

Notice of Annual General Meeting

NOTICE is hereby given that the Seventh (7th) Annual General Meeting of the members of **PRITI INTERNATIONAL LIMITED (CIN: L36994RJ2017PLC058454)** will be held on **Monday, September 30, 2024, at 10:30 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

Ordinary Business:

- 1. To Receive, Consider and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a director in place of Mr. Ritesh Lohiya (DIN: 07787331), who retires by rotation and being eligible, offers himself for reappointment.**

Special Business:

- 3. To approve the Continuation of Appointment of Mrs. Leela Lohiya (DIN: 07787328) as Non-Executive and Non-Independent Director of The Company**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’) read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the SEBI Listing Regulations’) (including any statutory modification or re-enactment(s) thereof for the time being in force) as amended from time to time, and the Articles of Association of the Company, and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for continuation of appointment of Mrs. Leela Lohiya (DIN: 07787328) as Non-Executive and Non-Independent Director of the Company and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 4. To appoint Mr. Yogendra Chhangani (DIN: 06424580) as the Non-Executive Independent Director of The Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the members of the Company be and

is hereby accorded to appoint Mr. YOGENDRA CHHANGANI (DIN: 06424580) as a Non-Executive Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company to hold office for his first term of two consecutive years with effect from October 01, 2024 upto September 30, 2026 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT, any director of the Company be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including but not limited to filing the necessary Forms with registrar of Companies.”

5. To appoint Mr. Sanjay Kumar (DIN: 06523237) as the Non-Executive Independent Director of The Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Mr. SANJAY KUMAR (DIN: 06523237) as Non-Executive Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company to hold office for his first term of two consecutive years with effect from October 01, 2024 upto September 30, 2026 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, any director of the Company be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including but not limited to filing the necessary Forms with registrar of Companies.”

6. To re-appoint Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Tamanna Kumari (DIN: 09678819) who was appointed as Non-Executive Independent Director of the company, by the members for a term up to August 12, 2024 who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 13, 2024 up to August 12, 2026, and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.”

7. To alter the Objects Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), to Alter the main object clause III(a) of the Company by insertion of new Sub-Clauses 7 & 8 of Clause III (A) of the Memorandum of Association of Company as following:

7. To trade, supply and install solar energy components and systems such as but not limited to solar modules, inverters, cables, transformers, solar energy power plants or components and any other machinery, equipment or technology for the use in solar energy power plants, including the supply and trade with electricity generated from solar energy power plants and also provide other utility services including but not limited to monitoring storage and to do all incidental acts and things necessary for the attainment of the above objects.

8. To carry on the business of general merchandise, including the import, export, wholesale, retail, distribution, and trading of all types of goods, products, commodities, and merchandise of every description, whether consumable or durable, including but not limited to foodstuffs, clothing, textiles, electronics, household goods, and industrial products including the



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establishment and operation of retail and wholesale outlets, shops, showrooms, and online platforms for the sale and distribution of such goods and to do all incidental acts and things necessary for the attainment of the above objects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

**Date: September 05, 2024
Place: Jodhpur**

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

Item No. 3: Continuation of appointment of Mrs. Leela Lohiya (DIN: 07787328) as Non-Executive and Non-Independent Director of the company

The Members may note that pursuant to SEBI’s amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mrs. Leela Lohiya was appointed as the Director of the Company with effect from December 05, 2017, not liable to retire by rotation as Non-Executive and Non-Independent Director of the Board of the Company. Therefore, she can continue as Director of the Company with effect from September 30, 2024, only if Members approve continuation of her appointment as Director of the Company.

The Board believes that her continuation and guidance on the Board will significantly contribute to Company’s growth and long-term value creation.

In view of the above and after careful consideration of her performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mrs. Leela Lohiya as Non-Executive and Non-Independent Director for a period of 4 (four) consecutive years with effect from September 30, 2024, and shall not be liable to retire by rotation.

