.

With warm regards and best wishes to you and your families,

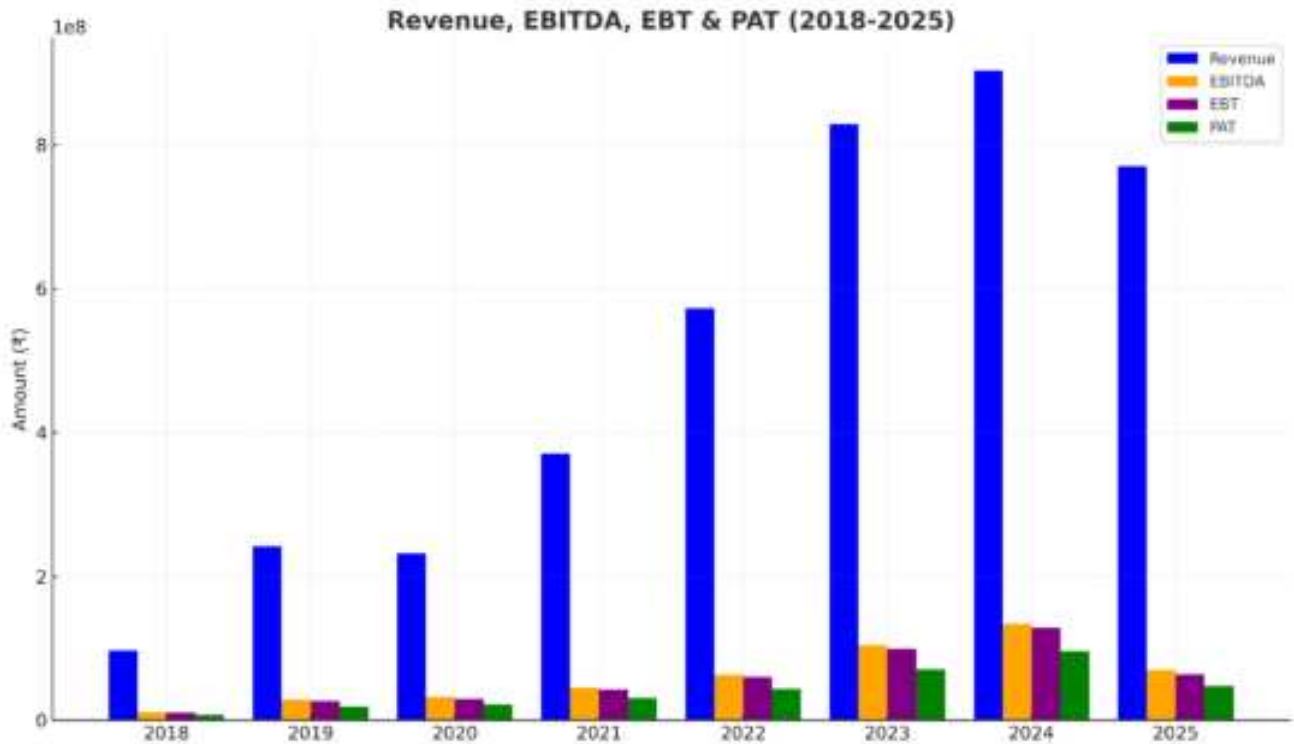
Goverdhan Das Lohiya
Chairman

Corporate Information

Category	Details
Executive Directors	Mr. Goverdhan Das Lohiya – Founder Promoter, Whole-time Director & Chairperson
	Mrs. Priti Lohiya – Founder Promoter, Managing Director
	Mr. Ritesh Lohiya – Founder Promoter, Chief Financial Officer
Non-executive Directors	Mrs. Leela Lohiya – Non Executive Woman Director
Independent Directors	Mr. Mahak Singhvi – Lead Independent Director
	Ms. Tamanna Kumari – Woman Independent Director
	Mr. Yogendra Chhangani
	Mr. Sanjay Kumar
Company Secretary & Compliance Officer	Ms. Rashi Shrimal (M.No. A60070)
Statutory Auditors	M/s. P Singhvi & Associates, Chartered Accountants (FRN. 113602W)
Secretarial Auditors	Ms. Reeptika Barmera, Company Secretary in Practice (C.P. No. 16551, FCS Membership No. 11280)
Internal Auditors	M/s. SINGHVI & MEHTA, Chartered Accountants (FRN: 002464W)
Registered Office	Plot No. F-43, Basni 1st Phase, Jodhpur, Rajasthan, India– 342001
Factory Address	• Kh. No. 20, Opposite Meera Sansthan, Boranada, Jodhpur-342012 • KH NO 130, Mogra Kalan Opp JIET College Bridge Pali Road Tehsil Luni Jodhpur – 342008
Showrooms	• PRITI HOME BANGALORE: No. 13, 15TH Cross Road, 4th Phase, Sarakki J.P Nagar, Bengaluru, Bengaluru Urban, Karnataka 560078 • PRITI HOME BASNI: F-43, MIA Phase I, Basni, Jodhpur, Rajasthan- 342005 • PRITI HOME BORANADA: Kh. No. 20, Opp. Meera Sansthan Boranada Jodhpur Rajasthan- 342012

Bankers	IDBI Bank Limited
	IndusInd Bank Limited
	AXIS Bank Limited
Registrar & Share Transfer Agent	Bigshare Services Private Limited S6-2, 6th Floor, Pinnacle businessPark, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093, Maharashtra Contact: 022 6263 8200 Email: investor@bigshareonline.com

Financial Highlights



Notice of Annual General Meeting

NOTICE is hereby given that the Eighth (8th) Annual General Meeting of the members of **PRITI INTERNATIONAL LIMITED (CIN: L36994RJ2017PLC058454)** will be held on **Friday, September 26, 2025, at 11:00 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, 2025, together with the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a director in place of Mr. Goverdhan Das Lohiya (DIN: 07787326), who retires by rotation and being eligible, offers himself for reappointment.**

Special business:

- 3. To appoint FCS REEPTIKA BARMERA (Company Secretary in Practice), as Secretarial Auditor 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws/statutory provisions, if any, as amended from time to time, and on recommendation by the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint FCS REEPTIKA BARMERA (Company Secretary in Practice), (Firm Registration Number S2023RJ931700) as Secretarial Auditor of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT Mr. Goverdhan Das Lohiya (DIN: 07787326), Whole Time Director, Ms. Priti Lohiya (DIN: 07789249), Managing Director, Mr. Ritesh Lohiya (DIN: 07787331) Chief Financial Officer and Ms. Rashmi Shrimal (M. No. A60070), Company Secretary be and are hereby authorised to do all such acts, deed and things as may be necessary to give effect to the above resolution."

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

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

**Date: September 01, 2025
Place: Jodhpur**

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.09/2024 dated 19th September, 2024) ('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, the latest one being SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('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 are being sent by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, August 29, 2025 ('Record Date')**, received from the Depositories and whose e-mail address is registered with the Company/Depositories. A 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.pritiinternationaltd@gmail.com before the Annual General Meeting mentioning their Name, Client ID and DP ID, or Folio No.

7. The Notice of the 8th AGM and the Annual Report for the financial year 2024-25 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 the 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 a 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 15, 2025 to Friday, September 19, 2025**. 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 19, 2025**. At the AGM, such questions will be replied to 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 the 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 **Friday, September 19, 2025 ("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 **Tuesday, September 23, 2025, (9:00 AM IST)** and ends on **Thursday, September 25, 2025 (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., **Friday, September 19, 2025**, 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., **Friday, September 19, 2025**, 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 0291-3527209, 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:

EVEN	Commencement of E-voting	End of E-voting
800	Tuesday, September 23, 2025 (9:00 AM IST)	Thursday, September 25, 2025 (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 hereinbelow.

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	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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 the 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. Additionally, there are 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	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.jsp 3) 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

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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free No. 1800 22 55 33.
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.com or call at 022- 48867000.

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.

- Shareholders 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, 022-62638338.

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.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the AGM/EGM.

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, 022-62638338.

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.

Board Report

To
The Members,
Priti International Limited

The Board of Directors presents the Company's **Eighth (8th)** Board Report, together with the Audited Financial Statements for the financial year ended March 31, 2025 ('FY 2025').

1. Financial Results

In compliance with the provisions of the Companies Act, 2013 ("Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has prepared its Financial Statements as per Indian Accounting Standards ("Ind AS") for FY 2025. The standalone financial highlights of the Company's operations are as follows:

` in Lakh

Particulars	Current Financial Year (2024-2025)	Previous Financial Year (2023-2024)
Revenue from Operations	7706.35	9032.50
Other Income	319.86	235.91
Total Revenue	8026.21	9268.41
Less: Expenses	7325.79	7930.81
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	700.42	1337.60
Less: Depreciation/ Amortization/ Impairment	54.17	50.41
Profit /loss before Finance Costs, Exceptional items and Tax Expense	646.26	1287.19
Less: Finance Costs	6.48	3.48
Profit /loss before Exceptional items and Tax Expense	639.77	1283.71
Add/(less): Exceptional items	0.00	0.00
Add/(less): Extraordinary Items	0.00	0.00
Profit /loss before Tax Expense	639.77	1283.71
Less: Tax Expense (Current & Deferred)	164.38	326.95
Profit /loss for the year (1)	475.39	956.76
Total Comprehensive Income/loss (2)	(57.47)	(6.79)
Total (1+2)	417.92	949.97

2. Change in Nature of Business

The company is engaged in the activities of Domestic as well as Export trade of Wooden Handicraft and Textile products, however, during the year the Company had alter its object clause by insertion of new Sub-Clauses 7 & 8 of Clause III (A) of the Memorandum of Association of Company which

provide for trading of Solar energy power and other utility services along with general merchandise products foodstuffs, clothing, textiles, electronics, household goods, and industrial products etc. with an approval of members in Annual General Meeting held on 30/09/2024.

3. Dividend

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's performance for the FY 2025, has decided that it would be prudent, not to recommend any Dividend for the financial year 2025.

4. Reserves

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review to conserve its financial resources and to meet its growth plan.

5. Proceeds From Public Issues

During the financial year 2018-19, the Company has issued 7,00,800 Equity shares through Initial Public Offer ('IPO') at the Issue Price of Rs.75 each (including premium of Rs.65) raising capital of Rs. 5.256 Crores. Out of 7,00,800 shares issued, 35,200 shares were reserved for the Market Makers and the remaining shares were issued to the Public.

During the FY 2024, the Company had made deviation in the spending requirements of funds raised by way of Initial public offering after taking the approval from shareholders by way of Special Resolution dated July 19, 2023 by transferring of the Unutilized Amount of INR 30,05,000/-, out of the total Issue proceeds, from "Issue Related Expenses" to "Funding the working capital requirements" Thereafter, till the end of FY 2024, the proceeds of the IPO amounting to Rs. 525.60 Lakhs has been fully spent. As at the end of FY 2025, the IPO Proceeds has been fully utilized.

6. Management Discussion and Analysis

In terms of Regulation 34 and Schedule V of the SEBI Listing Regulations, Management Discussion and Analysis Report is presented in a separate section, forming part of the Annual Report.

7. Information About Subsidiary/ Joint Ventures/Associate Company

The Company does not have any Subsidiary, Joint Venture or Associate Company(ies).

8. Appointment Of Designated Person (Management and Administration) Rules 2014 - Rule 9 Of the Companies Act 2013

The Board of Directors hereby informs that, in accordance with Rule 9 of the Companies (Management and Administration) Rules, 2014, Mr. Goverdhan Das Lohiya, Whole time Director of the Company, was designated for the purposes of providing information, and extending cooperation for matters relating to the beneficial interest in shares, to the Registrar or other authorised officers in the Board Meeting held on 05/09/2024.

The details of the designated person are as follows:

Name	Goverdhan Das Lohiya
Designation	Chairperson and Whole-time director

Director Identification Number (DIN) / PAN	07787326
Date of Designation	05/09/2024

9. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company is required to transfer following amounts and shares to Investor Education and Protection Fund ("IEPF Authority") established under above rules:

a. Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer.

b. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.

Since the Company has no amount lying in the Unpaid Dividend Account, there is no such requirement of transferring any money or shares to IEPF Authority.

Further in terms of Rule 7(2A) of IEPF Rules, the Company is not required to appoint a Nodal Officer for the purposes of verification of claim and for co-ordination with IEPF Authority.

10. Material Changes and Commitments

During the year under review, the Company had obtained the approval of the Members on September 30, 2024, for variation of object clause of the company by insertion of new Sub-Clauses 7 & 8 of Clause III (A) of the Memorandum of Association of Company which provide for trading of Solar energy power and other utility services along with general merchandise products foodstuffs, clothing, textiles, electronics, household goods, and industrial products etc.

Further, No material changes and commitments affecting the financial position of the Company occurred during FY 2025.

11. Meetings of the Board of Directors and Committees thereof

The Board of Directors met Eight (8) times during FY 2025. A detailed update on the Board, its composition, governance of committees including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2025 and attendance of the Directors at each meeting has been provided in the Corporate Governance Report, which forms part of this Annual report.

12. General Meetings

During the year under review, the Seventh (7th) Annual General Meeting of the members of the Company was held on Monday, September 30, 2024.

No other General Meeting or Postal Ballot has been undertaken / carried out during FY 2025. The details of Seventh (7th) Annual General Meeting are provided in the Corporate Governance Report, which forms part of this Annual report.

13. Secretarial Standards

The Board of Directors affirms that the Company has complied with applicable Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

14. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the situation of the company at the end of the financial year and of the profit and loss of the company for that period.
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The directors had prepared the annual accounts on a going concern basis; and
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Statutory Auditors

M/s. P Singhvi & Associates, Chartered Accountants, (FRN: 113602W) was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 27th, 2023, to hold office till the conclusion of 11th AGM of the company to be held on year 2028.

The Board has duly examined the Statutory Auditors' Report to the Financial Statements for the year ended on March 31, 2025, which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes to Financial Statements section of this Annual report.

Further, The Auditors have not reported any fraud u/s 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

16. Secretarial Auditors

Ms. Reeptika Barmara, Practicing Company Secretary (C.P.No. 16551, FCS Membership No. 11280) was appointed as Secretarial Auditor of the Company for the Purpose of Conducting the Secretarial Audit for the FY 2025. The Secretarial Audit Report for the FY 2025 in form MR-3 is annexed herewith as **Annexure A** and forms part of this Report. The report does not contain any qualification, reservation, adverse remarks, or disclaimer.

In compliance with Regulation 24A of the Listing Regulations, the Annual Secretarial Compliance Report issued by the Secretarial Auditor was submitted to the stock exchange within the statutory

timelines. Further, the Secretarial Auditor have not reported any fraud u/s 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Furthermore, in terms of Section 204 of the Act, the Board of Directors have, on the recommendation of the Audit Committee, approved the appointment of FCS Reeptika Barmera, as the Secretarial Auditor of the Company, to hold office for a term of five (5) consecutive years with effect from financial year 2025-26 to financial year 2029-30, subject to approval of the Members of the Company at the ensuing AGM. Accordingly, a resolution seeking members' approval for the appointment of Secretarial Auditor of the Company forms part of the Notice of the 8th AGM forming part of this Annual Report.

17. Internal Auditors

M/s. Singhvi & Mehta, Chartered Accountant (FRN: 002464W) has been appointed as internal auditor of the company to carry out the internal audit for Two (2) consecutive financial years from Financial Year 2023-24 to Financial Year 2024-25.

The audit conducted by the Internal Auditor is based on an internal audit plan, which is reviewed each year in consultation with the Audit Committee. As per the report of the Internal Auditor, the policies, processes, and internal controls in the Company are generally adhered to while conducting the business. Further, Internal auditors periodically appraise the Audit Committee on findings/observation of Internal Audit and actions taken thereon.

Further, the Board of Directors in their meeting held on September 01, 2025, have on the recommendation of the Audit Committee approved the re-appointment of M/s. Singhvi & Mehta, as the Internal Auditor of the Company, for conducting Internal Audit for the Three (3) Financial Year 2025-26 to 2027-28.

18. Cost Record Maintenance and Cost Audit

The maintenance of Cost Records and requirement of Cost Audit as prescribed under the provisions of Section 148 of the Act and Rules made thereunder are not applicable to the business activities carried out by the Company.

19. Internal Financial Controls

The Company has comprehensive internal control mechanism and has in place adequate policies and procedures for the governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention, and detection of fraud and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Company's internal control systems are commensurate with the nature of its business, and the size and complexity of its operations and such internal financial controls concerning the Financial Statements are adequate.

The Statutory Auditors of the Company have reported unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the FY 2025.

The Audit Committee evaluates the internal financial control system periodically. The details of Internal Control System and their adequacy are provided in the Management Discussion and Analysis section forming part of this Annual report.

20. Agreements binding on the Company.

As on March 31, 2025, and as on the date of this report the Company or any of its Promoters, KMP, Management, Employees, Shareholders, Related Parties, has not entered into any Agreement, which has the purpose and effect of impact the management or control of the Company, or any other agreement covered in clause 5A of paragraph A of Part A of Schedule III SEBI Listing Regulations.

21. Loans, Guarantees and Investments

Details of loans, guarantees and investments, if any covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2025, are set out in Notes to the Standalone Financial Statements of the Company.

22. Particulars of Employees and Related Disclosures

The details disclosure required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith marked as **Annexure B** to this Report.

23. Disclosure of Additional Details under Schedule V of the Companies Act, 2013

A statement containing additional information, as required under Clause IV of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in the Corporate Governance Report (under the heading "Remuneration of Directors"), which forms part of this Annual Report.

24. Related Party Transactions

All Contracts, Arrangements and Transactions entered by the Company during FY 2025 with related parties ("RPTs") were in the ordinary course of business and on arm's length basis and were approved by the Audit Committee. Further, during the year under review, the Company has not entered into any contract/ arrangement/ transaction with related party which could be considered material in accordance with the Company's policy of Materiality of Related party transactions. Accordingly, the prescribed Form AOC-2 is not applicable to the Company for the financial year 2024-25 and hence does not form part of this report.

The Board of Directors of the Company had laid down the criteria for granting the omnibus approval by the Audit Committee, in line with the Policy on Related party transaction ("RPT Policy"). The said policy is available on the website of the Company at (<https://pritihome.com/wp-content/uploads/2024/02/POLICY-ON-RELATED-PARTY-TRANSACTIONS-1.pdf>)

In terms of Schedule V of the SEBI Listing Regulation the disclosure regarding transactions with person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company have been disclosed in the Notes to Standalone Financial Statements which form part of this Annual report.

Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the reports on related party transactions to the Stock Exchange.

25. Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo

As required by Section 134(3)(m) read with the Companies (Accounts) Rules, 2014, your director's report as below:

A. Conservation of Energy:

- | | |
|---|--|
| i. The steps taken or impact on the conservation of energy | In its endeavours towards conservation of energy, your Company ensures optimal use of energy, avoids wastages and endeavours to conserve energy as far as possible. |
| ii. The steps taken by the Company for utilizing alternate sources of energy. | <p>The Company has installed two Solar Plants at following places</p> <ul style="list-style-type: none"> • Mogra Factory situated at KH. No. 130, village Mogra Kallan opp. JIET college bridge tehsil Luni, Jodhpur, Rajasthan-342802 in 2022-2023. • Basni Factory situated at F-43 Mia Phase-1 Basni Jodhpur, Rajasthan 342005 in 2024-2025 <p>Which has sustainably reduced the electricity consumption in a better way.</p> |
| iii. The capital investment in energy conservation Equipment | <p>Mogra Factory Investment: Rs. 70.83 lacs</p> <p>Basni Factory Investment: Rs. 14.12 lacs</p> |

B. Technology Absorption:

- | | |
|--|---|
| i. The efforts made towards technology absorption | NIL |
| ii. The benefits derived like product improvement, cost reduction, product development or import substitution | Not Applicable |
| iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) | NIL |
| iv. Expenditure incurred on Research and Development | Your Company has not carried out any research and development activities during the year. |

C. Foreign Exchange Earnings and Outgo:

The details for foreign exchange earnings and outgo for FY2025 are as under:

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Foreign Exchange Earnings	1,535.31	2,335.85
Foreign Exchange Outgo	0.00	0.00

26. Risk Management

The Company has established a well-defined process of risk management, where in the identification, analysis and assessment of the various risks, measuring the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company, through its risk management process, aims to contain the risks within its appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

The company has developed and implemented risk management policy. The said policy is available on the website of the Company at (<https://prithome.com/wp-content/uploads/2024/02/POLICY-ON-RISK-MANAGEMENT-1.pdf>)

27. Annual Return

The Draft Annual Return (MGT 7) of the Company for the Financial Year 2025 is available on the website of the Company at (www.prithome.com/investor/).

28. Directors & Key Managerial Personnel**A. Board and Committee Composition**

As on March 31, 2025, the Board consists of Eight (8) Directors out of which more than half of the Board comprises of Independent Directors. Out of the 8 Board members, 3 (Three) are Women Directors including Managing Director.

The Chairperson to the Board is a whole-time director. The Audit and Nomination and Remuneration Committee has an Independent Director as its chairperson. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

Additional details regarding the Board of Directors, its committees, composition and terms of reference of its committees have been provided in the Corporate Governance Report, which forms part of this Annual report.

All the recommendations made by the Committees of the Board, including the Audit Committee, were accepted by the Board.

B. Appointment, Cessation and other changes in Board

During FY 2025, the following changes were made in Board by the Board of Directors of the company.

Appointments/ Re-appointments

- The appointment of **Mr.Yogendra Chhangani (DIN: 06424580)** and **Mr. Sanjay Kumar (DIN: 06523237)** as Non-Executive Independent Director of the company was approved by the members in the Annual General Meeting held on September 30, 2024, for the first term of 2 consecutive years.