Considering the above, the Board recommends her continuation as Non-Executive Director by way of Ordinary Resolution as set out in Item no 3 of this Notice.

Other than Mrs. Leela Lohiya and her relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Ordinary Resolution as set out in Resolution No. 3 of this Notice.

Item No. 4 & 5: Appointment of Mr. Yogendra Chhangani (DIN: 06424580) & Mr. Sanjay Kumar (DIN: 06523237) as the Non-Executive Independent Director of the Company

Since the Company planned to set standards of good Corporate Governance and to bring more transparency in the management and operations of the Company, the board of directors of the Company have decided to introduce Non-Executive Independent Director on the Board of the Company.

In this regard the board and Nomination and Remuneration committee has proposed the Appointment of Mr. Yogendra Chhangani (DIN: 06424580) & Mr. Sanjay Kumar (DIN: 06523237) as Non-Executive Independent Director at their board meeting held on September 05, 2024.

The Board is of the opinion that the appointment of Non-Executive Independent Directors will be a great value addition to the Company and will guide the Company in the matters of Corporate Governance and Compliance and he will provide his expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

Further, in the opinion of the Board, based on the declaration of Independence furnished by Mr. Yogendra Chhangani (DIN: 06424580) & Mr. Sanjay Kumar (DIN: 06523237) they fulfill the conditions specified in Section 149, 152 and Schedule IV of the Act read with the Rules and SEBI listing regulations (including any statutory modifications(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company. They also meet the following identified by the Board of Directors of the Company:

Identified skills and capabilities

1. Legal Knowledge
2. Finance
3. General Management

Relevant details relating to appointment of the said appointees as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided at the end of this explanatory statement.

The Company has received, inter alia,

- I. Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- II. Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Yogendra Chhangani & Mr. Sanjay Kumar to the effect the said appointees are not disqualified in accordance with Section 164(2) of the Act.
- III. Declaration that they meet the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that Mr. Yogendra Chhangani & Mr.

Sanjay Kumar have successfully registered himself on the Independent Director's data bank.

- IV. Declaration that they are not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and
- V. A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Yogendra Chhangani & Mr. Sanjay Kumar as a director of the Company.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Mr. Yogendra Chhangani (DIN: 06424580) & Mr. Sanjay Kumar (DIN: 06424580), as Non-Executive Independent Director is now being placed before the Members for their approval.

In accordance with Regulation 25(2A) of the Listing Regulations, effective January 01, 2022, the consent of the shareholders by way of Special Resolution shall be required for appointment of an Independent Director on the Board of Directors of the Company.

Therefore, Special Resolutions set out at the aforesaid accompanying notice is being recommended by the Board for the approval of members.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Ordinary Resolution as set out in Resolution No. 4 & 5 of this Notice.

Item No 6: Re-appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013

Ms. Tamanna Kumari is an Independent Director on the Board of Priti International Limited. She joined the Board of Directors (the "Board") of the Company on August 13, 2022. Further, on September 30, 2022, the members of the Company approved the appointment of Ms. Tamanna Kumari as an Independent Director under the Companies 2013 ("the Act") for a term from August 13, 2022, up to August 12, 2024, by passing the Special Resolution in their meeting.

Now, the First term of Ms. Tamanna Kumari as an Independent Director ended on August 12, 2024, thus in accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The Company has received notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Relevant details relating to appointment of Ms. Tamanna Kumari as required by the Act, SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided at the end of this explanatory statement.

The Company has received, inter alia,

- I. Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- II. Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Tamanna Kumari to the effect that she is not disqualified in accordance with Section 164(2) of the Act.
- III. Declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and that she has successfully registered herself on the Independent Director's data bank.
- IV. Declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and
- V. A notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Tamanna Kumari as a director of the Company.

She also fulfils the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Rules and SEBI Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

The Board of Directors in their meeting held on August 12, 2024, based on recommendation of the Nomination and Remuneration Committee, and considering the reports of performance evaluation, Ms. Tamanna Kumari's skills, vast experience and deep knowledge of the financial service industry and her contribution over the years as an Independent Director of the Company, propose the re-appointment of Ms. Tamanna Kumari as an Independent Director of the Company and recommend the Special Resolution as set out in Resolution No. 6 of the Notice for approval of the Members, as the Board believes that her continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

In accordance with Regulation 25(2A) of the Listing Regulations, effective January 01, 2022, the consent of the shareholders by way of Special Resolution shall be required for appointment of an Independent Director on the Board of Directors of the Company.

Other than Ms. Tamanna Kumari and her relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 6 of this Notice.

Item No. 7 Alteration of Objects Clause of The Memorandum Of Association of The Company

The Company has planned to expand in new areas of business for Diversification to increase sale and revenue of the Company therefore it enables itself to expand business in the field of Trading of Solar energy power and other utility services. Further, the Company also wants to explore the business in the general merchandise products foodstuffs, clothing, textiles, electronics, household goods, and industrial products etc. Therefore, it is proposed to incorporate the new sub-clause 7 and 8 in Clause 3(a) of Memorandum of Association.

The proposed activities can be, under the existing circumstances, conveniently and advantageously, combined with the present activities of the company and will enlarge the area of operations of the company.

The Board of Directors at their meeting held on September 05, 2024, has approved the amendment (subject to member's approval) in Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of Members by way of Special resolution is required for change in object clause of Memorandum of Association of Company. The Board of Directors recommends for approval of members by passing the special resolution as contained in item No. 7 of the notice.

Further, in terms of Proviso to Rule 22(16) of The Companies (Management and Administration) Rules, 2014, the Company is passing the resolution at the AGM by providing facility of Remote E-voting and accordingly it is not required to pass this resolution mandatorily by way of Postal Ballot.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 7 of this Notice.

Details of Directors seeking appointment

**(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations
2015 and Secretarial Standard – 2 on General Meetings)**

Name of the Director	Ritesh Lohiya	Leela Lohiya	Tamanna Kumari	Yogendra Chhangani	Sanjay Kumar
Director Identification Number (DIN)	07787331	07787328	09678819	06424580	06523237
Date of Birth (Age)	June 13, 1972 (52 Years)	January 15, 1951 (73 years)	November 04, 1998 (25 years)	December 04, 1976 (48 Years)	November 01, 1976 (48 Years)
Date of first Appointment	June 30, 2017	June 30, 2017	August 13, 2022	-	-
No. of Shares held in the Company	391928	228010	None	None	None
Qualifications	Bachelor of Commerce	Bachelor of Laws	Bachelor of Laws	Bachelor of Science	Bachelor of Commerce, Diploma in Software Technology From NIIT
Relationships between Directors and Key Managerial Personnel inter-se	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).	Mrs. Leela Lohiya is wife of Mr. Goverdhan Das Lohiya (Whole Time Director and Chairperson) and mother of Mr. Ritesh Lohiya (Chief Financial Officer)	She is Not related to any Director or Key Managerial Personnel of the Company.	He is Not related to any Director or Key Managerial Personnel of the Company.	He is Not related to any Director or Key Managerial Personnel of the Company.
Terms and conditions of appointment	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company

As Directorships held in other public companies (excluding foreign companies) as on date of this Notice	None	None	None	None	None
Listed entities from which the person has resigned in the past three years	None	None	None	None	None
Position held in mandatory Committees of other companies	None	None	None	None	None
Details of Remuneration sought to be paid	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company	As per the Nomination and Remuneration policy of the Company
Remuneration paid during FY 2023-24	Rs. 48,00,000/-	None	None	None	None
Number of meetings of the Board attended during FY 2023-24	Eleven (11)	Eleven (11)	Eleven (11)	NA	NA

BRIEF RESUME OF DIRECTORS**RITESH LOHIYA**

Ritesh Lohiya aged 52 years is the Promoter, Executive Director and Chief Financial Officer of our Company. He has been Executive Director of our Company since incorporation and has been designated as Chief Financial Officer of our company w.e.f. December 05, 2017. He has completed his Bachelor of Commerce from Jai Naraiyan Vyas University, Jodhpur. He has an experience of more than two decades in business out of which more than one decade's experience in the handicraft industry. He looks after the wooden & metal furniture and handicraft business, Finance, Human Resources and Administrative aspects of our company.