- **Ms. Tamanna Kumari (DIN: 09678819)** was re-appointed by the members in the Annual General Meeting held on September 30, 2024, for the second term of two consecutive years.
- The cessation of **Mr. Deepak Tak (DIN: 09499017)** and **Mr. Sag Ram (DIN: 09498998)** took place upon completion of their tenure with effect from February 10, 2025.

C. Rotation of Directors

In terms of the provision of Section 152(6) of the Act, Mr. Goverdhan Das Lohiya (DIN: 07787326) is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment. The Board of Directors recommends his re-appointment for consideration by the members of the Company at the ensuing AGM.

D. New Appointments/ re-appointments proposed at the ensuing Annual General Meeting - Nil

E. Annual Performance Evaluation

The performance evaluation framework has been formulated in compliance with the provisions of the Companies Act, 2013, the Listing Regulations, and in line with the Guidance Note on Board Evaluation issued by SEBI in January 2017.

Pursuant to the Company's Corporate Governance Guidelines, an Annual Performance Evaluation was carried out for all Board Members, as well as for the functioning of the Board and its Committees. The evaluation exercise was led by the Chairman of the Nomination and Remuneration Committee, with emphasis on assessing performance and ensuring the effective functioning of the Board.

The outcomes of the Annual Performance Evaluation are disclosed in the Corporate Governance Report, which forms an integral part of the Annual Report.

F. Nomination and Remuneration Policy

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed the policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the Nomination and Remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at (<https://pritihome.com/wp-content/uploads/2024/02/NOMINATION-AND-REMUNERATION-POLICY-1.pdf>)

G. Declaration of Independent Directors

The Company has in terms of Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, received a declaration from all the Independent Directors that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Companies Act, 2013 and have complied with code of conduct as prescribed in Schedule IV to the Act. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

29. Deposits

a. Details relating to deposits covered under chapter V of Companies Act, 2013 (under Rule 8(5) of Companies (Accounts) Rules, 2014:

Particulars		Details
(i) Deposits accepted during year		Nil
(ii) Deposits remained unpaid or unclaimed at end of year		Nil
(iii) Default in repayment of deposits or payment of interest thereon		Nil
Particulars of Default	Amount of Deposit	Number of Cases
At the beginning of year	NA	NA
During year	NA	NA
At the end of year	NA	NA
(iv) Details of deposits which are not in compliance with requirements of chapter v of act		Nil

b. Particulars of transactions from Directors / Relatives during the year by a company but not considered as deposit as per rule 2 (1)(c)(viii) of the Companies (Acceptance of Deposit) Rules, 2014.

The Company has not accepted any money from the Directors under the proviso to Rule 2(1)(c)(viii) of Companies (Acceptance of Deposit) Rules, 2014.

30. Share Capital

As on March 31, 2025, the Authorised Share Capital of the Company is INR 15,00,00,000/- (1,50,00,000 Equity Shares of INR 10 each), whereas the Issued, Subscribed and Paid-Up Capital of the Company is INR 13,35,33,280/-.

During the year under review, the Company has not made any further allotment of securities, and accordingly, there has been no change in the share capital of the Company. Further, the Company has not issued any shares with differential voting rights, or any sweat equity shares during the year. The Company also does not have any Employee Stock Option Scheme in place.

Accordingly, the disclosures under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are not applicable.

31. Orders Passed by the Regulators or Courts or Tribunals etc.

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

32. Details on Corporate Social Responsibility (CSR)

The Corporate Social Responsibility ('CSR') activities of the Company are governed through the Corporate Social Responsibility Policy ('CSR Policy') approved by the Board. The CSR Policy guides in designing CSR interventions for improving quality of life of society and conserving the environment and biodiversity in a sustainable manner. The CSR Committee of the Board oversees the implementation of CSR Projects in line with the Company's CSR Policy.

The policy on Corporate Social Responsibility which is available on the website of the Company at (<https://pritihome.com/wp-content/uploads/2024/02/CSR-POLICY-1.pdf>)

During the year under review, the Company has spent INR 19Lakhs on CSR activities. The Annual Report on CSR activities as required under Section 135 of the Companies Act, 2013, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as **Annexure C** forming an integral part of this Board Report.

33. Corporate Governance

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Your company provides utmost importance in best Governance Practices which reflect our value system encompassing our culture, policies, and relationships with our stakeholders. Better governance practice enables the company to introduce more effective internal controls suitable to the nature of business operations, improve performance and provide an opportunity to increase stakeholders understanding of the key activities and policies of the organization. Integrity and transparency are key to our corporate governance practices to ensure that we always gain and retain the trust of our stakeholders.

The Company has complied with all the Corporate Governance requirements as provided in SEBI Listing Regulations and the Companies Act, 2013. The Company has prepared a Corporate Governance report in compliance with the Provisions of Schedule V of the SEBI Listing Regulations which forms part of this Annual report.

34. Prohibition of Insider Trading

The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

This Code, inter alia, lays down the procedures to be followed by designated persons while trading/dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers the Company's obligation to maintain a structured digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at (<https://pritihome.com/wp-content/uploads/2024/02/Code-for-Prevention-of-Insider-Trading-1.pdf>)

35. The Details of Application made or any Proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year.

During the year under review, neither any application has been made, nor any such proceedings were pending under the Insolvency and Bankruptcy Code, 2016, hence the company has nothing to report in this regard.

36. The Details of difference between amount of the Valuation done at the time of One-Time Settlement and the Valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

During the year under review, there have been no such instances wherein the company has undertaken the One-time settlement of any borrowings from banks or financial institutions. Your company has always been prompted to pay its dues therefore the company has nothing to report on this regard.

37. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The Company is committed to provide a safe and conducive work environment to its employees. The Company has in place POSH Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The details regarding the number of complaints received, disposed and pending during the current financial year, pertaining to incidents under the framework/ law are as follows:

Particulars	Number
Number of complaints pending at the beginning of the financial year	Nil
Number of complaints received during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints those remaining unresolved at the end of the financial year	Nil
Number of Sexual Harassment Complaints beyond 90 days.	Nil

38. Disclosures under Maternity Benefit Act, 1961

The provision of Section 2 of The Maternity Benefit Act, 1961 applies to:

(a) to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment where in persons are employed for the exhibition of equestrian, acrobatic and other performances

(b) to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months.

The Company ensures that all eligible women employees are provided with maternity benefits in accordance with the Act, including but not limited to paid maternity leave, nursing breaks, and protection from dismissal during maternity leave

39. Acknowledgment

Your directors place on records their deep appreciation for the continued guidance, support, and cooperation extended by all stakeholders including shareholders, customers, bankers, financial institutions, suppliers, business associates, government authorities, and regulators.



8th ANNUAL REPORT

2024-2025

The Board also expresses its sincere gratitude to the Company's employees at all levels for their dedicated efforts, hard work, and commitment, which have been integral to the Company's performance and growth.

The Directors further acknowledge with appreciation the trust and confidence reposed by the members of the Company and look forward to their continued support in the years ahead.

For & on Behalf of Board of Directors of
Priti International Limited

Date: September 01, 2025
Place: Jodhpur

Sd/-
Goverdhan Das Lohiya
Chairman
DIN: 07787326

ANNEXURE A**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

PRITI INTERNATIONAL LIMITED

(CIN: L36994RJ2017PLC058454)

PLOT NO. F-43 BASNI IST PHASE

JODHPUR, RAJASTHAN-342001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRITI INTERNATIONAL LIMITED** having the **CIN: L36994RJ2017PLC058454** (hereinafter called "**the Company**"). Secretarial Audit 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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company 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 the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 ('**the Act**') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**');
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable as the Company has neither offered any shares/granted any options pursuant to any employee benefit scheme nor has issued any sweat equity shares during the financial year under review);**
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable as the Company has not issued and delisted/propose to delist its equity shares from any Stock Exchange during the financial year under review);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable as the Company has not issued and listed any non-convertible securities during the Financial Year under review) and;**
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 **(Not Applicable as the Company has not bought back/propose to buy back any of its securities during the Financial Year under review);**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards pursuant to the section 118(10) of the Act, issued by The Institute of Company Secretaries of India (ICSI).
- (ii) Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further a notice under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received to the Company, during the reporting period for which the Company has made proper response.

I further report that the Company has, in my opinion, complied with the provisions of other Laws applicable to the company namely:

- Employees State Insurance Act, 1948 is applicable to the Company, and the Company has complied with all the provisions of the act.
- Employees Provident Fund and Miscellaneous Provisions Act, 1952 is applicable to the Company and the Company has complied with all the provisions of the act.
- Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013.
- All other Labour, Employee, and Industrial Laws to the Extent applicable to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Goods and Services Tax Law, Excise & Custom Laws, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except when a meeting was held by providing a shorter notice, in which case the Board ratified the holding of such meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting member's view, if any are captured and recorded as part of Minutes.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period the company has taken following actions and enter into following events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- (i) Mr. Deepak Tak (DIN: 09499017) and Mr. Sag Ram (DIN: 09498998) ceased to be Director of the Company due to completion of their tenure with effect from February 10, 2025.
- (ii) Ms. Tamanna Kumari (DIN: 09678819) was re-appointed for the second term of two consecutive years by the Members in its AGM dated September 30, 2024.
- (iii) Mr. Yogendra Chhangani (DIN: 06424580) and Mr. Sanjay Kumar (DIN: 06523237) was appointed as Non-Executive Independent Director of the company for Two consecutive years in its AGM dated September 30, 2024.
- (iv) Memorandum of Company has been altered by addition of Object clause new Sub-Clauses 7 & 8 of Clause III (A) with respect trading of Solar energy power and other utility services along with general merchandise products foodstuffs, clothing, textiles, household goods, and industrial products etc. with the approval of the Members in its Annual General Meeting held on dated September 30, 2024.

Sd/-

Place: Jodhpur
Date: 01/09/2025
UDIN: **F011280G001131652**

Reeptika Barmera
Practising Company Secretary
FCS No.: F11280
C P No.:16551
PR No. 2228/2022
FR NO. S2023RJ931700

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

Annexure A

To,

The Members,

PRITI INTERNATIONAL LIMITED

(CIN: L36994RJ2017PLC058454)

PLOT NO. F-43 BASNI IST PHASE JODHPUR

RAJASTHAN-342001

The Secretarial Audit Report for the financial year ended March 31, 2025, of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit 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. I believe that the processes and practices we followed provide a reasonable basis for my opinion.
3. I have relied on report of Statutory Auditors for compliances of the applicable Financial Laws including Direct and Indirect Tax Laws, Accounting Standards, the correctness and appropriateness of Financial Records, Cost Records and Books of Accounts of the company since the same have been subject to review by respective Auditors and other designated professionals.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. I have reported, in my audit report, only those non-compliances, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials or affairs of the Company.

Sd/-

Place: Jodhpur

Date: 01/09/2025

Reeptika Barmera

Practising Company Secretary

FCS No.: F11280

C P No.:16551

PR No. 2228/2022

FR NO. S2023RJ931700

ANNEXURE B
Particulars of Employees and Related Disclosures

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Sub-Section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosures	
I.	The ratio of remuneration to each director to the median remuneration of the employees for the financial year	MD	3.371907329
		WTD	2.950418913
		ED cum CFO	4.495876438
II.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	MD	0%
		WTD	0%
		ED cum CFO	0%
		CS	33.98%
III.	The percentage increase in the median remuneration of employees in the financial year	20.64	
IV.	The number of permanent employees on the rolls of the Company as at the end of FY 2025	78	
V.	Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	NA	

This is to confirm that the remuneration of Directors, Key Managerial Personnel and Senior Management is in confirmation with the Nomination and Remuneration Policy of the Company.

Further, the Company do not have any employee, who was:

1. In receipt of Remuneration, which, in the aggregate, is not less than one crore and two lakh rupees; or
2. In receipt of Remuneration, for any part of the year, at a rate, which is not less than eight lakh and fifty thousand rupees per month; or

3. In receipt of Remuneration in that year, which, in the aggregate, or as the case may be, at a rate, which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director and holds by himself or along with his Spouse and Dependent Children, not less than Two Percent of the Equity Shares of the Company.

Except Mr. Ritesh Lohiya, Executive Director and Chief Financial Officer of the Company, whose details in terms of Rule 5(2) is as follows:

Designation	Executive Director and Chief Financial Officer of the Company
Remuneration received	INR 48,00,000/-
Nature of Employment	Full Time Employment
Qualification and Experience	Bachelor of Commerce (having experience of 30 Years)
Date of Commencement of Employment	Associated with the Company since Incorporation
Age	53 Years
Last Employment	Mr. Ritesh Lohiya Founder Promoter of the Company and was also Founder Promoter of the predecessor business M/s. Priti International
Percentage of Equity Shares held in terms of Rule 5(2)(iii)	Ritesh Lohiya: 2.94% Ritesh Lohiya HUF: 4.11% Priti Lohiya: 48.69% Ritika Lohiya: 0.22% (above % is on fully diluted basis)
Whether Such employee is relative of any other Director	Mr. Ritesh Lohiya is Spouse of Mrs. Priti Lohiya (Managing Director) and Son of Mr. Goverdhan Das Lohiya (Whole Time Director and Chairperson) and Mrs. Leela Lohiya (Non-Executive Director).

For & on Behalf of Board of Directors of
Priti International Limited

Date: September 01, 2025
Place: Jodhpur

Sd/-
Goverdhan Das Lohiya
Chairman
DIN: 07787326

ANNEXURE C**Annual Report on CSR Activities
to be Included in the Board's Report
For Financial Year ending March 31st, 2025****1. Brief outline on CSR Policy of the Company:**

Corporate Social Responsibility (CSR) is the way and means through which Corporates can repay the obligations made by the Society by contributing the resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of sustainability. Organizations should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Therefore, it is the core Social Responsibility of Priti International Limited to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Board of Directors of the Company is under obligation to review, monitor and provide strategic direction to the Company's CSR and sustainability practices towards fulfilling its objectives. The Board also guides the Company in crafting unique models to support creation of sustainable livelihoods together with environmental regeneration.

Every year, the Board approves an Annual CSR Action Plan delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes.

- 2. Composition of CSR Committee:** The Company is not under an obligation to constitute a CSR Committee as the Company's total obligation to contribute towards its CSR activities does not exceed INR 50 Lakhs. Accordingly, this clause is Not Applicable.
- 3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

(/https://pritihome.com/wp-content/uploads/2024/02/CSR-POLICY-1.pdf)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. NO.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	2023-24	NA	NA
2	2022-23	NA	NA
3	2021-22	NA	NA
	Total	NA	NA

6. Average net profit of the company as per section 135(5).

Rs. 94759002.98

- (a) Two percent of average net profit of the company as per section 135(5)

Rs. 1895180.00

- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.

Rs. (0.00)

- (c) Amount required to be set off for the financial year, if any

Rs. (0.00)

- (d) Total CSR obligation for the financial year (7a+7b-7c)

Rs. 1895180.00

- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 19,00,000/-	0	NA	NA	0	NA

- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	1895180
(ii)	Total amount spent for the Financial Year	1900000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	4830
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	4830

7. (a) Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under <u>section 135</u> (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per <u>section 135</u> (6), if any.			Amount remaining to be spent in succeeding financial years. (In Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1	2023-24	N.A	N.A	N.A	N.A	N.A	N.A
2	2022-23	N.A	N.A	N.A	N.A	N.A	N.A
3	2021-22	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

- ☐ Yes
☒ No

If Yes, enter the number of Capital assets created/ acquired

NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete addresses and location of the property]	Pin-code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--



8th ANNUAL REPORT

2024-2025

9. Reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Not Applicable since the Company has fulfilled its CSR Obligation in entirety, as it has spent a total of INR 19 Lakhs towards its Corporate Social Responsibility.

For & on Behalf of Board of Directors of
Priti International Limited

Date: September 01, 2025
Place: Jodhpur

Sd/-
Goverdhan Das Lohiya
Chairman
DIN: 07787326

Management Discussion and Analysis Report**Industry Structure and Developments****a) The Handicraft Industry:**

The Indian handicraft sector is one of the most vibrant and culturally rich contributors to the nation's economy, employing over seven million artisans and craftsmen across rural and semi-urban areas. Traditionally considered a cottage industry, it has evolved into a major revenue generator and exporter, showcasing consistent growth of around 15% in previous years.

In FY 2023–24, handicraft exports stood at USD 3.3 billion, marking a 6–8% decline compared to the prior fiscal due to global demand volatility, inflationary pressures in key markets (notably the US and Europe), and shipping disruptions. Despite these headwinds, the sector continues to receive significant government support through initiatives such as the Comprehensive Handicrafts Cluster Development Scheme (CHCDS) and the National Handloom Development Programme (NHDP). Over the last five years, 6.4 lakh weavers and 5.1 lakh artisans have benefited from various training, design innovation, and marketing infrastructure programs.

There is huge demand for the Indian Handicraft products in both national and international market. To match the demand and supply with quality, there is need to have greater technological support and innovativeness with uniqueness in industry. The significant advances in the availability of handicraft products on various online portals are bolstering market growth in India. Various types of handicraft use different kinds of raw materials that are sourced from different parts of the nation. These include wood, hand-printed textiles, leather crafts, metallic art ware, carpet, wood designs, shawls, various kinds of stone carvings, hand-printed textiles, and various designer ornamental jewelry. Thus, handicrafts are becoming increasingly popular as the country's travel and tourism industry grows.

The sector is now witnessing digital transformation, with increased presence on e-commerce platforms, modern cluster-based production models, and greater emphasis on contemporary design integration while preserving traditional crafts. Demand for Indian handicrafts remains strong both domestically and internationally, supported by tourism growth and the availability of diverse raw materials such as wood, textiles, leather, metal, stone carvings, and ornamental jewelry.

b) The Furniture Industry:

The Indian furniture industry has undergone significant transformation, driven by urbanization, rising disposable incomes, evolving consumer lifestyles, and growth of e-commerce channels. Valued at USD 23.8 billion in 2024, it is projected to reach USD 44.2 billion by 2033, growing at a CAGR of 6.4%.

Key trends include Shift towards modular, space-saving, and sustainable furniture solutions, Government support under Make in India and Aatmanirbhar Bharat initiatives, Increasing domestic manufacturing capacity through Production Linked Incentive (PLI) schemes

A notable trend is the growing preference for modular, space-saving, and sustainable furniture solutions. Additionally, government initiatives under the "Make in India" and "Aatmanirbhar Bharat" programs, coupled with Production Linked Incentive (PLI) schemes, are encouraging domestic manufacturing and reducing reliance on imports. Organized players are expanding their retail footprint and digital capabilities to tap into both Tier-1 and Tier-2 cities. With rising aspirations among middle-income households and increased traction from institutional and commercial buyers, the industry is poised for robust expansion, albeit with challenges related to raw material costs and supply chain standardization.

The moulded furniture business exhibited a muted performance amid persistent competitive pressure from both unorganized local players and organized industry counterparts. Intense price competition in the entry and mid-range segments posed significant challenges. In response, the Company strategically shifted its focus toward value-added and premium product offerings, aligning with the evolving preferences of the discerning Indian consumer. Simultaneously, we adopted competitive pricing strategies in the entry-level category to safeguard our market share.

The Indian furniture industry is popular in the nation and internationally because of its rich handicraft and attractive traditional art and design. The Indian Furniture market has evolved over time. It has broadened its market from chair and table to designed interiors like wardrobe or sofas. India is a place for unique and excellent creative work of furniture. Furniture has been an essential part of an Indian household for centuries. A major part of the Indian furniture industry accounts in the unorganized sector.

c) The Solar Industry:

The company has recently engaged into business of Solar.

The Budget has been allocated of Rs.10,000 crore for solar infrastructure (large parks, rooftop, off-grid projects).The extension of the PLI Scheme with Rs.24,000 crore to ramp up domestic solar module/cell manufacturing and reduce import reliance.

The Indian solar energy industry has emerged as a key pillar in the nation's transition to a sustainable and low-carbon energy future. As of March 2025, the country achieved a significant milestone by surpassing 107.9 GW of installed solar capacity, comprising both utility-scale and rooftop solar installations.

Solar generation for FY 2024–25 stood at 144.15 TWh, marking a substantial increase from the 115.97 TWh recorded in the previous year. The industry's structure is now increasingly vertically integrated, with major Indian players establishing end-to-end capabilities from polysilicon to

module assembly. Notable developments include Reliance Industries' massive Rs.75,000 crore investment in the Jamnagar Giga Complex and Tata Power's Rs.4,300 crore manufacturing project in Tamil Nadu. Domestic solar manufacturing has rapidly scaled, with module capacity reaching 74 GW and cell capacity 25 GW by March 2025, underpinned by the PLI scheme and customs duties that incentivize domestic production. India's solar PV exports surged to USD 2 billion in FY 2023–24, driven by strong demand from the United States, which accounted for over 95% of export volumes. Policy support remains robust, with regulatory innovations such as Karnataka's Distributed Solar PV Regulations 2025 enabling group net metering and residential solar adoption. However, industry continues to face challenges including high land acquisition costs, limited energy storage infrastructure, and increasing global competition. Management focus remains centered on achieving cost efficiency, backward integration, battery storage expansion, and capital access to fund long-term capacity growth.