LEELA LOHIYA

Leela Lohiya, aged 73 years, is the Non-Executive and Non-Independent Director of the Company. She has been associated with our Company w.e.f. December 05, 2017. She is a dynamic and result-oriented legal professional with a distinguished career spanning over more than 50 years of experience. Her legal expertise, combined with a strategic outlook, contributes to effective governance and risk management within the organization.

TAMANNA KUMARI

Tamanna Kumari, aged 25 years, has been appointed as Independent Director of our company w.e.f. August 13, 2022. She has completed her Bachelor of Commerce from Jai Narayan Vyas University, Jodhpur and Master of Commerce from Indira Gandhi National Open University, known as IGNOU. She has completed her Bachelor of Law specializing in Constitution/Civil from Jodhpur and currently practicing at Rajasthan High Court, Jodhpur.

Her experience and practice will be an asset for the company in the fields of law and other aspects. The Independency of the director gives a faithful and fair disclosures of the events in the company. Her inclusion on the Board will definitely bring an advantage to the company and the investors attached with the company.

YOGENDRA CHHANGANI

Yogendra Chhangani aged 48 years, has completed his Bachelor of Science in biology, with good knowledge of Information Technology (IT) and finance. His experience and practice will be an asset for the company in the fields of IT and finance. The independency of the director gives a faithful and fair disclosures of the event in the company and so his inclusion in the Board will definitely bring an advantage to the company and the investors attached with it.

SANJAY KUMAR

Sanjay Kumar aged 48 years, is a distinguished professional with a robust background in commerce and software technology. He has completed his Bachelor of Commerce and Diploma in Software Technology from National Institute of Information Technology (NIIT). He demonstrates his exceptional expertise in bringing a wealth of experience to the board in both business management and technology innovation. Also he has experience of more than 8 years in Handicraft industry.

Notes:

1. The Explanatory Statement pursuant to Section 102(1), and other applicable provisions of the Act, the Rules made thereunder, SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India stating all material facts and the reasons thereof, for the business to be transacted at the Meeting, forming part of this Notice, is annexed herewith.

2. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, and No. 20/2020 dated 05th May, 2020 (including all the amendments and extensions thereto, the latest one being General Circulars No.10/2022 dated 28th December, 2022, and No. 11/2022 dated 28th December, 2022) ('MCA Circulars') read with SEBI Circular no. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Section VI-J of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July11,2023 ('SEBI Circular'), has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.

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

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

5. The Notice of AGM and the Annual report is being sent by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, August 30, 2024 ('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.pritiinternationalltd@gmail.com before the Annual General Meeting mentioning their Name, Client ID and DP ID, or Folio No.

7. The Notice of the 7th AGM and the Annual Report for the financial year 2023-24 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 **Thursday, September 19, 2024 to Monday, September 23, 2024**. 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 **Monday, September 23, 2024**. 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 **Monday, September 23, 2024** (“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 **Friday, September 27, 2024, (9:00 AM IST)** and ends on **Sunday, September 29, 2024 (5:00 PM IST)**. During this period, members of the Company holding **Equity Shares**, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

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

22. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e., **September 23, 2024**, may obtain the login ID and password by following the guidelines mentioned below. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e., September 23, 2024, 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.pritiinternationalltd@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.pritiinternationalltd@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
400	Friday, September 27, 2024 (9:00 AM IST)	Sunday, September 29, 2024 (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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest 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.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 "**IN FAVOUR**", "**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 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.