Outlook

Priti International Limited continues to consolidate its position as one of India's most trusted and recognized furniture and lifestyle brands, offering a thoughtfully curated collection of interior solutions for modern living. Our designs blend contemporary aesthetics with diverse styles—from natural and minimalist to classic and premium—each crafted with clean lines, refined finishes, and uncompromising attention to detail. Over the years, our furniture and handicraft products have become an integral part of Indian homes and global interiors, often cherished for generations due to their strength, durability, and timeless appeal. Known for delivering high-quality, sustainable, and design-led solutions, we have earned a reputation for excellence across both retail and project-based markets, serving individual homeowners, corporates, designers, and institutional clients in India and abroad.

Looking ahead, we foresee continued positive momentum for our core furniture and handicraft business, driven by rising domestic demand, evolving consumer lifestyles, and increasing appreciation for handcrafted and sustainable furniture in international markets. With established exports to the USA, UK, Spain, Belgium, Holland, Turkey, Netherlands, Germany, and other global destinations, we are confident that repeat orders and long-term client relationships will sustain growth in FY 2025–26. Our marketing strategy will remain focused on participating in international fairs and exhibitions, expanding our digital presence, and building new collaborations with designers and distributors to reach a wider customer base. We expect our scalable, order-driven business model, supported by strong in-house capabilities for upcycling and transforming waste wood and metal into creative décor solutions, to reinforce our leadership position as a preferred global supplier of handcrafted furniture.

At the domestic level, our brand continues to penetrate deeper into the Indian market by offering affordable yet premium ready furniture solutions, making the process of choosing and owning furniture seamless and delightful. With manufacturing facilities in Basni, Boranada, and Mogra,

we cater to a wide product range spanning living room, bedroom, dining, and office furniture, as well as décor and textile-based products. This breadth, coupled with our commitment to customization, sustainable materials, and competitive pricing, strengthens our value proposition and enhances customer loyalty across multiple segments.

In alignment with our long-term vision of sustainable and diversified growth, we have ventured into the solar energy sector during the year. With India surpassing 107 GW of installed solar capacity and the sector expected to grow at an annual rate exceeding 20–25 GW, this strategic expansion is aimed at reducing energy costs for our own manufacturing operations while tapping into emerging opportunities in captive and commercial solar projects. This initiative not only aligns with our sustainability ethos but also opens new revenue streams, positioning Priti International Limited as a forward-looking company integrating traditional craftsmanship with clean energy solutions.

As we move into the next fiscal period, our strategic priorities include expanding global export footprints, enhancing product innovation, scaling domestic retail presence, optimizing operational efficiencies, and driving sustainable initiatives across our value chain. With our legacy of quality craftsmanship, strong supplier and customer relationships, and new ventures in renewable energy, Priti International Limited is well-poised to deliver resilient and sustainable growth while creating long-term value for its stakeholders.

Currently the Company is carrying on its manufacturing units on following locations:

1. F-43 MIA, Phase I Basni Jodhpur, 342005.
2. Khasara No. 20, Opp. Meera Sansthan, Boranada, Jodhpur, 342012
3. Khasara No. 130/2/3/4 Mogra Kallan by The Side Off JIET College Bridge, Pali Road 342802

Recent Government Initiatives:

Pradhan Mantri Vishwakarma Kaushal Samman (PM-VIKAS)

The **PM-VIKAS** has been launched by the Ministry of MSME in September 2023, it aims to benefit over 3 million artisans by providing skilling, toolkit vouchers up to Rs. 15,000, marketing support, and access to collateral-free business loans at 5% interest. As of the latest data, over 2.37 million artisans have successfully enrolled, and more than 11 lakhs have received training

National Handicraft Development program (NHDP)

The National Handicraft Development Programme (NHDP) is a flagship initiative of the Ministry of Textiles, Government of India, aimed at the holistic growth and sustainability of the handicraft sector. It provides financial, technical, design, marketing, and infrastructure support to artisans and craft clusters across the country. The program focuses on skill development, design

innovation, technology upgradation, raw material support, common facility centers, and market linkages through domestic and international fairs.

Under NHDP, over 6 lakh artisans have benefited in recent years, gaining access to modern tools, improved production techniques, and enhanced visibility on e-commerce platforms. The scheme also encourages the preservation of traditional crafts, boosts employment generation in rural areas, and enhances the global competitiveness of Indian handicrafts.

PM Surya Ghar: Muft Bijli Yojana

Launched in February 2024, this landmark scheme targets 1 crore households, offering rooftop solar systems with subsidies of up to Rs.78,000 per household, along with 300 units of free electricity per month. Over 10 lakh households have been onboarded, with Rs. 4,770 crores in subsidies disbursed by March 2025

Opportunities and Threats**Opportunities**

Rising Global Demand for Handcrafted and Sustainable Products: Increasing consumer preference for eco-friendly, artisanal, and ethically sourced furniture provides strong growth prospects in both domestic and international markets.

Export Market Expansion: With established presence in countries like the USA, Spain, Belgium, Holland, Turkey, and Germany, along with government support through schemes such as NHDP, PM Vishwakarma Yojana, and ODOP, there is significant scope to scale exports further.

Digital and E-commerce Growth: Online retail channels and collaborations with major global marketplaces present opportunities to reach wider customer segments, particularly in Tier-2 and Tier-3 cities as well as overseas markets.

Product Diversification and Customization: The ability to offer bespoke, made-to-order furniture and décor solutions enhances value proposition and caters to evolving customer preferences.

Renewable Energy Expansion: Entry into the solar energy sector offers long-term growth potential amid India's ambitious renewable energy targets, government subsidies (e.g., PM Surya Ghar Yojana, PLI scheme), and rising corporate adoption of clean energy solutions.

Government Support and Cluster Development: Continuous policy support for artisans, MSMEs, and export-led manufacturing through NHDP, design upgradation programs, and international trade fairs boosts industry competitiveness.

Threats

Global Economic Uncertainty: Fluctuations in demand from key export markets due to economic slowdowns, inflation, or geopolitical factors may impact sales volumes.

Raw Material Price Volatility: Dependence on wood, metal, and textiles exposes the company to fluctuations in input costs, which may affect margins.

Unorganized Sector Competition: The presence of low-cost, unbranded players in domestic markets may create pricing pressures, particularly in the furniture segment.

Supply Chain Disruptions: Logistics delays, container shortages, and high shipping costs can affect timely delivery of export orders.

Regulatory and Environmental Compliance: Increasing global and domestic environmental regulations may necessitate additional investments in sustainable sourcing and manufacturing practices.

Technological and Quality Risks in Solar Projects: As a new entrant in the solar segment, the company faces execution risks, policy changes, and high capital intensity challenges that could impact profitability in the initial stages.

Risks and Concerns

The Company operates in a dynamic business environment that is subject to various risks which may impact its operational and financial performance, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives.

Raw Material Price Volatility: The furniture and handicraft industry relies heavily on raw materials such as wood, metals, and textiles. Price fluctuations in these materials, driven by global demand-supply imbalances, seasonal factors, and geopolitical uncertainties, can significantly impact production costs. Prolonged price increases may compress profit margins if they cannot be fully passed on to customers.

Supply Chain Disruptions: The Company's operations are dependent on timely availability of raw materials and efficient logistics for export fulfillment. Disruptions caused by container shortages, shipping delays, port congestion, and increased freight costs can adversely affect delivery schedules and customer satisfaction, potentially resulting in order cancellations or penalties. Present risk concern is the Tariff increase in US market.

Intense Market Competition: The furniture and handicraft sector faces strong competition from both organized domestic players and small unorganized units offering low-cost alternatives. This competitive environment exerts pricing pressures and demands continuous

investments in new product designs, quality enhancement, and innovation to retain and expand market share.

Foreign Exchange Fluctuations: As a significant portion of the Company's revenues comes from exports, fluctuations in currency exchange rates, especially depreciation of foreign currencies against the Indian Rupee, can impact profitability. Although the Company uses hedging mechanisms to mitigate this risk, market volatility can still lead to unforeseen losses.

Global Economic and Trade Policy Risks: Heavy reliance on international markets exposes the Company to risks from global economic downturns, changes in trade agreements, tariff barriers, or alterations in import policies of key destination countries. Any of these factors could lead to a reduction in export demand or increased operational costs.

Environmental and Regulatory Compliance: Stringent environmental norms regarding sourcing of wood and metals, proper waste management, and initiatives for reducing carbon footprint are increasingly becoming mandatory. Ensuring compliance requires continuous monitoring, investments in eco-friendly processes, and adherence to certification requirements, potentially increasing operational expenses.

Risks in Solar Energy Business:

- **Execution Challenges:** Being a relatively new venture, solar projects are exposed to risks of project delays, site development issues, and technological hurdles that can impact timely completion and revenue realization.
- **High Capital Requirements:** Solar projects are capital-intensive, requiring significant upfront investments with long payback periods, creating financing and liquidity risks.
- **Policy and Regulatory Changes:** Shifts in government policies, subsidy structures, or taxation frameworks can affect project viability and returns on investment.
- **Competition from Established Players:** Larger, well-established companies in the solar sector pose challenges in terms of pricing, technology adoption, and market penetration.
- **Supply Chain Constraints:** Availability of critical components such as solar panels, inverters, and batteries may be affected due to global supply shortages or price hikes.
- **Grid Integration Risks:** Issues related to power evacuation, grid connectivity, or regulatory approvals may impact energy distribution and project efficiency.

External Uncontrollable Factors: Despite proactive measures such as supplier diversification, robust quality checks, foreign currency hedging, and operational efficiency initiatives, certain external factors like geopolitical tensions, natural disasters, pandemics, or abrupt policy changes remain beyond management's control and may adversely influence overall business performance.

Internal Control System and Their Adequacy

The Company has instituted a comprehensive internal control framework designed to ensure effective management of operations, accuracy of financial reporting, and full compliance with applicable laws and regulations. The internal control system is commensurate with the size, scale, and complexity of the Company's business and is structured to safeguard assets, prevent and detect fraud or irregularities, and ensure operational efficiency.

The Company has implemented automated processes and ERP-based systems to enhance accuracy, prevent data inconsistencies, and maintain real-time monitoring of key operational activities. Regular internal audits are conducted by an independent internal audit team, supported by external professionals where necessary, to review the adequacy and effectiveness of existing controls. Findings from these audits are reported to the Audit Committee and senior management, ensuring timely corrective actions and continuous improvement of processes.

Risk management is an integral part of the internal control framework, enabling the identification and mitigation of operational, financial, and compliance-related risks. The Company continuously reviews and upgrades its internal controls to align with evolving business needs, technological advancements, and regulatory requirements. The Board of Directors, along with the Audit Committee, regularly evaluates the adequacy and effectiveness of these controls, ensuring that the system remains robust, reliable, and capable of safeguarding the Company's assets while fostering sustainable growth.

The Statutory Auditors of the Company have reported unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the FY 2025.

Discussion on Financial performance with respect to operational performance

Revenue from operations decreased to Rs.77.06 crore in FY 2025 compared to Rs.90.32 crore in FY 2024. Revenue from operations declined by approximately 14.68%. The decrease was primarily due to lower demand in key markets and operational disruptions affecting production and sales and hindrances in the international market due to various global reasons.

EBITDA decreased to Rs.7.01crore in FY 2025 from Rs.13.37 crore in FY2024. A decline of 47.56% since last year.

Profit after tax decreased to Rs.4.75 crore in FY 2025 from Rs.9.56 crore in FY 2024. A decline of 50.31% since last year.

PRITI HOME: The Company has its brand "**PRITI HOME**".

Priti Home is a brand of online Wooden Furniture store for Quality Home & Office Furniture in wide range of varieties and Style.

The Company, through its websites, generates a significant number of customers. As our business in customer focus, we keep developing new ideas to promote our business to all category of customers.

BANGALORE STORE:

The company has presented the offline store in the hub city Bangalore at a prime location at No. 13, 15TH Cross Road, 4th Phase, Sarakki J.P Nagar, Bengaluru, Bengaluru Urban, Karnataka 560078 which offers all the range of furniture products living room, dinning, kitchen, seating etc.

BORANADA STORE:

In previous year, the Company launched its Fourth offline store named “Priti Home”. This store is strategically located at Boranada, in the heart of the Blue City, Jodhpur, Rajasthan and is set to become a hub for businesses seeking high-quality, stylish, and functional furniture solutions. This Store is situated at Opp. Meera Sansthan, Boranada Main Road, Jodhpur, Rajasthan 342012.

The Company has a robust presence on all major social media platforms, such as Instagram, Facebook, YouTube, LinkedIn, Amazon, Flipkart and other E-Commerce Market Place. We have a young and dedicated team that manages our social media handles, keeping our customers and followers updated on our products. And Having the Offline Store is enabling the direct customer interaction resulting in increase in Revenue generation of the Company.

PriAuction.com

The Company has launched the New Auction Website “PriAuction.com”, a cutting-edge online platform that seamlessly integrates exclusive furniture and timeless antiques. “PriAuction.com” is poised to redefine the way enthusiasts and collectors engage with premium furniture and antique pieces. This launch marks a significant step forward for our Company, positioning us as a leader in the dynamic and evolving market of exclusive furniture and antiques and resulting into India’s first-ever vintage furniture e-auction site that we will use for auctioning period and rare pieces, original antiques, collector’s items and reproduction of old pieces, among others.

Government and Corporates Procurement Tenders

The Company has also achieved a milestone by fulfilling various Corporates and Government Procurement tenders for Furniture including orders from various well known establishments which gives us a significant step forward in our furniture segment. Also the order pending from

CRPF Headquarters was received this year. The 2 biggest order we received is from TATA MEMORIAL CENTRE & CRPF DELHI.

Airport Furniture segment

The Company have taken a strategic step towards diversification and expansion by entering the lucrative Airport Furniture segment. The Airport Furniture segment has presented significant opportunities for growth, and we are well prepared to capitalize on these prospects. This year we have dig out various opportunities in Airport Furniture segment through Airport Authority of India like Begumpet Airport, Kolkata Airport and Vijayawada Airport making PRITI a brand with fulfilling their needs and emerging and establishing more and more in this sector.

Segment-wise or product-wise performance

The Company is engaged in the business of handicrafts and currently operates in two segments viz.

- A) Wooden and Iron Handicraft;
- B)Textile Handicraft; and
- C) Solar Items.

A) Wooden and Iron Handicraft:

Revenue from operations decreased to Rs.72.80 crore in FY2025 compared to Rs. 89.36 crore in FY 2024.

B) Textile Handicraft:

Revenue from operations decreased to Rs. 26.50 Lakhs in FY 2025 compared to Rs.96.72 Lakhs in FY 2024.

C) Solar Items

Revenue from operations is Rs.3.98 crores as compared to nil revenue in the previous financial year.

The Company has provided detailed financial performance of its segments the “Segment Reporting” section of its Financial Statements, which forms part of this Annual Report.

Material Developments in Human Resources/Industrial relations front, including number of people employed:

The Human Resources (HR) function of an organization is vital to the creation and development of good quality and dedicated human capital, essential to the Company’s business and operations. The Company has Human Relations policies in place, which are reviewed and updated regularly in line with the Company’s strategic plans. The human relations team

continually conducts training programs for talent development. The Company aims to develop the potential of every individual associated with it as a part of its business goal.

The Company acknowledges the employees' contribution towards leading, thinking, working, creating, processing and dealing to enhanced growth.

The Company values its human resources as the principal drivers of change. The Company focuses on providing individual development and growth in a work culture that encourages teamwork and high performance.

Financial Performance and Analysis

The discussions in this section relate to the financial results pertaining to the year that ended March 31, 2025. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements.

The following table gives an overview of the financial results of the Company:

Rs. in Lakh

Particulars	Current Financial Year (2024-2025)	Previous Financial Year (2023-2024)
Revenue from Operations	7706.35	9032.50
Other Income	319.86	235.91
Total Revenue	8026.21	9268.41
Less: Expenses	7325.79	7930.81
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	700.42	1337.60
Less: Depreciation/ Amortization/ Impairment	54.17	50.41
Profit /loss before Finance Costs, Exceptional items and Tax Expense	646.26	1287.19
Less: Finance Costs	6.48	3.48
Profit /loss before Exceptional items and Tax Expense	639.77	1283.71
Add/(less): Exceptional items	0.00	0.00
Add/(less): Extraordinary Items	0.00	0.00
Profit /loss before Tax Expense	639.77	1283.71
Less: Tax Expense (Current & Deferred)	164.38	326.95
Profit /loss for the year (1)	475.39	956.76
Total Comprehensive Income/loss (2)	(57.47)	(6.79)

Total (1+2)	417.92	949.97
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Ratio Analysis:

The Company has witnessed a significant change in the financial ratios as compared to previous year which are as follows:

<u>S.no.</u>		<u>UNITS</u>	<u>31-Mar-2025</u>	<u>31-Mar-2024</u>
<u>Ratios –Financial Performance</u>				
1.	Operating Profit Margin	%	8.39	14.25
2.	Net Profit Margin	%	6.17	10.59
3.	Return on Net Worth	%	6.84	16.94
<u>Ratios -Growth</u>				
4.	Total Revenue	%	13.40	8.92
5.	EBITDA	%	47.68	28.44
6.	Profit After Tax	%	50.31	34.46
<u>Ratios- Balance Sheet</u>				
7.	Debtors Turnover	Times	8.82	6.85
8.	Inventory Turnover	Times	2.29	4.83
9.	Interest Coverage Ratio	Times	99.66	370.11
10.	Current Ratio	Times	7.04	4.75
11	Debt Equity Ratio	Times	0.00	N. A

Detailed Explanation on Change in Net Worth:

During the Year under review, the Company reported comparatively lower profitability as against the previous financial year, primarily on account of higher input costs and increased expenditure impacting operating margins, consequently, this has resulted in a moderation of the Return on Net Worth during the current year as compared to the previous year.

For & on Behalf of Board of Directors of
Priti International Limited

Date: September 01, 2025
Place: Jodhpur

Sd/-
Goverdhan Das Lohiya
Chairman
DIN: 07787326

Corporate Governance Report

Our philosophy on code of governance

The Company firmly believes that good corporate governance is the foundation of sustainable business and long-term value creation for stakeholders. Our philosophy on corporate governance is built on the core principles of transparency, integrity, fairness, accountability, and responsibility in all aspects of our operations. We recognize that sound governance practices are critical in enhancing stakeholder confidence and ensuring the Company's continued growth and success.

The Company's governance framework is designed not merely to ensure compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, but also to adopt and implement practices that go beyond statutory requirements. We strive to benchmark our practices against globally recognized standards and industry best practices, thereby ensuring that governance is not seen as an obligation but as a way of conducting business.

Our Board of Directors plays a pivotal role in upholding the highest standards of corporate governance. The Board provides strategic guidance, exercises independent judgment, and ensures that the management acts in the best interests of all stakeholders. The Board is supported by well-structured Committees, which oversee various aspects of governance including audit, risk management, nominations and remuneration, stakeholder relationships, and corporate social responsibility. Each Committee functions within defined terms of reference, thereby enabling focused and effective governance oversight.

The Company places significant emphasis on timely, accurate, and transparent disclosures to shareholders, regulators, and the wider public. We are committed to ensuring that all material information relating to the performance of the Company is disseminated in a fair and equitable manner. Our investor communication practices are designed to build trust, encourage engagement, and enable informed decision-making by our shareholders and stakeholders.

In line with our philosophy, the Company fosters a culture of ethical conduct and compliance across all levels of the organization. Employees are guided by the Code of Conduct, which outlines the principles of integrity, accountability, and respect for stakeholders. Mechanisms such as the Whistle-Blower Policy and Vigil Mechanism are in place to ensure that ethical concerns are raised and addressed in a transparent manner, free from fear of retaliation.

The Company's initiatives towards improving its Environmental, Social and Governance (ESG) performance and its contribution towards Sustainable Development Goals are appreciated at a global level.

The Company believes that effective corporate governance is a continuous journey rather than a one-time exercise. We remain committed to evolving our governance practices to meet the dynamic expectations of stakeholders, while aligning our operations with the broader principles of sustainability, social responsibility, and long-term business resilience.

Board of Directors

The Board of Directors, along with its committees, plays a pivotal role in guiding and supervising the management in order to safeguard and enhance the long-term interests of shareholders and other stakeholders. The Board is entrusted with ensuring that the Company is managed with the highest standards of integrity, efficiency, and accountability, while fulfilling the aspirations of stakeholders and meeting societal expectations.

In particular, the responsibilities of the Board include:

- Exercising appropriate oversight to ensure that the Company is managed in an efficient, ethical, and responsible manner.
- Monitoring the effectiveness of the Company's governance framework and initiating improvements as necessary.
- Providing strategic direction to the Company while ensuring effective monitoring of the management's performance.
- Exercising independent judgment on all corporate affairs to protect stakeholder interests.
- Delegating tasks involving potential conflicts of interest to an adequate number of Non-Executive Directors in order to ensure objective and independent decision-making.
- Reviewing and guiding the Company's overall strategy, major business plans, risk management policies, annual budgets, and performance objectives.
- Overseeing the implementation of strategic initiatives and monitoring corporate performance, including significant capital expenditures, mergers, acquisitions, and divestments.

Through these responsibilities, the Board ensures that the Company remains on a path of sustainable growth, while upholding the principles of transparency, fairness, and accountability in all its dealings.

Composition of the Board:

The Board of the Company comprises an optimal mix of Executive, Non-Executive, Independent, and Women Directors, in compliance with the requirements of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The composition also aligns with globally recognized best practices of corporate governance.

As on March 31, 2025, the Board consisted of eight (8) Directors, of which four (4) are Independent Directors, thereby ensuring that at least half of the Board is independent. The Board also includes three (3) Women Directors, one of whom is the Managing Director, reflecting the Company's commitment to diversity and inclusion. The Chairperson of the

Board is a Whole-Time Director. Both the Audit Committee and the Nomination and Remuneration Committee are chaired by Independent Directors, ensuring objectivity and impartiality in decision-making.

The composition of the Board is fully compliant with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. None of the Directors serve as a director or Independent Director in more than seven listed companies, and none of the Executive Directors serve as an Independent Director in any listed company. Further, no Independent Director of the Company serves as a Non-Independent Director on the Board of a company where any of the Company's Non-Independent Directors serves as an Independent Director.

Independent Directors play an active role in the functioning of the Board by constructively challenging assumptions, providing independent perspectives, and contributing to robust and well-balanced deliberations. Their participation ensures that strategic decisions are taken in the best interests of all stakeholders.

All Independent Directors of the Company are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act, along with the rules framed thereunder. Their tenure is in full compliance with the provisions of the Act. In accordance with Regulation 25(8) of the Listing Regulations, all Independent Directors have confirmed that they meet the prescribed independence criteria. Additionally, pursuant to Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.

Based on the disclosures received, the Board confirms that all Independent Directors meet the conditions specified under the Act and Listing Regulations and are independent of the management of the Company.

Category and number of other board of directors or committees in which a director is a member or chairperson:

Name (DIN) of Director	Category of Directorship	Directorship in Companies (Companies other than Priti International Limited)	Details of Membership and Chairmanship in the Committees (Companies other than Priti International Limited)	
			Chairman	Member
Goverdhan Das Lohiya (DIN: 07787326)	Wholetime Director and Chairperson	One (1) Unlisted Company	Nil	Nil

	(Promoter)			
Priti Lohiya (DIN: 07789249)	Managing Director (Promoter)	One (1) Unlisted Company	Nil	Nil
Ritesh Lohiya (DIN: 07787331)	Executive Director and Chief Financial Officer (Promoter)	One (1) Unlisted Company	Nil	Nil
Mahak Singhvi (DIN: 07397120)	Non-Executive Independent Director	Nil	Nil	Nil
Yogendra Chhangani (DIN: 06424580)	Non-Executive Independent Director	Nil	Nil	Nil
Leela Lohiya (DIN: 07787328)	Non-Executive Woman Director (Member of Promoter Group)	One (1) Unlisted Company	Nil	Nil
Sanjay Kumar (DIN: 06523237)	Non-Executive Independent Director	Nil	Nil	Nil
Tamanna Kumari (DIN: 09678819)	Non-Executive Independent Director	Nil	Nil	Nil

Notes:

1. Mr. Goverdhan Das Lohiya (DIN: 07787326) was re-appointed as Whole Time Director of the Company by members in their meeting held on July 19, 2023, for a period of Five (5) years w.e.f. December 31, 2023, to December 30, 2028.
2. The appointment of Mr. Yogendra Chhangani and Mr. Sanjay Kumar as Non-Executive Independent Director of the company up to September 30, 2026, was approved by the members in their meeting held on September 30, 2024.
3. The Cessation of Mr. Deepak Tak and Mr. Sag Ram took place due to completion of their tenure w.e.f. 10/02/2025.
4. The Membership / Chairmanship of Committees includes Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of the SEBI Listing Regulations.
5. The Relationships among Directors inter-se is as follows:
 - a. Mrs. Priti Lohiya is Spouse of Mr. Ritesh Lohiya and Daughter-in-law of Mr. Goverdhan Das Lohiya and Mrs. Leela Lohiya.
 - b. Mr. Ritesh Lohiya is Spouse of Mrs. Priti Lohiya and Son of Mr. Goverdhan Das Lohiya and Mrs. Leela Lohiya.

- c. Mr. Goverdhan Das Lohiya is Spouse of Mrs. Leela Lohiya and Father of Mr. Ritesh Lohiya and Father-in-law of Mrs. Priti Lohiya.
- d. Mrs. Leela Lohiya is Spouse of Mr. Goverdhan Das Lohiya and Mother of Mr. Ritesh Lohiya and Mother-in-law of Mrs. Priti Lohiya.

During the financial year 2024-25, none of our directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a director. For determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Number of Shares and Convertible Instruments held by Directors:

Name	No. of Equity Shares held (on a fully diluted basis)	No. of Convertible Warrants held(each convertible into one Equity Share of the Company of Rs 10/- each)
Goverdhan Das Lohiya ¹ (DIN: 07787326)	9,23,953 (6.92%)	0
Priti Lohiya (DIN: 07789249)	65,01,730 (48.69%)	0
Ritesh Lohiya ² (DIN: 07787331)	9,41,392 (7.05%)	0
Leela Lohiya (DIN: 07787328)	2,28,010 (1.71%)	0

Notes:

1. Shareholding of Goverdhan Das Lohiya includes shareholding of Goverdhan Das Lohiya HUF.
2. Shareholding of Ritesh Lohiya includes shareholding of Ritesh Lohiya HUF.
3. Other than above only Ms. Rashi Shrimal, Company Secretary and Compliance Officer of the Company hold Equity Shares in the Company as on March 31, 2025.

Meetings of the Board of Directors

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meeting. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The Company held minimum one (01) Board Meeting in each quarter and maximum gap between two consecutive meetings did not exceed one hundred & twenty (120) days. Additional meetings are held as and when necessary. Committees of the Board usually meet on the day of the formal Board meeting, or whenever the need arises for transacting business.

Eight (08) Board meetings were held during the financial year ending March 31, 2025. The details of attendance at meeting of Board of Directors are as follows:

Date of Board Meeting	Board Strength	No. of Director Present
Friday, April 19, 2024	8	8
Monday, May 27, 2024	8	8
Monday, June 10, 2024	8	8
Monday, August 12, 2024	8	8
Thursday, September 05, 2024	8	8
Thursday, November 14, 2024	10	10
Wednesday, January 01, 2025	10	10
Friday, February 14, 2025	8	8

Whether Attended Previous AGM held on September 30, 2024	Name of Director	No. of Board Meetings		% Of Attendance
		Entitle to Attend	Attended	
Yes	Goverdhan Das Lohiya (DIN: 7787326)	8	8	100%
Yes	Priti Lohiya (DIN: 7789249)	8	8	100%
Yes	Ritesh Lohiya (DIN: 7787331)	8	8	100%
Yes	Deepak Tak (DIN: 9499017)	7	7	100%
No	Leela Lohiya (DIN: 7787328)	8	8	100%
Yes	Mahak Singhvi (DIN: 7397120)	8	8	100%

No	Sag Ram (DIN: 9498998)	7	7	100%
Yes	Tamanna Kumari (DIN: 9498998)	8	8	100%
Yes	Yogendra Chhangani (DIN: 06424580)	3	3	100%
Yes	Sanjay Kumar (DIN: 06523237)	3	3	100%

Familiarisation Programmes for Independent Directors:

The Company has in place a structured Familiarisation Programme for its Independent Directors, with the objective of enabling them to gain a deeper understanding of the Company's business, operations, industry, and regulatory environment. The programme is designed to suit the individual interests and areas of expertise of the Independent Directors and includes structured orientation sessions as well as periodic updates on significant developments.

These initiatives ensure that the Independent Directors are well-equipped to discharge their roles and responsibilities effectively and to take informed and timely decisions in the best interests of the Company.

The details of the Familiarization Programmes undertaken have been disclosed on the Company's website and are available at (<https://pritihome.com/wp-content/uploads/2024/04/Details-of-Familiarization-Programmes.pdf>).

Skills / Expertise and Competencies of the Board of Directors:

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and the names of Directors who have such skills / expertise / competence:

Skills / Expertise	Management Skills	Business Leadership	Financial Expertise	Industry Knowledge and Experience	Global Experience
Goverdhan Das Lohiya	✓	✓	✓	✓	✓
Priti Lohiya	✓	✓	✓	✓	✓
Ritesh Lohiya	✓	✓	✓	✓	✓
Leela Lohiya	✓	✓	-	-	-
Mahak Singhvi	✓	✓	✓	✓	✓
Tamanna Kumari	✓	✓	✓	✓	-
Yogendra	✓	✓	✓	✓	-

Chhangani					
Sanjay Kumar	✓	✓	✓	✓	-

Committees of the Board

The Board has constituted several Committees of Directors with appropriate delegation of powers to enable focused deliberation on specific areas and to ensure timely resolution of diverse matters. These Committees play a pivotal role in upholding sound corporate governance practices, monitoring activities within their respective terms of reference, and assisting the Board in discharging its overall responsibilities.

Each Committee is constituted under the formal approval of the Board with clearly defined roles and responsibilities. The Company Secretary acts as the Secretary to all the Committees and provides requisite support to ensure effective functioning.

All recommendations and submissions made by the Committees, as statutorily required, were placed before the Board for consideration. During the financial year ended March 31, 2025, all such recommendations of the Committees were duly accepted by the Board. The Committees convene meetings at such intervals as may be deemed necessary or as required under applicable laws, and the minutes of their meetings are regularly placed before the Board for review.

The Committees of the Board are:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

Audit Committee

The primary objective of the Committee is to assist the Board in discharging its oversight responsibilities with respect to the following:

1. Ensuring the accuracy, integrity, and transparency of the Company's financial statements, along with adequate and timely disclosures.
2. Monitoring compliance with applicable legal and regulatory requirements.
3. Reviewing the professional qualifications, independence, and objectivity of the Company's independent auditors.
4. Evaluating the performance of the independent auditors and internal auditors; and
5. Overseeing the acquisitions and investments undertaken by the Company.

The Audit Committee, inter alia, provides strategic direction and oversight to the Company's audit functions and carries out the following responsibilities:

- Reviewing the Company's financial performance and ensuring compliance with applicable Accounting Standards.
- Overseeing the appointment, re-appointment, performance, and independence of statutory auditors, and facilitating direct interaction with them.
- Reviewing and approving related party transactions in accordance with applicable laws.
- Evaluating the adequacy and effectiveness of the internal control systems.
- Monitoring the functioning of the Whistle-Blower Mechanism; and
- Considering such other matters as are specified under Section 177 of the Companies Act, 2013, Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other terms of reference prescribed by law or entrusted by the Board from time to time.

All members of the Audit Committee are financially literate, and the Chairperson possesses accounting and/or financial management expertise. The Committee invites Senior Management personnel, including the Chief Financial Officer, along with the Statutory Auditors, Internal Auditors, and other financial experts, to attend its meetings as required.

The Audit Committee meets at least four times in a year and not more than one hundred and twenty days elapse between two meetings. Additional meetings are held as and when necessary.

Five (5) Meetings of Audit Committee were held during the financial year ending March 31, 2025. The details of attendance at Audit Committee meeting are as follows:

Name of the Member	Category	Designation	No. of Audit Committee Meetings	
			Entitle Attend to	Attended
Mahak Singhvi (DIN: 07397120)	Non-Executive Independent Director	Chairperson	5	5
Tamanna Kumari (DIN: 09678819)	Non-Executive Independent Director	Member	5	5
Goverdhan Das Lohiya (DIN: 07787326)	Whole-time Director	Member	5	5

Date of Audit Committee Meeting	Committee Strength	No. of Director Present
Monday, 27 May, 2024	3	3
Monday, 12 August, 2024	3	3
Thursday, 5 September, 2024	3	3
Thursday, 14 November, 2024	3	3
Friday, 14 February, 2025	3	3

Nomination and Remuneration Committee

The primary objective of the Nomination and Remuneration Committee is to:

1. Identify and recommend to the Board individuals qualified to be appointed as Directors and who may be appointed in Senior Management positions in accordance with the criteria approved by the Board.
2. Recommend to the Board the appointment, re-appointment, and removal of Directors and Senior Management personnel.
3. Formulate and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel, and Senior Management, ensuring that the remuneration is reasonable, sufficient, and linked to performance.
4. Devise a policy on Board diversity and succession planning for Directors and Senior Management; and
5. Carry out such other functions as are entrusted to it by the Board or prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Terms of Reference of the Nomination and Remuneration Committee, *inter alia*, include the following:

- Formulating criteria for the appointment and removal of Directors, Key Managerial Personnel (KMP), and Senior Management personnel.
- Recommending to the Board the Nomination and Remuneration Policy of the Company.
- Recommending to the Board the remuneration payable to Whole-time Directors, KMP, and Senior Management personnel.
- Reviewing the process for performance evaluation of the Board, its committees, and individual Directors, and providing necessary recommendations.
- Ensuring the implementation of the Board Diversity policy and succession planning; and

- Considering all other matters as specified under Section 178 of the Companies Act, 2013, Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other terms of reference as may be prescribed by law or entrusted by the Board from time to time.

The Committee has formulated Nomination and Remuneration Policy for Directors, KMPs and Senior Management of the Company and the same is available on Company's website at (<https://pritihome.com/wp-content/uploads/2024/02/NOMINATION-AND-REMUNERATION-POLICY-1.pdf>)

The criteria for making payments to Non-Executive Directors is available on our website at (<https://pritihome.com/wp-content/uploads/2024/02/Criteria-of-making-payments-to-Non-Executive-Directors-1.pdf>)

Two (2) Meetings of Nomination and Remuneration Committee were held during the financial year ending March 31, 2025. The details of attendance at Nomination and Remuneration Committee meeting are as follows:

Name of the Member	Category	Designation	No. of Board Meetings	
			Entitle Attend to	Attended
Mahak Singhvi (DIN: 07397120)	Non-Executive Independent Director	Chairperson	2	2
Tamanna Kumari (DIN: 09678819)	Non-Executive Independent Director	Member	2	2
Leela Lohiya (DIN: 07787328)	Non-Executive Non-Independent Director	Member	2	2

Date of Nomination and Remuneration Committee Meeting	Committee Strength	No. of Director Present
Thursday, 5 September, 2024	3	3
Friday, 14 February, 2025	3	3

Formal evaluation of the performance of the board, committee and individual directors:

In terms of Rule 8(4) of the Companies (Accounts) Rules, 2014, The Board of Directors, in its meeting held on January 14, 2025, carried out the Formal Annual Evaluation of its own performance, its Committees and Individual Directors.

The Company has a structured assessment process for evaluation of performance of the Board, its committees and individual performance of each Director including the Chairman of the Board. The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics.

The performance of the Board was evaluated by each Director on parameters such as Management Skills, Business Leadership, Financial Expertise, Industry Knowledge & Experience and Global Experience.

Directors were also evaluated individually by all other Directors (except the directors who are subject to evaluation) on the parameters such as his/her preparedness at the Board Meetings, devotion of time and efforts to understand the Company and its business, quality of contribution at the Board Meetings, application of knowledge, communication with Board Members, Senior Management and Key Managerial Personnel.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairman of the Board after considering the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to perform their duties effectively and reasonably.

During the year under review, questionnaires were also circulated to the members of the Board and respective Committees soliciting their feedback on the performance of the Board, its committees and individual Directors for the FY 2025.

The overall performance evaluation exercise was completed to the satisfaction of the Board.

The outcome of evaluation was presented to NRC and the Board and key outcomes; actionable areas were discussed and the same would be acted upon.

Meeting of Independent Directors:

In terms of requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Listing Regulations, the Meeting of Independent Directors was held on January 14, 2025. And Mr. Mahak Singhvi is the Lead Independent Director of the Company.

In such meeting, The Independent Directors, inter alia, evaluated:

- a) The Performance of Non-Independent Directors and the Board of Directors as a whole.
- b) The Performance of the Chairperson of the Board, considering the views of Executive Directors and Non-Executive Directors.
- c) The Quality, Quantity and Timeliness of flow of Information between the Management of the Company and the Board of Directors necessary for effective and reasonable performance of the duties.

Stakeholders Relationship Committee

In compliance with Section 178(5) of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee has been formed to specifically focus on the services to shareholders/investors.

During the year under review, the Stakeholders Relationship Committee met once on February 14, 2025, under the Chairmanship of Ms. Leela Lohiya (DIN: 07787328).

The Terms of Reference of Stakeholders Relationship Committee, inter alia, includes consideration and resolution of the grievances of security holders of the company and to specifically look into various aspects of interest of shareholders and other security holders.

The composition of and attendance at Stakeholders Relationship Committee meetings are given below:

Name of the Member	Category	Designation	No. of Board Meetings	
			Entitled to Attend	Attended
Leela Lohiya (DIN: 07787328)	Non-Executive Non-Independent Director	Chairperson	1	1
Tamanna Kumari(DIN: 09678819)	Non-Executive Independent Director	Member	1	1
Priti Lohiya (DIN: 07789249)	Managing Director	Member	1	1
Ritesh Lohiya (DIN: 07787331)	Executive Director and Chief Financial Officer	Member	1	1

During the financial year under review, No Complaint was received from the Shareholders of the Company. Hence, as at the closure of the year was under review, there were no pending complaints from the shareholders.

Ms. Rashi Shrimal is the Company Secretary & Compliance Officer of the Company. The Contact details of the Company Secretary is as follows:

F-43, M.I.A, PHASE-I, BASNI
JODHPUR, 342001 RAJASTHAN
+91 291 3527209
cs.pritiinternationaltd@gmail.com

The Contact information of the designated officials, who are responsible for assisting and handling investor grievances is as follows:

Mr. Goverdhan Das Lohiya

F-43, M.I.A, PHASE-I, BASNI
JODHPUR, 342001 RAJASTHAN
+91 93142 25699
g.d.lohiya@gmail.com

Senior Management Personnel

Particulars of senior management, including the changes therein since the close of the previous financial year, are as follows:

Sr. No.	Name	Designation	Date of Event of Change
1.	Ritesh Lohiya	Executive Director and Chief Financial Officer	-
2.	Rashi Shrimal	Company Secretary and Compliance Officer	-
3.	Rohit Kumar Sharma	Accounts Manager and General Manager	-

Remuneration of Directors

In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company.

The policy provides for criteria and qualifications for appointments of Directors, KMPs and SMPs, remuneration paid/payable to them, Board diversity, etc. The said policy has been uploaded on the website of the Company at (<https://pritihome.com/wp-content/uploads/2024/02/NOMINATION-AND-REMUNERATION-POLICY-1.pdf>)

The Company has a Code of Director and Senior Management Personnel, which is available on website of the Company (<https://pritihome.com/wp-content/uploads/2024/02/code-of-conduct-of-board-of-directors-and-senior-management-personnel-1.pdf>)

The criteria for making payments to Non-Executive Directors is available on our website at (<https://pritihome.com/wp-content/uploads/2024/02/Criteria-of-making-payments-to-Non-Executive-Directors-1.pdf>)

Remuneration of the Directors and Key Managerial personnel for the financial year 2025 is as follows:

Name of Director and KMP	Salary		Sitting Fees	Commission	Perquisites	Benefits	Bonus	Stock Options
	Fixed Pay	Variable Pay						
Goverdhan Das Lohiya	36,00,000.00	-	-	-	-	-	-	-
Priti Lohiya	36,00,000.00	-	-	-	-	-	-	-
Ritesh Lohiya	48,00,000.00	-	-	-	-	-	-	-
Leela Lohiya	-	-	-	-	-	-	-	-
Mahak Singhvi	-	-	-	-	-	-	-	-
Tamanna Kumari	-	-	-	-	-	-	-	-
Yogendra Chhangani	-	-	-	-	-	-	-	-
Sanjay Kumar	-	-	-	-	-	-	-	-
Rashi Shrimal	6,90,000.00	-	-	-	-	-	-	-

The Company has not entered into any pecuniary relationship or transactions with any of its Non-Executive Directors, except mentioned below:

Name of Director	Nature of Transaction	Total Amount paid/ received during the Financial Year 2025
Leela Lohiya (Non-Executive Non-Independent Director)	Payment of Rent Expenses	INR 36,00,000/-

During the year under Review, no salary, commission, sitting fee, benefits etc. was paid to any of the Non-Executive Director. The Company does not have any stock option scheme.

The Company make payments to its directors in the form of Fixed pay only. The Company does not have a policy to make variable pay, thus the requirement for providing performance criteria of Director is not applicable.

The tenure of office of the Managing Director, Whole-time Director, is for 5 (five) years from their respective date of appointment.

Following perquisites are eligible to be provided to Managing Director of the Company, in terms of Resolution passed at Extra Ordinary General Meeting dated July 20, 2022:

- I. Provident fund and superannuation:
 - A. The company's contribution towards provident funds as per rules of the company but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
 - B. Gratuity is payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
 - C. Encashment of leave at the end of tenure.

Other requirements as provided below:

- II. Car with driver: The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purposes will be billed by the Company or if the Director uses her own vehicle, the company will make reimbursements to her in addition to the above payments.
- III. The Company shall reimburse actual entertainment and travel expenses incurred by the Managing Director in connection with the Company's business.

Mrs. Priti Lohiya is also entitled to reimbursement of all legitimate expenses incurred by her in the performance of her duties and such reimbursement will not form part of her remuneration.

Following perquisites are eligible to be provided to Chief Financial Officer of the Company:

- I. Car with driver: The Chief Financial Officer will be provided with a car and driver for use on Company's business. Use of car for private purposes will be billed by the Company or in case the Director uses his own vehicle, the company will make reimbursements to him in addition to the above payments.
- II. The Company shall reimburse actual entertainment and travel expenses incurred by the Chief Financial Officer in connection with the Company's business.

The Agreement of Service of Chief Financial Officer can be terminated by Company or Managing Director/ Chief Financial Officer (as applicable) by giving a Notice in writing of not less than three months.

General Body Meetings

Annual General Meetings:

The details pertaining to last three Annual General Meetings of the Company are provided:

Financial Year	Date	Time	Venue	Particulars of Special Resolutions
2023-24	Monday, September 30, 2024	10.30 A.M.	Held through video conferencing / other audit-visual means [Deemed Venue- Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)]	1. Appointment of Mr. Yogendra Chhangani (DIN: 06424580) as the Non-Executive Independent Director of The Company. 2. Appointment of Mr. Sanjay Kumar (DIN: 06523237) as the Non-Executive Independent Director of The Company. 3. Re-appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013 4. Alteration of the Objects Clause of the Memorandum of Association of the Company.
2022-23	Wednesday, September 27, 2023	10.30 A.M.	Held through video conferencing / other audit-visual means [Deemed Venue- Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)]	No Special Resolution was passed.



PRITI

8th ANNUAL REPORT

2024-2025

Financial Year	Date	Time	Venue	Particulars of Special Resolutions
2021-22	Friday, September 30, 2022	11.00 A.M.	Registered Office of the Company situated at Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)	1. Appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013. 2. Alteration in Object Clause of Memorandum of Association of the Company. 3. Payment of Remuneration to Mr. Goverdhan Das Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act. 4. Payment of Remuneration to Mr. Ritesh Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act.

Extraordinary General Meetings:

During the year under review, no Extraordinary General meeting was held by the members of the Company.

Postal Ballot:

During the year under review, no resolution was passed by way of Postal Ballot.

Means of communication

Quarterly Results: The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and are generally published in the following newspaper: -

"Financial Express"

"Nafa Nuksan"

"Business Remedies"

The said results are also available on the website of the Company.

Website: The Company maintains a website (<https://pritihome.com/>) which depicts detailed information about its business activities. It contains a separate dedicated section namely "Investors" where all information relevant to members is made available. The Company's other press coverage and Analyst / Investor / Corporate presentation is also made available on the website. The Annual Report of the Company is also available on the website of the Company at (<https://pritihome.com/investor/>)

News releases, presentations: Official news releases and official media releases are also communicated to the Stock Exchanges and are also available on the website of the Company.

Corporate announcements of material information: The Company disseminates the requisite corporate announcements and material information through NSE Electronic Application Processing System (NEAPS) which is a web-based application and periodical fillings like shareholding pattern, corporate governance report, financial results, material/ price sensitive information, etc. are filed electronically on such designated platforms.

General Shareholder Information

- a) **Annual General Meeting:** The Date, Day, Time, and Venue of 8th Annual General Meeting of the Company have been set out in the Notice convening the Annual General Meeting, which forms part of this Annual Report.
- b) **Financial Year:** The Company follows April 01 to March 31 as its Financial Year.

- c) **Details of Stock Exchanges:** The Equity Shares of the Company are Listed on National Stock Exchange of India Limited.

The Scrip Code of Company is **PRITI**.

The Company has paid the Annual Listing Fees of the Stock Exchange for the Financial Year 2025.

- d) **Registrar and Transfer Agent:** Bigshare Services Private Limited are appointed as Registrar and Share Transfer (R&T) Agents of the company for both Physical and De-mat form. The Address is given below:

S6-2, 6TH Floor, Pinnacle Business Park, next to Ahura Centre,
Mahakali Caves Road, Andheri (East), Mumbai –400093, Maharashtra
Contact: 022 6263 8200
Email: investor@bigshareonline.com

- e) **Distribution of Shareholding as on March 31, 2025:**

SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	% to Shareholders	No. of Shares RS.	% of Shares
FROM	TO				
UPTO 5,000		21903	94.87%	16751360	12.55%
5,001	10,000	685	2.97%	5058130	3.79%
10,001	20,000	280	1.21%	4119800	3.09%
20,001	30,000	64	0.28%	1610270	1.21%
30,001	40,000	33	0.14%	1165850	0.87%
40,001	50,000	29	0.13%	1361980	1.02%
50,001	1,00,000	48	0.21%	3561110	2.66%
1,00,001 AND ABOVE		44	0.19%	99904780	74.81%
Total		23086	100.00%	133533280	100.00%

- f) **Dematerialization of Shares & Liquidity and Share Transfer System:**

Approximately One Hundred Percent (100%) (Except 5 Shares) of Shareholding of Equity Shares of the Company is held in dematerialized form. These shares can be transferred through the depositories without the Company's involvement.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Equity shares is INE974Z01015.

The Company's equity shares are among the most liquid and actively traded shares on the National Stock Exchange (NSE). And in terms of Regulation 40 of SEBI Listing Regulations, all the Share Transfer are done only in dematerialized form.

g) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on Equity:

In FY 2023, the Board of Directors of the Company approved Issuance of 29,76,000 Convertible Warrants on a preferential basis, each convertible into one Equity Share of the Company of INR 10/- each.

Out of the said warrants, the Board of Directors had allotted 12,41,500 Equity Shares of Rs. 10/- each pursuant to the request of warrants holders to exercise their right to conversion of Convertible Warrants into Equity Shares in its meeting held on October 15, 2022.

Further, during the previous year 2024, the Board of Directors allotted the remaining 17,34,500 equity shares of Rs. 10/- each in pursuant to the intimation on conversion of warrants received from warrant holders for conversion of warrants in their meeting held on December 12, 2023, and February 01, 2024, within Eighteen (18) months from the date of allotment of the said warrants.

Thus, during the year under review, no GDRs/ADRs/Warrants or convertible instruments were outstanding in the Company.

h) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company undertakes appropriate measures, from time to time, to hedge against foreign exchange risks in order to mitigate the impact of currency fluctuations. However, the Company has not engaged in any commodity price risk hedging activities, and accordingly, the disclosure under Clause 9(n) of Part C of Schedule V, as per SEBI Circular dated November 15, 2018, is not applicable.

The Company has a comprehensive Risk Management Policy, duly approved by the Board of Directors, which covers foreign exchange risks as well as other financial risks, including interest rate risks and credit risks.

Details of the Company's foreign exchange exposures for FY 2025 are provided in the Financial Statements, forming an integral part of this Annual Report.

i) Plant Locations:

The Company is carrying on its business, manufacturing and activities on following plants and location:

1. F-43 MIA, PHASE II BASNI JODHPUR, 342005

2. KHASARA NO. 20, OPP. MEERA SANSTHAN, BORANADA, JODHPUR, 342012
3. KHASARA NO. 130/2/3/4 MOGRA KALLAN BY THE SIDE OFF JIET COLLEGE BRIDGE, PALI ROAD 342802
4. NO. 13, 15TH CROSS ROAD, 4TH PHASE, SARAKKI J.P NAGAR, BENGALURU, BENGALURU URBAN, KARNATAKA 560078

j) Address for Correspondence:

Registered Office- Plot No. F-43, Basni Ist Phase, Jodhpur, Rajasthan- 342005 (+91 291 3527209)

Company Secretary and Compliance Officer- Miss. Rashmi Shrivastava Plot No.F-43, Basni Ist Phase, Jodhpur, Rajasthan- 342005 (+91 291 3527209, cs.pritiinternationaltd@gmail.com)

Registrar and Share Transfer Agent- Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra
Contact: 022 6263 8200
Email: investor@bigshareonline.com

k) Materially Significant Related Party Transactions:

All contracts, arrangements and transactions entered into by the Company with related parties during the financial year 2024-25 were in the ordinary course of business and on an arm's length basis. During the year, the company did not enter into any transaction, contract or arrangement with related parties that could be considered material in accordance with the Company's policy on dealing with related party transactions.

As required under Regulation 23 of the Listing Regulations, the Company has formulated a policy on related party transactions for the purpose of identification and monitoring such transactions. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The Policy has been amended to incorporate regulatory amendments in the SEBI Listing Regulations. The said Policy can be accessed on the Company's website at (<https://pritihome.com/wp-content/uploads/2024/02/POLICY-ON-RELATED-PARTY-TRANSACTIONS-1.pdf>)

Apart from receiving director's remuneration, none of the Directors have any pecuniary relationships or transactions vis-à-vis the Company, except as provided above. During the financial year 2024-25, no transactions of material nature were entered into by the Company with the Management or their relatives that may have a potential conflict of interest with the

Company, and the concerned officials have given undertakings to that effect as per the provisions of the Listing Regulations.

l) Details of non-compliance by the Listed Entity and Penalties during the last three years:

The Company has complied with the requirements of the Stock Exchanges and SEBI on matters related to Capital Markets, as applicable, during the last three years. However, during the year under review, a penalty was imposed by the National Stock Exchange of India Limited (NSE).

On October 14, 2024, the Company received a communication from NSE regarding non-compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and a fine of Rs. 11,800 (inclusive of GST) was levied.

It is pertinent to note that the said non-compliance did not have any material impact on the financial, operational, or other activities of the Company. An appropriate disclosure regarding this matter was also duly made to the Stock Exchange in accordance with applicable regulations.

m) Details of Establishment of Vigil Mechanism:

As per requirements of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has established a Vigil Mechanism for directors and employees to enable directors and employees to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/Employee(s) or any other person who avails mechanism and provides direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Code also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code.

The Policy has been disclosed on the Company's website at (<https://pritihome.com/wp-content/uploads/2024/02/WHISTLE-BLOWER-POLICY-1.pdf>)

n) Other Disclosures

1. During the year under review, the Board accepted all the recommendations of Committees of the Board, which are mandatorily required under the Companies Act, 2013 and SEBI Listing Regulations.

2. Total fees for all services paid by the Company, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part, is given below:

Particulars	FY 2025	FY 2024
Statutory Audit under the Companies Act, 2013	2,75,000.00	2,75,000.00
Tax Audit under the Income Tax Act, 1961	1,25,000.00	1,25,000.00
Other Services	1,00,000.00	1,00,000.00

The above fees are exclusive of GST.

3. The disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided in Board report of the Company.
4. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.
5. Compliance with discretionary requirements:

The Company is in the regime of financial statements with unmodified audit opinion.

The Company has a separate post of Chairperson and Managing Director since Incorporation. Mr. Goverdhan Das Lohiya acts as Chairperson of the Board and Mrs. Priti Lohiya acts as Managing Director of the Company.

The Internal Auditor directly reports to the Audit Committee and the Board.

6. Web link where Policy on dealing with Related Party Transactions is provided: (<https://pritihome.com/wp-content/uploads/2024/02/POLICY-ON-RELATED-PARTY-TRANSACTIONS-1.pdf>)

The Company has uploaded all the documents and reports referred to in this Annual Report on its website at (<https://pritihome.com/investor/>)

7. The Company has no amount lying in its Demat suspense account/ unclaimed suspense account as on March 31, 2025.
8. Details of utilization of funds raised through preferential allotment as on March 31, 2025, is as follows:



8th ANNUAL REPORT

2024-2025

(Rs. In Lakh)						
Original Object	Modified Object if any	Original Allocation	Modified allocation if any	Funds Utilised	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
Working Capital Requirements, Expansion of offline market business, and other General Corporate Purposes	NA	2916.48	-	2916.48	-	-
Total		2916.48	-	2916.48		

For & on Behalf of Board of Directors of
Priti International Limited

Date: September 01, 2025
Place: Jodhpur

Sd/-
Goverdhan Das Lohiya
Chairman
DIN: 07787326

Declaration

I, Priti Lohiya, Managing Director of Priti International Limited, hereby declare that as of March 31, 2025, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel laid down by the Company.

For Priti International Limited
Sd/-
Priti Lohiya
Managing Director

Place: Jodhpur
Date: September 01, 2025

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 17(8) and Schedule II Part B of
Securities and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

To,
The Board of Directors
PRITI INTERNATIONAL LIMITED
F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342001 INDIA

We, Priti Lohiya, Managing Director and Ritesh Lohiya, Chief Financial Officer of Priti International Limited ("Company"), to the best of our knowledge, hereby certify:

A. We have reviewed Financial Statements and the Cash Flow Statement for the year ending March 31, 2025, and that to the best of our knowledge and belief:

- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
- (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

- (1) Significant changes in Internal Control over Financial Reporting during the year
- (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements, and
- (3) Instances of Significant Fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

Sd/-
Priti Lohiya
Managing Director
DIN: 07789249

Sd/-
Ritesh Lohiya
Executive Director & Chief Financial Officer
DIN: 07787331

Place: Jodhpur
Date: September 01, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
PRITI INTERNATIONAL LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PRITI INTERNATIONAL LIMITED** having CIN: **L36994RJ2017PLC058454** and having registered office at Plot No. F-43 Basni Ist Phase, Jodhpur, Rajasthan – 342003 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name	Date of Appointment
1	07787331	RITESH LOHIYA	30/06/2017
2	07787326	GOVERDHAN DAS LOHIYA	30/06/2017
3	09678819	TAMANNA KUMARI	13/08/2022
4	07789249	PRITI LOHIYA	30/06/2017
5	07787328	LEELA LOHIYA	05/12/2017
6	07397120	MAHAK SINGHVI	05/12/2017
7	06424580	YOGENDRA CHHANGANI	30/09/2024
8	06523237	SANJAY KUMAR	30/09/2024



8th ANNUAL REPORT

2024-2025

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jodhpur
Date: September 01, 2025
UDIN: F011280G001131795

Sd/-
Reeptika Barmera
Practicing Company Secretary
FCS No.11280
C P No. 16551
PR No.2228/2022

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) and Schedule V Para E of
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

To,

The Members

PRITI INTERNATIONAL LIMITED

I have examined compliance by **PRITI INTERNATIONAL LIMITED** with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Sebi Listing Regulations") relating to Corporate Governance for the year ended March 31, 2025.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Sebi Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the SEBI Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Reeptika Barmera

Practicing Company Secretary

FCS No.11280

C P No. 16551

PR No.2228/2022

Place: Jodhpur

Date: September 01, 2025

UDIN: F011280G001131762

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS
M/s PRITI INTERNATIONAL LIMITED
JODHPUR (RAJASTHAN)

REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS**OPINION**

We have audited the accompanying Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** (CIN:L36994RJ2017PLC058454) ("The Company"), which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended on that date and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing ("SA") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

KEY AUDIT MATTER

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current

period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a Whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

INFORMATION OTHER THAN THE STANDALONE IND AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Management & Board of Director's is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility, Corporate Governance and Shareholders' Information, but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information therein; we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Management and Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS

Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, Management & Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143 (3) (i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place with reference to Standalone Ind AS Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure - A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, based on our audit, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Standalone Ind AS Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of aforesaid Standalone Ind AS Financial Statements have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of accounts and the records maintained for the purpose of preparation of Standalone Ind AS Financial Statements.

d) In our opinion, the aforesaid Standalone Ind AS Financial Statement comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the Directors as on March 31, 2025 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls in place with reference to Standalone Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure - B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Ind AS Financial Statements.

g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company does not have any material foreseeable losses on long-term contracts including derivative contracts. Hence, reporting under this clause is not applicable.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend declared or paid during the year by the Company under the provision of section 123 of the Companies Act, 2013.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

**FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W**

**PLACE: JODHPUR
DATED: 30TH MAY 2025**

**Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270**

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in paragraph 1 under the heading "Report on Other Legal & Regulatory Requirements" of our report of even date to the Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** for the year ended March 31, 2025, we report that:

I. In respect of the Company's Property, Plant and Equipment, Right-of-Use assets and Intangible Assets:

(a)

i) The company does not have a system of maintaining Property, Plant and Equipment register physically. Though the required details are derived from tally software (along with trail), as and when required. It is relevant to mention here that the details do not include situations/conditions as stipulated in Companies Auditor's Report Order, 2020.

(ii) As per the books of accounts produced before us & explanations received by us, the Company does not have any intangible assets.

(b) As per the information and explanations given to us, the records examined by us and based on the examination of the records of the Company provided to us, we report that, the Company does not have a regular programme for physical verification of its Property, Plant and Equipment.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the records of the Company provided to us, we report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold, are not held in the name of the Company as at the balance sheet date.

In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

Description of property	Gross carrying value (in Lacs)	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
F-43 Basni	36.73	Goverdhan	Director &	Since 2020-	Land obtained



PRITI

8th ANNUAL REPORT

2024-2025

		Das Lohiya	Promoter	21, 2022-23	on rent by the Company from Directors/ Promoters .
Plot No. 3, 18, 19, 20, 40, 41, 42 Mogra	46.31	Goverdhan Das Lohiya	Director & Promoter	Since 2020-21, 2021-22 and 2022-23	
F-43A Basni	36.73	Leela Lohiya	Promoter	Since 2020-21, 2022-23	
Plot No. 81, 82, 83, 84, 23, 24, 25, 36, 37, 38, 39, 4A Mogra	57.89	Leela Lohiya	Promoter	Since 2020-21, 2021-22 and 2022-23	
Plot No. 5, 14, 15, 16, 17, 30, 31, 32 Mogra	57.89	Ritesh Lohiya	Promoter	Since 2020-21, 2021-22 and 2022-23	
Plot No. 33, 34, 35, 6, 21, 22, 26 Mogra	46.31	Priti Lohiya	Director & Promoter	Since 2020-21, 2021-22 and 2022-23	
K. No. 20/2	45.33	Ritesh	Promoter	Since 2017,	

Boranada		Lohiya HUF		2023-24	
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(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company as at March 31, 2025, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

II. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has not been physically verified by the management during the year at reasonable intervals.

(b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from the banks or financial institutions on the basis of security of current assets and hence reporting under clause 3 (ii) (b) of the order is not applicable.

III. (a) According to the information and explanations provided to us, the Company has made investments in companies, however the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties.

(b) According to the information and explanation given to us, there are no investments made, where terms and conditions are prejudicial to the company's interest. Further, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured.

(c) According to the information and explanation given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirements under paragraph 3(iii) clause (c) to (f) are not applicable to the Company.

IV. According to information & explanation given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made in other companies.

The Company has given loan or provided any guarantee or security to directors as specified under section 185 of Companies Act, 2013. Hence, clause (iv) of paragraph 3 of "the Order" is not applicable to the Company in context of section 185 of Companies Act, 2013.

V. The Company has not accepted any deposits, therefore directive issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, clause (v) of paragraph 3 of "the Order" is not applicable to the Company.

VI. According to information & explanation given to us, the Company is registered under the MSMED Act, 2006 and currently, the requirements of maintenance of cost record is not applicable to the Company as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

VII. In respect of Statutory Dues:

a)

On the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, Goods and Services Tax, duties of customs and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

There were no disputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no specified statutory dues applicable to the Company which have not been deposited on account of any dispute.

VIII. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

IX. (a) As per the information and according to the explanations given to us the Company has not defaulted in repayment of any loans or other borrowings therefore clause 3(ix) (a) of the Order is not applicable.

(b) As per the information and according to the explanations given to us the company is not a declared willful defaulter by any bank or financial institution or other lender.

(c) As per the information and according to the explanations given to us the company does not have any term loan during the year therefore clause 3(ix) (c) of the Order is not applicable.

(d) As per the information and according to the explanations given to us the Company has not raised any funds on short-term basis that have been, prima facie, used for long-term purposes during the year.

(e) The company doesn't have subsidiaries, associates or joint ventures therefore clause 3 (ix) (e) of the Order is not applicable.

(f) The company doesn't have subsidiaries, joint ventures or associate companies therefore clause 3(ix) (f) of the Order is not applicable.

X. (a) During the year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) therefore clause 3(x) (a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the order is not applicable.

XI. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) As per the information and according to the explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year therefore there is no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) As represented to us by the management, there were no whistle blower complaints received by the company during the year.

XII. The company is not a Nidhi Company as defined under section 406 of Companies Act, 2013. Therefore; clause (xii) of paragraph 3 of the order is not applicable to the company.

XIII. As per the information and explanation given to us, all transactions with related parties are in compliance with the provision of section 177 and section 188 of Companies Act, 2013. The relevant disclosure as required by Ind AS-24 has been made in the Standalone Ind AS Financial Statements.

XIV. In our opinion and according to the information and explanations given to us:

- (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company issued during the year till date in determining the nature, timing and extent of our audit procedures.

XV. According to the information and explanation given to us, Company has not entered in to any non-cash transactions with its directors or persons connected with the directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

XVI. In our opinion, considering the nature of operations of the Company at present, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC and is not a core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, clause 3(xvi) (a) (b) (c) (d) of the Order is not applicable.

XVII. In our opinion and according to the information and explanations given to us the company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. (a) There are no unspent amount towards Corporate Social Responsibility ("CSR") on other than on-going projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3 (xx) (a) of the order is not applicable for the year.

(b) There are no unspent amounts towards Corporate Social Responsibility ("CSR") related to on-going projects at the end of the previous financial year which is required to be transferred to special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act. Accordingly, reporting under clause 3 (xx) (b) of the order is not applicable for the year.

PLACE: JODHPUR
DATED: 30TH MAY 2025

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270

**"ANNEXURE-B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON
THE STANDALONE IND AS FINANCIAL STATEMENTS OF M/s PRITI
INTERNATIONAL LIMITED**

**Report on the Internal Financial Controls with reference to Standalone Ind AS
Financial Statements under Clause (i) of sub-section 3 of Section 143 of the
Companies Act, 2013 ('the Act')**

We have audited the internal financial controls with reference to Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** ("the Company") as of March 31, 2025, in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining Internal Financial controls with reference to Standalone Ind AS Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included

obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control with reference to Standalone Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Ind AS Financial Statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Ind AS Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Ind AS Financial Statements and such internal financial controls with reference to Standalone Ind AS Financial Statements were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

PLACE: JODHPUR
DATED: 30TH MAY 2025

Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Audited Balance Sheet as at 31st March, 2025			
(₹ in Lacs)			
Particulars	Notes	As at 31 st March, 2025	As at 31 st March, 2024
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2	678.41	655.90
b) Capital work-in-progress	2	-	-
c) Financial Assets			
i) Investments	3	167.08	134.84
ii) Other Financial Assets	4	2,502.91	2,835.90
d) Deferred Tax Assets (Net)		-	-
e) Other Non Financial Assets	6	2.27	3.41
Total Non-Current Assets		3,350.67	3,630.05
Current Assets			
a) Inventories	7	3,160.42	2,062.92
b) Financial Assets			
i) Trade Receivables	8	650.32	1,097.02
ii) Cash and Cash Equivalents	9	7.23	201.84
iii) Other Financial Assets	4	29.65	-
c) Current Tax Assets (Net)	5	183.87	380.64
d) Other Non Financial Assets	6	457.17	262.00
Total Current Assets		4,488.66	4,004.41
TOTAL ASSETS		7,839.33	7,634.47
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	10	1,335.33	1,335.33
b) Other Equity	11	5,826.88	5,408.96
Total Equity		7,162.21	6,744.29
Liabilities			
1 Non-Current Liabilities			
a) Deferred Tax Liability (Net)	12	3.12	16.50
b) Other Non-Current Liabilities	15	36.34	30.79
Total Non-Current Liabilities		39.46	47.28
2 Current Liabilities			
a) Financial Liabilities			
i) Borrowings			
ii) Trade Payables	13	34.48	-
a) Total outstanding dues of micro enterprise and small enterprises	14	19.37	48.45
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	169.77	355.35
b) Other Current Liabilities	15	198.66	79.63
c) Provisions	16	53.42	39.01
d) Current Tax Liabilities (Net)	5	161.95	320.45
Total Current Liabilities		637.66	842.89
Total Liabilities		677.12	890.17
TOTAL EQUITY AND LIABILITIES		7,839.33	7,634.47
Significant Accounting Policies	1		

The accompanying notes are integral part of the standalone financial statements.

As per our report of even date attached.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270

PLACE: JODHPUR
DATED: 30TH MAY, 2025

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
PRITI INTERNATIONAL LIMITED

Sd/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

Sd/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

Sd/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

Sd/-
RASHI SHRIMAL
(COMPANY SECRETARY)



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Statement of Profit and Loss for the year ended 31st March, 2025			
(₹ in Lacs)			
Particulars	Notes	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
INCOME			
I Revenue from Operations	17	7,706.35	9,032.50
II Other Income	18	319.86	235.91
III TOTAL INCOME (I+II)		8,026.22	9,268.41
IV EXPENSES			
a) Cost of Material Consumed	19	1,140.49	5,611.97
b) Purchase of Stock-in-Trade		5,149.43	1,690.93
c) Changes in Inventories of finished goods, Stock-in-Process and Stock-in-Trade	20	(298.63)	(706.72)
d) Employee Benefit Expenses	21	294.03	277.42
e) Finance Cost	22	6.48	3.48
f) Depreciation, Depletion and Amortisation Expenses	2	54.17	50.41
g) Other expenses	23	1,040.48	1,057.21
TOTAL EXPENSES		7,386.45	7,984.70
V Profit before exceptional items and tax (III-IV)		639.77	1,283.71
VI Exceptional items		-	-
VII Profit before tax after Exceptional Items (V-VI)		639.77	1,283.71
VIII Tax Expenses			
a) Current Tax		161.95	319.56
b) Deferred tax		2.43	7.39
IX Profit after tax for the period		475.39	956.76
X Other Comprehensive Income			
(A) Items that will not be reclassified to profit or loss			
- Changes in fair value of equity instruments		(76.58)	(7.75)
- Remeasurement of post-employment benefit obligations	25	3.30	(0.98)
- Income tax relating to these items			
(a) Changes in fair value of equity instruments		16.63	1.70
(b) Remeasurement of post- employment benefit obligations		(0.83)	0.25
(B) Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the period (Net of tax)		(57.47)	(6.79)
XI Total Comprehensive Income for the Period (IX+X)		417.92	949.97
XII Paid up Equity Share Capital (Face Value of Rs. 10/-)		1335.33	1335.33
XIII Other Equity		5826.88	5408.96
XIV Earnings per equity share	24		
Basic (INR)		3.56	7.89
Diluted (INR)		3.56	7.89
Significant Accounting Policies	1		

The accompanying notes are integral part of the standalone financial statements.

As per our report of even date attached.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270

PLACE: JODHPUR
DATED: 30TH MAY, 2025

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
PRITI INTERNATIONAL LIMITED

Sd/-
GOVERDHAN DAS LOHIYA (CHAIRMAN)
DIN 07787326

Sd/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

Sd/-
PRITI LOHIYA (MANAGING DIRECTOR)
DIN 07789249

Sd/-
RASHI SHRIMAL
(COMPANY SECRETARY)



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Statement of Cash Flows for the year ended 31 st March, 2025		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(₹ in Lacs)		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	639.77	1,283.71
Adjustments for:		
Depreciation and Amortisation	54.17	50.41
Finance Cost Incurred	6.48	3.48
Loss arising on Financial Assets	-	-
	700.42	1,337.60
Interest Received on Bank Deposits	(199.89)	(159.30)
Dividend Received	(1.47)	(0.18)
Operating Profit before working capital changes	499.06	1,178.12
Adjustments for working capital changes		
Change in Current/Non-Current Assets		
(Increase)/Decrease in Trade Receivables	446.70	441.39
(Increase)/Decrease in Other Current Assets	(95.13)	(334.20)
(Increase)/Decrease in Inventories	(1,097.50)	(1,395.99)
(Increase)/Decrease in Other Financial Assets	-	1,124.78
Change in Current/Non-Current Liabilities		
Increase/(Decrease) in Other Current Liabilities	(260.28)	(438.35)
Increase/(Decrease) in Provisions	5.55	32.13
Increase/(Decrease) in Trade Payables	(214.66)	(217.62)
Increase/(Decrease) in Current Tax Assets	-	-
Cash Generated from/(Used in) Operations	(716.26)	390.26
Taxes (paid)/ refund	(97.87)	(42.95)
Net Cash Generated from/(Used in) Operating Activities (A)	(618.39)	433.22
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(76.68)	(71.23)
Investments in Fixed Deposits	266.30	(1,661.43)
Other Investments / Security Deposits	4.80	(47.57)
Interest Received on Bank Deposits	199.89	159.30
Dividend Received	1.47	0.18
Net Cash Generated from/(Used in) Investing Activities (B)	395.79	(1,620.76)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance Cost	(6.48)	(3.48)
Proceeds from Borrowings	34.48	-
Security Premium Received	-	1,526.36
Issue of Share Capital	-	173.45
Money Received against Share Warrant	-	(424.95)
Net Cash Generated from/(Used in) Financing Activities (C)	28.00	1,271.38
Net Increase/(Decrease) in Cash and Cash equivalents (D) (A+B+C)	(194.61)	83.84
Cash and Cash equivalents at the Beginning of the Year		
Cash in hand and Balance with Bank	201.84	118.00
	201.84	118.00
Cash and Cash equivalents at the End of the Year		
Cash in hand	5.08	6.62
Balance with Banks	2.16	195.22
Total	7.23	201.84
Notes:		
(i) The above Statement of Cash Flow has been prepared using the "Indirect Method" as set out in the Ind AS-7 Statements of Cash Flows.		
(ii) Previous year figures have been regrouped & reclassified wherever considered necessary to confirm to the current year's figures.		
The accompanying notes are integral part of the standalone financial statements.		
As per our report of even date attached.		
FOR P SINGHVI & ASSOCIATES	FOR AND ON BEHALF OF THE BOAR	
CHARTERED ACCOUNTANTS	PRITI INTERNATIONAL LIMITED	
FRN 113602W		
Sd/-	Sd/-	Sd/-
(PRAVEEN SINGHVI)	GOVERDHAN DAS LOHIYA	PRITI LOHIYA (MANAGING DIRECTOR) DIN
PARTNER	(CHAIRMAN)	07789249
M. NO. 071608	DIN 07787326	Sd/-
UDIN: 25071608BMHRXD2270	RITESH LOHIYA	RASHI SHRIMAL
	(CHIEF FINANCIAL OFFICER)	(COMPANY SECRETARY)
	DIN 07787331	
PLACE : JODHPUR		
DATED: 30TH MAY, 2025		

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2025****CORPORATE INFORMATION**

Priti International Limited ('the company') is a public limited company, limited by shares, domiciled in India and incorporated under the Companies Act, 2013. The company got listed on Emerge Platform of National Stock Exchange (NSE) on 21st June, 2018 and were subsequently migrated on the main Board of NSE with effect from 2nd March, 2022.

The Company is mainly engaged in manufacturing and exporting of wooden, metal and textile based furniture and handicrafts products, up cycling and recycling of various kinds of raw, unusable and waste metal and wooden articles. The products range from solid wooden and metal furniture articles, home furnishing items, creative wooden and metal articles for various uses, textile based products like cushions, pillow covers, rugs and carpets, handbags, travel bags and backpacks, pet products etc. and trading of Solar products.

Priti International Limited was incorporated in 2017 and is based in Jodhpur, India. The Company is a public limited company incorporated and domiciled in India. The registered office of the Company is located at plot no. F-43 Basni 1st phase, Jodhpur. Equity Shares of the Company are listed on National Stock Exchange ("NSE").

1.SIGNIFICANT ACCOUNTING POLICIES**(A) GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS**

These Standalone Ind AS Financial Statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. The financial statements are presented in Indian Rupees ("₹") which is also the functional currency of the Company.

The revision to financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

(B) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and disclosures thereon comply with requirements of Ind AS, stipulations contained in Schedule- III (revised) as applicable under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, Companies (Indian Accounting Standards) Rules 2015 as amended from time to time, MSMED Act, 2006, other pronouncements of the Institute of Chartered Accountants of India, provisions of the Companies Act, 2013 and Rules and guidelines issued by SEBI as applicable.

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. All amounts included in the financial statements are reported in absolute figures of Indian Rupees.

Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in revised Schedule – III to the Companies Act, 2013 and Para 60 and 64 of Ind AS1 "Presentation of Financial Statements".

(C) USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with accounting standard requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, if any at the end of the reporting period. Accounting estimates could change from period to period.

Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the Notes to Financial Statements.

(D) REVENUE RECOGNITION

Revenue of the company mainly consists of export sales. Other revenue sources are domestic sales, online domestic sales, interest income, duty drawback received from customs, Exchange fluctuation from export sales, discount received. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. Revenue is measured at fair value of the consideration receivable. The Company collects Goods and Service tax as applicable on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Revenue from domestic and export sales are recognized in the Statement of Profit and Loss when the significant risks and rewards in respect of ownership of goods has been transferred to the buyer as per the terms of the respective sales order, and the income can be measured reliably. In case of Export Sales, Revenue is booked as soon as container is dispatched from port.

Revenue from Interest is recognized as soon as bank credits the same to account. Revenue from duty drawback is recognized when the right to receive the same is established.

Revenue from exchange fluctuation is recognized on the date on which monetary items are settled or on Balance Sheet date for outstanding monetary items considering the exchange rate applicable on that date.

Revenue from discount is recognized as soon as the right to receive is established.

(E) COST RECOGNITION

Costs and Expenses are recognized when incurred and are classified according to their nature. Expenditure capitalized represents employee costs, stores and other manufacturing supplies and other expenses incurred for construction including product development undertaken by the Company.

(F) PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise duty etc.) pending in appeal / court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in Notes to Accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability.

No Contingent asset is recognized but disclosed by the way of Notes to Accounts.

(G) FOREIGN CURRENCY

Transactions in foreign currencies entered into by the company are recorded, on initial recognition, in the Functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Monetary assets (export debtors) denominated in foreign currencies are translated at the functional currency closing

spot rates of exchange at the reporting date. Exchange difference arising on settlement of monetary items or on reporting at each balance sheet date of the company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

(H) TAXATION

i. Income Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for deductible temporary differences only to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Deferred tax asset is created due to difference in Depreciation charged in Statement of Profit and Loss and calculated as per Income Tax Act, 1961.

ii. Deferred Tax

Deferred tax is provided using balance sheet approach on temporary differences at the reporting date as difference between the tax base and the carrying amount of assets and liabilities. Deferred tax is recognized subject to the probability that taxable profit will be available against which the temporary differences can be reversed.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax relates to the same taxable entity and the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

(I) EARNINGS PER SHARE

Basic Earnings / (Loss) Per Share are calculated by dividing the Net Profit / (Loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the Profit/(Loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving Basic Earnings Per Share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

(J) INVENTORIES

Inventories include finishing material which is valued at cost or net realizable value whichever is lower. Due to the scale of Inventory it is not possible for the management to give quantitative details.

(K) PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment are stated at cost net of GST and VAT less depreciation and impairment loss, if any. Cost of fixed assets comprises of purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use. When significant parts of Plant and Equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Each part of an item of Property, Plant and Equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately. Depreciation for assets purchased/sold during the year is proportionately charged. Depreciation on Property, Plant and Equipment is provided on the Straight-line method over the useful lives of assets. The company has applied the estimated useful life as specified in Schedule II and calculated depreciation based on rates worked as per applicable Indian Accounting Standard and Guidance Note issued by the Institute of Chartered Accountants of India as under:

	Years
Factory Buildings	30
Buildings Shed (Other than Factory Buildings)	19
Plant & Machinery	15
Furniture & Fixtures and Laboratory Equipments	10

Vehicles	8
Office Equipments	5
Computers	3

(L) OTHER INTANGIBLE ASSETS

Intangible Assets are initially recognized at:

- i. In case the assets are acquired separately, then at cost,
- ii. In case the assets are internally generated, then at capitalized development cost subject to satisfaction of criteria of recognition (identifiability, control and future economic benefit) laid down from clause 11 to 17 of IND AS 38.

Following initial recognition, Intangible assets are carried at cost less any accumulated amortization and accumulated impairment loss. Research costs are recognized as expense in the period in which it is incurred.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Intangible assets with infinite useful life including goodwill are tested for impairment annually.

Intangible assets with finite useful life are amortized over the useful economic life on a Straight line basis. In case of Trademarks the useful life is taken to be 5 years and in case of Software, the useful life is taken as 3 years.

Any item of intangible assets is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the intangible asset (calculated as the difference between the net disposal proceeds and the carrying amount of the intangible asset) is charged to revenue in the Income Statement when the Intangible asset is de-recognized.

On transition to Ind AS, the Company had elected to carry forward the previous GAAP net carrying value of all its Property, Plant and Equipment recognized as at 1st April, 2017 as the deemed cost.

(M) LEASES 116

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee**a) Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a Straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments primarily comprise of fixed payments.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

(N) IMPAIRMENT

At each balance sheet date, the Company assesses whether there is any indication that any Property, Plant and Equipment and Intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to

estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

The company assesses impairment based on Expected Credit Losses (ECL) model at an amount equal to:

- 12 months Expected Credit Losses, or
- Lifetime Expected Credit Losses depending upon whether there has been a significant increase in credit risk since initial recognition.

However, for Trade Receivables, the company does not track the changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As at March 31, 2025, none of the Company's Property, Plant and Equipment and Intangible assets were considered impaired.

(O) EMPLOYEE BENEFITS

Employee benefits payable wholly within 12 months of rendering services are classified as Short Term Employee Benefits. These comprise of Salaries and Wages. Defined contributions to Provident Fund and Employee State Insurance Corporation are charged to the Statement of Profit & Loss of the year, when the employee renders the related service. There are no other obligations other than the contribution payable to the respective statutory authorities. The Company is required to assess its liability for gratuity based on Actuarial Valuation done as per Indian Accounting Standard 19 and make provision for the same each year accordingly.

Gratuity Liability is on the basis of actuarial valuation as per IND AS-19. Liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets.

Actuarial Gain / Loss pertaining to re-measurement of net defined benefit liability (asset) are accounted for as OCI. All remaining components of costs are accounted for in Statement of Profit & Loss.

(P) DIVIDENDS

Any dividend declared or paid by the Company for any financial year is based on the profits available for distribution as reported in the Statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the Statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act, 2013. However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and payment of Dividend) Rules, 2014.

(Q) SEGMENTS

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Board of Directors of the Company allocate resources and assess the performance of the Company, thus are the CODM. The Company is engaged mainly in the business of manufacturing and selling of handicraft/wooden items, textile items and trading of solar products. These in the context of Ind AS 108 - operating segments reporting is considered to constitute one reportable segment.

(R) FINANCIAL INSTRUMENTS

i) Classification, initial recognition and measurement:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through Profit or Loss and at amortized cost. Financial assets that are equity instruments are classified as fair value through Profit or Loss or Fair Value through Other Comprehensive Income. Financial liabilities are classified into financial liabilities at Fair Value through Profit or Loss and other financial liabilities.

Financial instruments are recognized in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

- Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI):
A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of Principal and Interest on the principal amount outstanding.
- Financial Liabilities:
All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

ii) Derecognition of financial assets and financial liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity which qualifies for de-recognition as per Ind AS 109. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged, cancelled or expires.

iii) Impairment of financial assets:

The Company recognizes a loss allowance for expected credit losses (ECL) on a financial asset that is at amortized cost. Loss allowance in respect of financial assets is measured at an amount equal to life time ECL and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

(S) BORROWING COST

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing cost are charged to Statement of Profit and Loss for the period for which they are incurred.

(T) CASH AND CASH EQUIVALENTS

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash equivalents includes cash on hand, Deposits held at call with Financial Institutions, Other Short term, highly liquid Investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(U) INVESTMENTS

Long term investments intended to be held for more than a year from the date of acquisition, are classified as long-term investments and are carried at cost. Provision is made for diminution, other than temporary, in value of investments. Current investments are valued at lower of cost and market value.

(V) EVENTS AFTER THE REPORTING PERIOD**Adjusting Events:**

The Company is adjusting the amounts recognized in the Financial Statements to reflect adjusting events after reporting period.

Non adjusting Events:

All material non adjusting events are disclosed by way of notes stating its nature and material impact or a statement that its estimate cannot be made.



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Standalone Statement of Changes in Equity (SOCIE) for the year ended on 31st March, 2025

A. Equity Share Capital			(₹ in Lacs)		
Particulars	No. of Shares	Amount			
Issued, subscribed and paid up share capital Equity Shares of Rs. 10/- each fully paid up					
Balance as at 1 st April,2023	11,618,828	1,161.88			
Changes due to prior period error	-	-			
Restated balance as at 1 st April, 2023	11,618,828	1,161.88			
Movements during the year					
Changes in Equity Share Capital during the period (Warrant Conversion)	1,734,500	173.45			
Balance as at 31 st March,2024	13,353,328	1,335.33			
Changes due to prior period error	-	-			
Restated balance as at 1 st April, 2024	13,353,328	1,335.33			
Changes in Equity Share Capital during the period		-			
Balance as at 31 st March,2025	13,353,328	1,335.33			
B. Other Equity					
(₹ in Lacs)					
Particulars	Reserve & Surplus			Other Comprehensi ve Income FVTOCI - Equity Investments	Total Other Equity
	Securities Premium	Retained Earnings	Money Received against Share Warrant		
Balance at April 1, 2023	1,223.16	1,742.52	424.95	-	3,390.63
Changes in accounting policy / prior period errors	-	-	-	-	-
Restated balance at April 1, 2023	1,223.16	1,742.52	424.95	-	3,390.63
Profit for the year	-	956.76	-	(6.79)	949.97
Utilized for Preferential Issue Expenses	-	-	-	-	-
Share Premium	1,526.36	-	-	-	1,526.36
Appropriation for Actuarial Loss on Gratuity	-	(30.31)	-	(2.75)	(33.05)
Money Received against Share Warrant	-	-	(424.95)	-	(424.95)
Total comprehensive income for the year	1,526.36	926.45	(424.95)	(9.53)	2,018.33
Balance at March 31, 2024	2,749.52	2,668.97	-	(9.53)	5,408.96
Changes in accounting policy / prior period errors	-	-	-	-	-
Restated balance at April 1, 2024	2,749.52	2,668.97	-	(9.53)	5,408.96
Profit for the year	-	475.39	-	-	475.39
Income Tax Not Reclassified in P&L	-	-	-	15.80	15.80
Appropriation for Actuarial Loss on Gratuity	-	-	-	3.30	3.30
Change in Fair Value of Investment	-	-	-	(76.58)	(76.58)
Profit on Sale of Investment related to Previous Year	-	20.45	-	(20.45)	-
Total comprehensive income for the year	-	495.84	-	(77.93)	494.49
Balance at March 31, 2025	2,749.52	3,164.81	-	(87.46)	5,826.88

Purpose of Reserves & Surplus:

(i) **Securities Premium:** Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

(ii) **Retained Earnings:** The amount that can be distributed by the Company as dividends to its equity shareholders out of accumulated reserves is determined considering the requirements of the Companies Act, 2013. Thus, the closing balance amounts reported above are not distributable in entirety.

As per our report of even date attached.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

Sd/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN: 25071608BMHRXD2270

PLACE : JODHPUR
DATED: 30TH MAY, 2025

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS.
PRITI INTERNATIONAL LIMITED

Sd/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

Sd/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

Sd/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

Sd/-
RASHI SHRIMAL
(COMPANY SECRETARY)

Note 2

A. Property, Plant & Equipment as at 31 st March, 2025 (₹ in Lacs)									
Particulars	Useful Life (in Years)	Gross Block			Depreciation, Depletion and Amortization			Net Block	
		As at 1 st April, 2024	Addition during the year	As at 31 st March, 2025	As at 1 st April, 2024	Addition during the year	As at 31 st March, 2025	As at 31 st March, 2025	As at 31 st March, 2024
(A) Tangible Assets									
<u>Plant and Machinery</u>									
Plant and Machinery	10/15	289.13	76.68	365.81	70.21	23.40	93.62	272.20	218.92
Plant and Machinery-Solar Plant	15	96.27	-	96.27	0.49	4.95	5.44	90.83	95.78
<u>Building</u>									
Boranada Shed	19	119.29	-	119.29	16.26	3.29	19.56	99.73	103.03
Factory Building	30	207.90	-	207.90	18.59	11.12	29.71	178.19	189.31
<u>Office Equipment</u>									
Office Equipment	5/10	9.82	-	9.82	4.17	1.91	6.08	3.74	5.65
Office Equipment	15	1.88	-	1.88	0.48	-	0.48	1.40	1.40
<u>Computer & Units</u>									
Computer	3	10.55	-	10.55	7.26	1.98	9.24	1.31	3.30
<u>Furniture & Fittings</u>									
Fan	10	1.93	-	1.93	1.05	0.17	1.22	0.71	0.88
Furniture	10	1.40	-	1.40	0.28	0.10	0.38	1.02	1.12
<u>Motor Vehicals</u>									
Motor Car	8	105.49	-	105.49	68.99	7.23	76.22	29.27	36.50
Total Property, Plant & Equipment		843.68	76.68	920.36	187.79	54.17	241.95	678.41	655.90
B Capital Work in Progress		-	-	-	-	-	-	-	-
Total Property, Plant & Equipment	(A+B)	843.68	76.68	920.36	187.79	54.17	241.95	678.41	655.90

Note 2
Capital Work in Progress
A. Capital Work in Progress as at 31st March, 2025
(₹ in Lacs)

Assets	Gross Block			Accumulated Depreciation			Net Block
	Balance as at 1 st April, 2024	Addition during the Year	Balance as at 31 st March, 2025	Balance as at 1 st April, 2024	Addition during the Year	Balance as at 31 st March, 2025	Balance as at 31 st March, 2025
Tangible Assets							
Building under Construction							
Basni Factory New Showroom		-	-	-	-	-	-

Details of Capital Work in Progress as on 31st March, 2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	
Project in Progress	-				-
Project Temporarily Suspended					

(₹ in Lacs)

Assets	Gross Block			Accumulated Depreciation			Net Block
	Balance as at 1 st April, 2023	Addition during the Year	Balance as at 31 st March, 2024	Balance as at 1 st April, 2023	Addition during the Year	Balance as at 31 st March, 2024	Balance as at 31 st March, 2024
Tangible Assets							
Building under Construction	11.56	-	-	-	-	-	Capitalized and transferred to Property, Plant & Equipment
Basni Factory New Showroom			-				-

Details of Capital Work in Progress as on 31st March, 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	
Project in Progress					-
Project Temporarily Suspended					

**Note 3****Investments****(₹ in Lacs)**

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Non-Current		
Investment in quoted equity shares of other company (measured at fair value through OCI)		
2000 (31 st March, 2024: 2000) fully paid up equity shares of Confidence Futuristics Energitech Limited of Rs. 10 each	1.50	2.03
50000 (31 st March, 2024: 50000) fully paid up equity shares of Bohra Industries Limited of Rs. 10 each	18.49	9.43
31 st March, 2024: 30000 fully paid up equity shares of PG Foils Limited of Rs. 10 each	-	48.69
15000 (31 st March, 2024: 15000) fully paid up equity shares of Music Broadcast Limited of Rs. 10 each	1.36	2.42
31 st March, 2024: 2000 fully paid up equity shares of Bhanshali Engineering Polymers Limited of Rs. 10 each	-	1.79
2000 (31 st March, 2024: 2000) fully paid up equity shares of Satia Industries Limited of Rs. 10 each	1.32	2.16
31 st March, 2024: 2000 fully paid up equity shares of Tarc Limited of Rs. 10 each	-	2.80
31 st March, 2024: 5000 fully paid up equity shares of Indian Oil Corporation Limited of Rs. 10 each	-	8.39
31 st March, 2024: 4000 fully paid up equity shares of Hindustan Petroleum Corporation Limited of Rs. 10 each	-	19.03
20000 (31 st March, 2024: 5000) fully paid up equity shares of Gujarat Gas Limited of Rs. 10 each	82.52	27.21
31 st March, 2024: 2000 fully paid up equity shares of Tata Power Company Limited of Rs. 10 each	-	7.88
31 st March, 2024: 500 fully paid up equity shares of Parin Furniture Limited of Rs. 10 each	-	3.01
500 fully paid up equity shares of Astral Limited of Rs. 10 each	6.46	
8000 fully paid up equity shares of Esprit Stones Limited of Rs. 10 each	8.51	
50000 fully paid up equity shares of Ola Electric Mobility Limited of Rs. 10 each	26.49	
5000 fully paid up equity shares of Saraswati Saree Depot Limited of Rs. 10 each	4.02	
2000 fully paid up equity shares of Rashtriya Chemicals and Fertilizers Limited of Rs. 10 each	2.51	
5000 fully paid up equity shares of Vishnu Prakash R. Pungaliya Limited of Rs. 10 each	8.14	
800 fully paid up equity shares of Cyber Media Research and Services Limited of Rs. 10 each	0.55	
600 fully paid up equity shares of Sakshi Meditech & Panels Limited of Rs. 10 each	0.77	
50000 fully paid up equity shares of Praxis Home Retail Limited of Rs. 10 each	4.44	
Total Non Current Investments	167.08	134.84

Note 4**Other Financial Assets****(₹ in Lacs)**

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Non-Current		
Security Deposits	0.99	0.99
Rent Security	11.97	16.78
Fixed Deposits with Indusind Bank	1,781.04	1,768.50
Fixed Deposits with IDBI Bank	702.90	1,044.01
Fixed Deposits with Axis Bank	6.02	5.63
Total Non-Current Financial Assets	2,502.91	2,835.90



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Current		
Fixed Deposit with Banks	9.55	-
Other Current Assets	20.10	-
Unamortised expenses		
Total Current Financial Assets	29.65	-

4.1 Other Current Assets Includes Balance with E-Commerce parties.

Note 5

(A) Current Tax Assets (Net) (₹ in Lacs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
TDS Receivable	23.87	30.64
Advance Tax	160.00	350.00
Current Tax Assets (Net)	183.87	380.64

Current tax assets contains net of advance tax deposited during the year, TDS Receivable and TDS payables.

B) Tax Expense

(₹ in Lacs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Current Income Tax	161.95	320.45
Reduction in tax rate		
Recognition of previously unrecognised tax losses		
Recognition of tax credit		7.39
Change in recognised deductible temporary differences		
Deferred Tax Expense	2.43	7.39
Excess provision of income tax in respect of previous years		
Total Tax Expense for the Year	164.38	327.84

* Current Income Tax include provision for tax on OCI Item.



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Reconciliation of effective income tax rate (₹ in Lacs)		
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Profit before tax	639.77	1,283.71
Tax using the Company's domestic tax rate @ 25.168% (Last Year @ 25.168%)		
Reduction in tax rate		
Tax effect of:		
Non-deductible tax expenses		
Contribution to CSR U/s 37	19.00	13.25
Lease Amortised U/s 28 to 44DA	2.38	1.24
Depreciation as per Statement of Profit and Loss	54.17	50.01
Interest on TDS and Previous Year Income Tax	-	0.87
Other Items (FVTPL)		
Disallowance U/s 43B		
Any sum payable by way of contribution to any provident fund or superannuation	20.85	17.62
Deductions		
Depreciation as per Income tax act	84.21	97.01
Deduction allowable - Others		
Income taxed to Other Head - Capital Gain	56.12	
Total Taxable Income	595.84	1,269.69
Tax expense recognised in Statement of Profit and Loss at the effective tax	149.96	319.56
Deffered Tax Liability	2.43	7.39
Tax recognised on Capital Gain	11.99	-
Total Tax Liability recognised in Statement of Profit and Loss account	164.38	326.95
Capital Gain on Other Comprehensive Income (Investment)	8.60	-
Effective Tax Rate	24.52	25.17

Note 6

Other non-financial assets

(₹ in Lacs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Non-Current		
Prepaid Rent-Banglore	2.27	3.41
Total Non-Current Non-Financial Assets	2.27	3.41
Current		
Advance to Suppliers	48.26	152.40
Drawback Receivable	1.53	6.62
Balance with Government Authorities	405.20	101.74
Prepaid Expense	2.18	1.24
Total Current Non-Financial Assets	457.17	262.00

6.1 Balance with Government Authorities includes receivable from GST & VAT Department

Note 7

Inventories (For valuation, refer significant accounting policy)

(₹ in Lacs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Finished Material Stock	385.95	1,012.64
Raw Material	2,743.64	992.61
Finished Goods in Transit	30.82	57.67
Total Inventories	3,160.42	2,062.92

**Note 8****Trade Receivables****PRITI INTERNATIONAL LIMITED****(₹ in Lacs)**

Particulars	Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454)	As at 31 st March, 2025	As at 31 st March, 2024
Current			
Trade Receivable considered good - Unsecured		650.32	1,097.02
Trade Receivable considered doubtful - Unsecured		-	-
Trade Receivable Credit Impaired		-	-
Less : Impairment on account of expected credit loss assessment		-	-
Total Trade Receivables		650.32	1,097.02

The Company has exposure to regulated entities, hence the credit risk is limited. All trade receivables are reviewed and assessed for default on a monthly basis and the risk is mitigated by timely monitoring of receivables. Based on historical experience of collecting receivables, supported by the level of default, we conclude that the credit risk is low. Accordingly our provision for expected credit loss on trade receivable is not material, so not made.

a. Details of Trade Receivable Ageing
As at 31st March, 2025
(₹ in Lacs)

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - Considered good	-	75.72	317.95	141.01	115.64	-	-	650.32
Undisputed Trade Receivables - Considered doubtful	-	NIL	NIL	NIL	NIL	NIL	NIL	-
Less : Impairment on account of expected credit loss assessment	-							-
Disputed Trade Receivables - Considered good	-							-
Disputed Trade Receivables - Considered doubtful	-							-
Less : Impairment on account of expected credit loss assessment	-	-	-	-	-	-	-	-
Total Trade Receivables	-	75.72	317.95	141.01	115.64	-	-	650.32

As at 31st March, 2024**(₹ in Lacs)**

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
- Considered good	-	398.57	272.32	17.52	408.26	0.36	-	1,097.02
Undisputed Trade Receivables - Considered doubtful	-	NIL	NIL	NIL	NIL	NIL	NIL	-
Less : Impairment on account of expected credit loss	-							-
Disputed Trade Receivables - Considered good	-							-
Disputed Trade Receivables - Considered doubtful	-							-
Less : Impairment on account of expected credit loss	-	-	-	-	-	-	-	-
Total Trade Receivables	-	398.57	272.32	17.52	408.26	0.36	-	1,097.02

Note 9**Cash and Cash Equivalents & Other Bank Balances****(₹ in Lacs)**

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Cash in Hand		
Cash in hand	5.08	6.62
Other Bank Balances	2.16	195.22
Total Cash and Cash Equivalents	7.23	201.84



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Notes to Financial Statements for the year ended 31st March, 2025		
Note 10		
Equity share capital		
	(₹ in Lacs)	
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Authorised share capital*		
1,50,00,000 equity shares of Rs. 10 each	1,500.00	1,500.00
Total	1,500.00	1,500.00
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Issued, subscribed and paid up capital*		
25,94,332 Equity Shares of Rs. 10 each	259.43	259.43
77,82,996 Equity Bonus Shares of Rs. 10 each	778.30	778.30
12,41,500 Converted Equity Shares of Rs. 10 each	124.15	124.15
17,34,500 Converted Equity Shares of Rs. 10 each	173.45	173.45
Total	1,335.33	1,335.33
The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.		
Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:		
Particulars	No. of Shares	Rs. in Lacs
	Equity Shares of Rs. 10 each fully paid	
Shares outstanding at 1st April, 2023	11,618,828	1,161.88
Add : Issued during the year (Warrant Converted)	1,734,500	173.45
As at 31st March, 2024	13,353,328	1,335.33
For FY 2021-22		
Shares outstanding at 1st April, 2024	13,353,328	1,335.33
Add : Issued during the year (Warrant Converted)	-	-
As at 31st March, 2025	13,353,328	1,335.33
Details of shareholder(s) holding more than 5% Equity Shares in the company:		
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Number of Equity Shares		
Priti Lohiya	6,501,730	6,501,730
% Holding in Equity Shares		
Priti Lohiya	48.69%	48.69%



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Notes to Financial Statements for the year ended 31st March, 2025						
Disclosure of Shareholding of Promoters						
Promoter Name	Class of Shares	As at 31st March, 2025		As at 31st March 2024		% Change during the year
		No. of Shares	%of total shares	No. of Shares	%of total shares	
Goverdhan Das Lohiya HUF	Equity	520,153	3.90%	520,153	3.90%	0.00%
Goverdhan Das Lohiya	Equity	403,800	3.02%	403,800	3.02%	0.00%
Ritesh Lohiya HUF	Equity	549,464	4.11%	549,464	4.11%	0.00%
Ritesh Lohiya	Equity	391,928	2.94%	391,928	2.94%	0.00%
Priti Lohiya	Equity	6,501,730	48.69%	6,501,730	48.69%	0.00%
Total		8,367,075	62.66%	8,367,075	62.66%	0.00%
Promotor Group	Equity	258,810	1.94%	258,810	1.94%	0.00%
Total		8,625,885	64.60%	8,625,885	64.60%	0.00%

Promoter Name	Class of Shares	As at 31st March 2024		As at 31st March 2023		% Change during the year
		No. of Shares	%of total shares	No. of Shares	%of total shares	
Goverdhan Das Lohiya HUF	Equity	520,153	3.90%	455,153	3.92%	-0.02%
Goverdhan Das Lohiya	Equity	403,800	3.02%	158,800	1.37%	1.65%
Ritesh Lohiya HUF	Equity	549,464	4.11%	473,464	4.07%	0.04%
Ritesh Lohiya	Equity	391,928	2.94%	336,928	2.90%	0.04%
Priti Lohiya	Equity	6,501,730	48.69%	6,233,440	53.65%	-4.96%
Total		8,367,075	62.66%	7,657,785	65.91%	-3.25%
Promotor Group	Equity	258,810	1.94%	99,600	0.86%	1.08%
Total		8,625,885	64.60%	7,757,385	66.77%	-2.17%

Note 11

Other equity

(₹ in Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Securities Premium	2,749.52	2,749.52
Retained Earnings	3,164.81	2,668.97
Money Received Against Share Warrant	-	-
Other Comprehensive Income	(87.46)	(9.53)
Total Other Equity	5,826.88	5,408.96

(₹ in Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Securities Premium		
Opening Balance	2,749.52	1,223.16
Add: On Converted Equity Share Issued during the year	-	1,526.36
Total Securities Premium	2,749.52	2,749.52



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Notes to Financial Statements for the year ended 31 st March, 2025								
(₹ in Lacs)								
Particulars				As at 31 st March, 2025		As at 31 st March, 2024		
Retained Earnings								
Opening Balance				2,668.97		1,742.52		
Add:								
Profit/(Loss) during the year				475.39		956.76		
Fair Value of Investment				20.45		-		
Appopriation towards Actuarial Gain / (Loss)				-		(30.31)		
Total Retained Earnings				3,144.36		2,668.97		
(₹ in Lacs)								
Particulars				As at 31 st March, 2025		As at 31 st March, 2024		
Money Received Against Share Warrant								
Opening Balance				-		424.95		
Converted into Equity Share & Security Premium				-		(424.95)		
Total Money Received Against Share Warrant				-		-		
(₹ in Lacs)								
Particulars				As at 31 st March, 2025		As at 31 st March, 2024		
Other Comprehensive Income								
Opening Balance				(9.53)		-		
Provided during the year				(77.93)		(9.53)		
Total Money Received Against Share Warrant				(87.46)		(9.53)		
Note 12								
Deferred Tax Liability (Net)				(₹ in Lacs)				
Particulars	31st March, 2025							
	Net Balance April, 1 2024	Recogni sed in profit or loss	Recognised in OCI	Recognised directly in equity	Other	Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)								
On deficit of carrying value of PPE over Tax base	(24.69)	(7.56)	-	-	-	(32.25)	-	(32.25)
Provision for Employee Benefit	1.17	5.13	(0.83)	-	-	5.47	5.47	-
Change in Fair Value of Equity Investment	2.59	-	16.63	-	-	19.22	19.22	-
Provision for Expenses	4.43	-	-	-	-	4.43	4.43	-
Tax Asset / (Liabilities)		(2.43)	15.80	-	-	(3.12)	29.13	(32.25)
Net Tax Asset / (Liabilities)	(16.50)						(3.12)	



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN : L36994RJ2017PLC058454) Notes to Financial Statements for the year ended 31 st March, 2025								
Particulars	31st March, 2024							
	Net Balance April, 1 2023	Recogni sed in profit or loss	Recognised in OCI	Recognised directly in equity	Other	Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities) On deficit of carrying value of PPE over Tax base Provision for Employee Benefit Change in Fair Value of Equity Investment Provision for Expenses	 (12.86) - - -	 (11.83) - - 4.43	 - 1.17 2.59 -	 - - - -	 - - - -	 (24.69) 1.17 2.59 4.43	 - 1.17 2.59 4.43	 (24.69) - - -
Tax Asset / (Liabilities)	(12.86)	(7.39)	3.76	-	-	(16.50)	8.19	(24.69)
Net Tax Asset / (Liabilities)	(12.86)						(16.50)	
Note 13								
Borrowings (₹ in Lacs)								
Particulars					As at 31st March, 2025		As at 31st March, 2024	
IDBI Bank					34.48		-	
Total Borrowings					34.48		-	
Temporary overdraft availed by the company during the reported period against hypothecation towards FDR.								
Note 14								
Trade Payables (₹ in Lacs)								
Particulars					As at 31st March, 2025		As at 31st March, 2024	
Total outstanding dues of micro enterprises and small enterprises					19.37		48.45	
Total outstanding dues of creditors other than micro enterprises and small enterprises					169.77		355.35	
Total Trade Payables					189.14		403.80	



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Notes to Financial Statements for the year ended 31st March, 2025

a. Trade Payable ageing schedule:

As at 31st March, 2025

(₹ in Lacs)

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	19.37	-	-	-	-	19.37
(ii) Others	-	-	169.77	-	-	-	169.77
TOTAL	-	19.37	169.77	-	-	-	189.14

As at 31st March, 2024

(₹ in Lacs)

Particulars	Unbilled	Not Due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	48.45	-	-	-	-	48.45
(ii) Others	-	-	355.35	-	-	-	355.35
TOTAL	-	48.45	355.35	-	-	-	403.80

b. Disclosure as required by the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lacs)

Paticulars	As at 31 st March, 2025	As at 31 st March, 2024
1. The principal amount outstanding as at the end of accounting year.		
a) Trade payable	19.37	48.45
b) Capital creditors	-	-
2. Principal amount due and remaining unpaid as at the end of accounting year.	-	-
3. Interest paid by the company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during accounting year.	-	-
4. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
5. Interest accrued and remaining unpaid at the end of accounting year (Refer Note below).	-	-
6. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

There are no overdues to Micro, Small and Medium Enterprises as at March 31, 2025. Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2025 is given above. This information has been determined to the extent such parties have been identified on the basis of information available with the company.

Note 15

Other Liabilities

Non Current Liabilities

(₹ in Lacs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Provision for Gratuity-Non Current Part	36.34	30.79
Total Current Liabilities	36.34	30.79



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED Plot No. F-43 MIA, Basni Ist Phase, Jodhpur (CIN: L36994RJ2017PLC058454) Notes to Financial Statements for the year ended 31st March, 2025		
Current Liabilities & Provisions		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance from Buyers	198.66	79.63
Total Current Liabilities	198.66	79.63
Note 16		
Provisions		(₹ in Lacs)
Particulars	As at 31st March, 2025	As at 31st March, 2024
Wages Payable	0.10	0.08
Bonus Payable	7.21	3.27
Leave Encashment Payable	11.07	4.84
Provision for Gratuity-Current Part	15.03	13.68
Other Payables	20.01	17.15
Total Provisions	53.42	39.01

16.1 Other Payables includes Provision for Expenses, Duties & Taxes and Inter Branch Balance.

PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur		
(CIN : L36994RJ2017PLC058454)		
Notes to Financial Statements for the year ended 31 st March, 2025		
Note 17		
Revenue from Operations		(₹ in Lacs)
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
<u>Sale of Products</u>		
Export Sales	1,555.43	2,312.01
Domestic Sales	6,150.92	6,720.49
Total Revenue from Operations	7,706.35	9,032.50
a. Sale of Products comprises of:		
(a) Wooden and Iron Handicraft	7,280.93	8,935.78
(b) Textile Handicraft	26.50	96.72
(b) Solar Items	398.93	-
	7,706.35	9,032.50
Note 18 Other Income		
		(₹ in Lacs)
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Discount and Rebate	5.36	5.48
Duty Drawback	18.69	30.60
Sale of License	17.03	3.69
Interest Received from FDRs	199.89	156.26
Gain on Currency Fluctuations	13.97	35.07
Miscellaneous Receipt	0.27	1.59
Income from Dividend	1.47	0.18
Interest Received on Income Tax Refund	4.66	1.93
Interest Income on Bangalore PV Rent	2.40	1.11
Gain on Sale of Shares	56.12	-
Total Other Income	319.86	235.91
Note 19		
Cost of Material Consumed		(₹ in Lacs)
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Inventory	992.61	303.34
Add : Reclassification from Closing Stock of Finished Goods	952.17	-
Add: Purchases During The Year	1,939.36	6,301.24
Less: Closing Inventory	(2,743.64)	(992.61)
Total Cost of Material Consumed	1,140.49	5,611.97



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur		
(CIN : L36994RJ2017PLC058454)		
Notes to Financial Statements for the year ended 31 st March, 2025		
Note 20		
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade (₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Increase in Inventories		
Finished Material Stock	(2.87)	(6.70)
Handicrafts Item Stock	-	(674.81)
Jewellery Stock	1.85	-
Leather Material	-	0.22
Packing Material Stock	-	-
Textile Material Stock	-	(4.26)
Stock Iron Steel Items	(69.50)	-
Stock E Commerce	(47.21)	33.18
Stock Polish and Paint	-	-
Stock Bangalore	(207.75)	3.32
Finished Goods In Transit	26.85	(57.67)
Total Change in Inventories of Finished Goods	(298.63)	(706.72)
Note 21		
Employee Benefits Expenses (₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Director Remuneration	72.00	67.50
Contribution to provident fund & others	17.70	21.67
Salary Expense	163.27	162.84
Wages Expense	41.06	25.42
Total Employee Benefit Expenses	294.03	277.42
Note 22		
Finance Costs (₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Interest Paid on OD	6.48	3.48
Total Finance Costs	6.48	3.48

PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur		
(CIN : L36994RJ2017PLC058454)		
Notes to Financial Statements for the year ended 31 st March, 2025		
Note 23		
Other Expenses		(₹ in Lacs)
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Advertisement Expense	14.02	4.51
Online Sale Expense	246.74	230.47
Bank Charges	7.73	13.34
Branch Store Development Expense	48.26	6.63
Clearing and Transportation Expense	148.68	252.62
CSR Contributions	19.00	13.25
Domestic & International Fair Participation Expense	-	4.13
Electricity Expense	24.21	25.40
Freight Expense	136.90	46.28
Insurance Expense	2.37	0.71
Job Work Charges	118.92	99.68
Legal and Professional Charges	25.92	22.25
Miscellaneous Machinery Items	3.23	1.66
Office Expense	9.95	15.40
Payment to Auditors	6.50	6.50
Postage and Courier Expense	-	0.01
Printing and Stationary Expense	3.37	5.23
Rent Expense	174.33	174.63
Repair and Maintenance Expense	5.08	2.63
Telephone and Mobile Expense	0.18	0.61
Travelling Expense	2.45	7.15
Packing Charges	21.72	46.94
Other Expenses	20.91	77.19
Total Other Expenses	1,040.48	1,057.21
a. Payment to Auditors		
		(₹ in Lacs)
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Statutory Audit Fees	2.75	2.75
Internal Audit Fees	1.50	1.50
Tax Audit Fees	1.25	1.25
Other Services	1.00	1.00
Total payment to Auditors	6.50	6.50



PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur		
(CIN : L36994RJ2017PLC058454)		
Notes to Financial Statements for the year ended 31 st March, 2025		
b. Corporate social responsibility expenses		
As per Section 135 of the Companies Act, 2013, the Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.		
(₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Gross amount required to be spent by the Company during the year	19.00	13.25
Amount approved by the Board to be spent during the year	19.00	13.25
Amount spent during the year on:	19.00	13.25
Shortfall at the end of the year	-	-
Nature of CSR Activities		
(₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Expenditure during the year		
Contribution to Charitable Trust for Welfare of Society	19.00	13.25
Total	19.00	13.25
Details of CSR expenses other than ongoing project:		
(₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening balance	-	-
Amount required to be spent during the year	19.00	13.25
Amount spent during the year	(19.00)	(13.25)
Closing balance	-	-
Details of CSR expenses other than ongoing project:		
(₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Balance	-	-
Add: Increased during the year	19.00	13.25
Less: Utilisation during the year	(19.00)	(13.25)
Closing Balance	-	-
Details of CSR expenses other than ongoing project:		
(₹ in Lacs)		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Balance	-	-
Add: Excess spent during the year	-	-
Closing Balance (Available for set off in succeeding years)	-	-



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED		
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur		
(CIN : L36994RJ2017PLC058454)		
Notes to Financial Statements for the year ended 31 st March, 2025		
Note 24		
Earnings per Share		
Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Profit Attributable to Equity Holders for (Rs. in Lacs):		
Basic earnings	475.39	956.76
No. of Share outstanding at the end of the year	13,353,328	13,353,328
Weighted Average Number of Equity Shares for:		
Basic EPS	13,353,328	12,127,127
Diluted EPS	13,353,328	12,127,127
Earnings per Equity Share (EPS) (Face Value of Rs.10/-)		
Basic (INR)	3.56	7.89
Diluted (INR)	3.56	7.89

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Notes to Financial Statements for the year ended 31st March, 2025

Note 25

A. As per Ind AS 19 "Employee Benefits", the disclosures as defined are given below:

Assumptions used for valuation: In arriving at the valuation for gratuity, following assumptions were used:		
Particulars	2024-25 Gratuity (Unfunded)	2023-24 Gratuity (Unfunded)
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Rate of Employee Turnover	1% to 8%	1% to 8%
Rate of Discounting	6.64%	7.10%
Rate of Return on Plan Assets	NA	NA
Rate of Salary escalation	6.00%	6.00%

The following table sets out status of gratuity plan and leave salary as required under Indian Accounting Standard 19 on "Employee Benefit".

Particulars	2024-25 Gratuity (Unfunded)	2023-24 Gratuity (Unfunded)
(₹ in Lacs)		
I. Table showing change in employee benefit obligation		
Opening defined benefit obligation	44.47	33.98
Interest Cost	3.16	2.48
Current Service Cost	7.05	7.03
Past Service Cost	-	-
Benefit Paid	-	-
Actuarial Loss / (gain) on Obligations		
Due to Demographic Assumptions	-	-
Due to Financial Assumptions	2.26	1.57
Due to Experience	(5.56)	(0.59)
Liability at the end of the period	51.37	44.47

II. Table showing change in Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning	-	-
Adjustment to Opening fund	-	-
Expected Return on Plan Assets	-	-
Contributions	-	-
Benefit Paid	-	-
Actuarial gain /(loss) on Plan Assets	-	-
Fair Value of Plan Assets at the end of the period	-	-

III. Expense recognized in Statement of Profit & Loss		
Current Service cost	7.05	7.03
Past Service Cost	-	-
Interest cost	3.16	2.48
Total Expense recognized in Statement of Profit & Loss during the year	10.21	9.51

IV. Actual Gain / loss recognized in Other Comprehensive Income		
Actuarial (gain) / loss on obligations	3.30	0.98
Actuarial (gain) / loss on Plan Assets	-	-
Income Tax relating to Actuarial Gain / Loss	(0.83)	(0.25)
Net Actuarial (gain) / loss recognized during the year	2.47	0.73



PRITI

8th ANNUAL REPORT

2024-2025

PRITI INTERNATIONAL LIMITED

Plot No. F-43 MIA, Basni Ist Phase, Jodhpur

(CIN : L36994RJ2017PLC058454)

Notes to Financial Statements for the year ended 31st March, 2025

V. Amount recognized in Balance Sheet		
Liability at the end of the period	51.37	44.47
Fair Value of Plan Asset at the end of the period	—	—
Net Amount recognized in Balance Sheet	51.37	44.47
Current liability	15.03	13.68
Non-current liability	36.34	30.79
Total Liability	51.37	44.47

VI. Sensitivity Analysis				
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:				
Sensitivity analysis - Gratuity	2024-25		2023-24	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(4.24)	5.07	(3.18)	4.20
Salary growth rate (1% movement)	2.51	(2.54)	2.46	(1.79)
Withdrawal rate (1% movement)	1.45	(1.64)	1.50	(1.29)
Mortality rate (10% movement)	0.04	(0.04)	0.03	(0.04)
The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.				

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase,
Jodhpur (CIN :
L36994RJ2017PLC058454)

Notes to Standalone Financial Statements for the year ended 31st March,
2025

Note 26. FINANCIAL INSTRUMENTS, FAIR VALUE AND RISK MEASUREMENTS

A. Financial instruments by category and their fair value (₹ in Lacs)								
As at March 31, 2025	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Investments- Non-Current	-	167.08	-	167.08	167.08	-	-	167.08
Trade Receivables	-	-	-	-	-	-	-	-
- Non-current	-	-	-	-	-	-	-	-
- Current	-	-	650.32	650.32	-	650.32	-	650.32
Loans- Current	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	7.23	7.23	-	7.23	-	7.23
Other Bank Balances	-	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	0.00
- Non-current	-	-	2502.91	2502.91	-	2502.91	-	2502.91
- Current	-	-	29.65	29.65	-	29.65	-	29.65
Total financial assets	-	167.08	3190.12	3357.20	167.08	3190.12	-	3357.20
Financial liabilities								
Long-term borrowings (including current maturities of long-term borrowings)	-	-	-	-	-	-	-	-
Short-term borrowings	-	-	34.48	34.48	-	34.48	-	34.48
Trade Payables	-	-	189.14	189.14	-	189.14	-	189.14
Other financial liabilities	-	-	-	-	-	-	-	-
- Non-Current	-	-	-	-	-	-	-	-
- Current	-	-	-	-	-	-	-	-
Total financial liabilities	-	-	223.62	223.62	-	223.62	-	223.62

(₹ in Lacs)								
As at March 31, 2024	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Investments- Non-Current	-	134.84	-	134.84	134.84	-	-	134.84
Trade Receivables	-	-	1097.02	1097.02	-	1097.02	-	1097.02
Loans- Current	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	201.84	201.84	-	201.84	-	201.84
Other Bank Balances	-	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-
- Non-current	-	-	2835.90	2835.90	-	2835.90	-	2835.90
- Current	-	-	-	-	-	-	-	-
Total financial assets	-	134.84	4134.77	4269.61	134.84	4134.77	-	4269.61
Financial liabilities								
Long-term borrowings (including current maturities of long-term borrowings)	-	-	-	-	-	-	-	-
Short-term borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	403.80	403.80	-	403.80	-	403.80
Other financial liabilities	-	-	-	-	-	-	-	-
- Non-Current	-	-	-	-	-	-	-	-
- Current	-	-	-	-	-	-	-	-
Total financial liabilities	-	-	403.80	403.80	-	403.80	-	403.80

A. Fair value hierarchy

Level I - Quoted prices in active markets for identical assets or liabilities such as quoted price for an equity security on Security Exchanges.

Level II - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level III - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

B. Financial Risk Management

The Company's activities expose it to variety of financial risks such as credit risk, liquidity risk, settlement risk and market risk. The Company's senior management oversees the management of these risk and also ensure that its financial risk activities are identified, measured and managed in accordance with its policies and risk objectives.

(i) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Since the company has exposure to regulated entities, the credit risk is limited. It is mitigated by timely monitoring of receivables. The company has robust accounts receivable collection mechanism which has ensured near zero level of credit risk since inception. The investment of the company is in high grade investment categories which reducing the credit risk exposure to near minimal.

Exposure to credit risk

There is no requirement for providing for expected credit loss as the company has robust collection mechanism and has not written off any amount due to client credit risk exposure.

(ii) Liquidity risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and FDR's classified under other financial assets.

Exposure to liquidity risk

There are no such major borrowings needs to repay except temporary OD against FDR for a time being. Available liquidity is sufficient to repay the contractual maturities of financial liability. There are no such non current financial liabilities exists hence we are not providing age wise contractual cash flow.

C. Market risk

Under the current changing dynamics of the market, there is always a business of market risk of the company. More innovation and R&D for new products, will be made so as to maintain its competitiveness. Value addition on the existing products will be carried out so as to maintain its leadership in the market. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprise three type of risk: interest rate risk, currency risk and other price risk, such as commodity risk.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the overdraft etc. Facilities provided by the respective banks to the company carrying variable interest rates. Since, the Company has not availed any long term credit facilities, therefore there is no need for the company to enter into hedge contract to mitigate the possible exposure risk.

(ii) Foreign currency exchange rate risk

Foreign currency is the risk that the fair values or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities.

The following table sets forth information relating to foreign currency exposure as at March 31, 2025:

(₹ in Lacs)	
PARTICULARS	AMOUNT
Financial Assets	
Trade Receivables	195.98
Current Liabilities	
Advance from Buyers	196.60



PRITI

8th ANNUAL REPORT 2024-2025

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase,
Jodhpur (CIN :
L36994RJ2017PLC058454)

Notes to Standalone Financial Statements for the year ended 31st

March, 2025 Note 27. RELATED PARTY DISCLOSURES

As per Ind AS 24, the disclosures of transactions with the related parties are given below: (i)

S. No.	Name of Related Party	Designation	Nature of Relationship
1	Priti Lohiya	Director	Key Managerial Personnel (KMP)
2	Goverdhan Das Lohiya	Director	
3	Leela Lohiya	Director	
4	Ritesh Lohiya	CFO	
5	Rashi Shrimal	CS	
6	Ritesh Lohiya-HUF	Director-HUF	Relative of Key Managerial Personnel (RKMP)
7	M/s Priti Innovations Private Limited	Common Director	Related Parties where KMP/RKMP exercise significant influence
8	M/s Urban Den	Proprietor Firm of RKMP	

(ii) Transactions during the year with related parties :

The following table summarizes related party transactions and balances for the year ended/as at March 31, 2025

(₹ in Lacs)

S.NO	Nature of Transactions	KMP	RKMP	Entities in which KMP/RKMP have Significant Influence	
1	Rent	144.00	30.00	-	
2	Remuneration	126.9	-	-	
3	Sale of Goods	-	-	21.70	
4	Purchase	-	-	27.35	
5	Reimbursement of Expense	8.99	-	-	

	Balance as at March 31, 2025				
1	Purchase / Sales	-	-	25.61	
2	Remuneration	0.65	-	-	

The following table summarizes related party transactions and balances for the year ended/as at March 31, 2024

S.NO	Nature of Transactions	KMP	RKMP	Entities in which KMP/RKMP have Significant Influence	
1	Rent	144.00	30.00	-	
2	Remuneration	120.65	-	-	
3	Sale of Goods	-	-	14.80	
4	Purchase	-	-	304.28	
5	Conveyance Expense	2.88	-	-	
6	Reimbursement of Expense	1.46	-	-	
	Balance as at March 31, 2024				
1	Purchase	-	-	37.25	
2	Remuneration	0.55	-	-	
3	Reimbursement of Expense	0.40	-	-	

PRITI INTERNATIONAL LIMITED
Plot No. F-43 MIA, Basni Ist Phase, Jodhpur
(CIN : L36994RJ2017PLC058454)

Notes to Standalone Financial Statements for the year ended 31st March, 2025

Note 28. The Company has identified Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act, 2006.

(₹ in Lacs)

S.NO.	PARTICULARS	AS ON	
		31.03.2025	31.03.2024
1	Principal amount due to suppliers registered under the MSMED Act, 2006 and remaining unpaid as at year end	19.37	48.452
2	Interest due to suppliers registered under the MSMED Act, 2006 and remaining unpaid as at year	NIL	NIL
3	Principal amounts paid to suppliers registered under the MSMED Act, 2006, beyond the appointed day during the year	NIL	NIL
4	Interest paid, other than under Section 16 of MSMED Act, 2006, to suppliers registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
5	Interest paid, under Section 16 of MSMED Act, 2006, to suppliers registered under the MSMED Act, 2006, beyond the appointed day during the year	NIL	NIL
6	Interest due and payable towards suppliers registered under MSMED Act, 2006, for payments already made	NIL	NIL
7	Further interest remaining due and payable for earlier years	NIL	NIL

28.1 There are no MSME creditors payable for 45 days and above, hence no provision for interest is required as per the provision of the Micro, Small and Medium Enterprises Development Act, 2006

Note 29. SEGMENT INFORMATION (IND AS-108-Operating Segments)

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting:

- Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".
- During the year under consideration, the Company has entered new line of business of trading of "Solar Products" as well. The same has been reported as a separate segment as per the provisions of Ind AS 108 "Operating Segments". The identification of operating segments which are 'Manufacturing and Selling of Handicraft/Wooden Items, Textile Items and Solar Products' are as per the performance assessment and resource allocation by the management.

Summarised segment information for the years ended March 31, 2025 and 2024 is as follows:

S. No.	Particulars	(Rs. In Lacs)	
		Year Ended	
		31-Mar-25 (Audited)	31-Mar-24 (Audited)
1	Segment Revenue		
	a) Wooden and Iron Handicraft	7,280.93	8,935.78
	b) Textile Handicraft	26.50	96.72
	c) Solar Product	398.93	-
	Revenue from Operations	7,706.35	9032.50
2	Segment Result		
	a) Wooden and Iron Handicraft	1,620.39	2,373.32
	b) Textile Handicraft	5.90	63.00
	c) Solar Product	88.78	-
	Total Segment Profit before Interest and Tax	1715.07	2436.32
	(i) Finance Cost	(14.21)	(3.48)
	(ii) Interest Income	199.89	156.26
	(iii) Un-allocated (Expense)/Income (Net)	(1,260.97)	(1,305.39)
	Profit Before Tax	639.77	1283.71
3	Segment Assets		
	a) Wooden and Iron Handicraft	3,792.68	3,142.24
	b) Textile Handicraft	18.06	9.31
	c) Solar Product	97.81	-
	d) Unallocated	3,930.78	4,482.92
	Total Segment Assets	7839.33	7634.47
4	Segment Liabilities		
	a) Wooden and Iron Handicraft	179.89	355.22
	b) Textile Handicraft	9.25	0.13
	c) Solar Product	-	-
	d) Unallocated	487.98	534.82
	Total Segment Liabilities	677.12	890.17

Note 30. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
 - maintain an optimal capital structure to reduce the cost of capital.
- The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The following summarizes the capital of the Company:

(₹ in Lacs)

Particulars	As at March 31, 2025	As at March 31, 2024
Equity*	7,162.21	6,744.29
Short term borrowings and current maturities of long-term borrowings	34.48	-
Long term borrowings	-	-
Total borrowings	34.48	-
Total capital (Debt+Equity)	7,196.69	6,744.29

Notes to Standalone Financial Statements for the year ended 31st March, 2025

Note 31. In the ordinary course of business, the Company faces claims and assertions by various parties. The company assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

Note 32. Corporate Social Responsibility

The provisions contained in Section 133 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 were applicable to the Company.

Note 33. As at the balance sheet date, the Company has reviewed the carrying amount of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.

Note 34. Other Notes:

- (i) The Company does not have any Benami Property where any proceedings has been initiated or pending against company for holding any Benami Property.
- (ii) The Company does not have granted any loan or advance in the nature of loan to promoters, KMP, Directors and related parties where it is repayable on demand or without specifying any terms of repayment.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (v) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidentia assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.
- (viii) The Company does not undertake any transactions with respect to crypto currency or virtual currency during the financial year.
- (ix) The Company does not have any transactions with Companies Struck off.

Note 35. Sundry Debtors, Creditors, Loans and Advances balances as shown in the balance sheet are subject to confirmation from the parties concerned and consequential adjustments, if any.

Note 36. Previous year figures have been re-grouped, re-arranged and re-casted wherever it is considered necessary to make them comparable with those of current year.

Note 37. RECLASSIFICATION OF COMPARATIVE FIGURES

Certain reclassifications have been made to the comparative period's financial statements to:

- enhance comparability and ensure consistency with the current year's financial statements; and
- ensure compliance with the Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013 (Revised).

The Company believes that such presentation is more relevant for understanding of the Company's performance. However, this does not have any material impact on the profit, equity and statement of cash flows for the comparative period.

Items of balance sheet before and after reclassification as at 31st March, 2025: (₹ in Lacs)

Particulars	Balance before reclassification	Reclassification amount	Balance after reclassification
Retained Earnings (Note no. 11)	2666.23	(2.74)	2,668.97
Other Comprehensive Income (Note no. 11)	(6.79)	2.74	(9.53)

PRITI INTERNATIONAL LIMITED

Plot No. F-43 MIA, Basni Ist Phase, Jodhpur

(CIN : L36994RJ2017PLC058454)

Notes to Standalone Financial Statements for the year ended 31st March, 2025

Note 38

Financial Ratios

Ratio	Numerator	Denominator	2024-25	2023-24	% Variance	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	7.04	4.75	48%	Cash and Cash Equivalents and other Bank Balance increased due to Surplus Funds and Excessive Current Assets in the form of Inventory.
Return on equity ratio (in %)	Net profits after taxes	Average Shareholder's Equity	6.84%	16.94%	-60%	Cost of production increased in compare to previous year.
Inventory turnover ratio (in times)	Cost of Traded Goods + Changes in Inventories + Production Expenditure	Average Inventory	2.29	4.83	-53%	Average Inventory held by the Company at the end of the year increased as compared to Previous Year.
Trade receivables turover ratio (in times)	Revenue from operations	Average Accounts Receivables	8.82	6.85	29%	Trade receivable decreased as compared to previous year.
Trade payables turover ratio (in times)	Cost of Traded Goods + Production Expenditure	Average Trade Payables	21.22	14.25	49%	Trade payable decreased more than 50% as compared to previous year.
Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	2.00	2.86	-30%	Net working capital enhanced as well profitability decrease as compared to previous year.
Net profit ratio (in %)	Profit After Tax	Total Revenue from Operations	6.17%	10.59%	-42%	Cost of production increased as compared to previous year.
Return on capital employed (in %)	Net Profit after taxes + Depreciation & Amortisation Expenses + Finance Costs - Other Income + Taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	5.29%	16.30%	-68%	COGS increased as compared to previous year.



PRITI INTERNATIONAL LIMITED

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