



PRITI INTERNATIONAL LIMITED

PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA

PHONE: 91-291-2435699 Mobile: 91-9314225699

E-MAIL: g.d.lohiya@gmail.com CIN: L36994RJ2017PLC058454

Notice of 4th Annual General Meeting

NOTICE is hereby given that the 4th Annual General Meeting of the Members of PRITI INTERNATIONAL LIMITED (CIN: L36994RJ2017PLC058454) will be held on **Thursday, 30th September 2021 at 11.00 A.M.** at the Registered Office of the Company situated at Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan) to transact the following businesses:

AS ORDINARY BUSINESS:

Ordinary Resolutions

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2021, together with the reports of the Board of Directors ("the Board") and auditors thereon.

2. To Appoint Mr. Ritesh Lohiya (DIN: 07787331) as an Executive Director liable to retire by rotation

To appoint Mr. Ritesh Lohiya as a Director, who retires by rotation and being eligible & offers himself for re-appointment and pass following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Ritesh Lohiya (DIN: 07787331), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as Director of the Company."

3. Declaration of Dividend: -

To declare a final dividend on equity shares at the rate of 5% i.e Rs. 0.50/- per share on Equity Shares of the Company for the Financial Year ended on March 31, 2021.

AS SPECIAL BUSINESS:

Ordinary Resolutions

4. To increase the Authorised share capital of the Company and amend the Memorandum of Association:

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:



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"RESOLVED THAT pursuant to the applicable provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other statutory, contractual and regulatory approvals, permissions and consents as may be required, and on such conditions and modifications as may be prescribed, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, consent of the Members of the Company be and is hereby accorded by a way of ordinary resolution for increase of the authorised share capital of the Company from INR 6,00,00,000 (Indian Rupees Six Crore only) divided into 60,00,000 Equity Shares of face value INR 10 (Indian Rupees Ten only) each to INR 12,00,00,000 (Indian Rupees Twelve Crore only) divided into 120,00,000 Equity Shares of face value INR 10 (Indian Rupees Ten only) each."

"RESOLVED FURTHER THAT pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for the deletion of the existing Clause No. V of the Memorandum of Association of the Company and its substitution with the following new Clause V:

"The Authorized Share Capital of the Company is INR 12,00,00,000 (Indian Rupees Twelve Crore only) divided into 120,00,000 (One Crore Twenty Lakh) Equity Shares of face value INR. 10 (Indian Rupees Ten only) each."

"RESOLVED FURTHER THAT Mr. GOVERDHAN DAS LOHIYA, Director of the Company be and are hereby severally authorized to file all necessary forms with the Registrar of Companies, Stock Exchange and other governmental authorities including the Form SH. 7 and to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to further comply with the requirements, if any, of the Companies Act, 2013 and the relevant rules framed thereunder and the secretarial standards issued by the Institute of the Company Secretaries of India.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised on behalf of the Company to certify a copy of these resolutions and issue the same to all concerned authorities or parties."



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5. Issue Of Bonus Shares:

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the "SEBI") and Reserve Bank of India (the "RBI") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Securities Premium Account and free reserve of the Company as at March 31, 2021, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of Rs. 10 (Rupee Ten only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of (3:1), 3 (Three) new equity share for every 1 (One) existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date fixed by the Board in this regard."

"RESOLVED FURTHER THAT the new equity shares of Rs. 10 (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares."

"RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity



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shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time."

"RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non- Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized Mr. Goverdhan Das Lohiya, Director of the Company to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion.

For & on Behalf of Board of Directors
of

Priti International Limited

Registered Office:

Plot no. F-43, Basni I Phase
Jodhpur, Rajasthan - 342001 India
CIN: L36994RJ2017PLC058454
Phone: 91-9314225699
E-mail: g.d.lohiya@gmail.com



Rashi Shrimal
(Company Secretary)

03rd September 2021

Place: Jodhpur





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NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him and proxy need not be a member of the company. Proxies in order to be effective must be received by the company at its registered office at least 48 hours before the time of meeting.
2. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy who shall not act as proxy for any other person or Member. A proxy is not entitled to vote except on a poll. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not later than forty-eight hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of the limited companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with specimen signatures of their authorized representatives to attend and vote at the Meeting.
4. The documents referred to in the proposed resolution(s) are available for inspection at the Registered Office of the Company situated at Plot No. F-43 Basni 1st Phase Jodhpur Rajasthan-342001 between 11.00 am to 1.00 pm on any working days except Saturdays, Sundays and Public Holidays up to the date of Annual General Meeting.
5. Company has entrusted its registrar & share transfer activities to **Big Share Services Private Limited**, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Maharashtra.



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Members are requested to do all future correspondence at the said address of RTA.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited. This can be done by sending letters with postage pre-paid or by sending email to ipo@bigshareonline.com.
7. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote.
8. The Equity Shares of the Company are listed on the following Stock Exchange in India w.e.f. 21st June, 2018.
National Stock Exchange of India Ltd. (EMERGE)
Exchange Plaza, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
9. The Company has designated an exclusive e-mail ID called info@pritiinternationalltd.com for redressal of Members' complaint / grievances. In case you have any queries/complaints or grievances, then please write to us at info@pritiinternationalltd.com.
10. Remote E- Voting: As per notification issued by Ministry of corporate affairs dated 19th day of March 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-Voting Provisions. Also, no such provision is available in SME equity listing agreement. Company is covered under Chapter XB as it is a SME company and



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listed on NSE EMERGE - SME Platform of National Stock Exchange of India Limited. Therefore, Company is not providing remote E-Voting facility to its Shareholders.

11. The Notice of the Annual General Meeting along with the annual report 2020-21 is being sent by electronic mode to those members whose e-mail addresses are registered with the company/depositories, unless any member has requested for a physical copy of the same for members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may please note that this notice and annual report 2020-21 will also be available on the Company's Website www.pritiinternationalltd.com.
12. Members desirous of getting any information about the company are requested to write to the company at least seven days in advance of the meeting, so that information can be kept ready at the Meeting.





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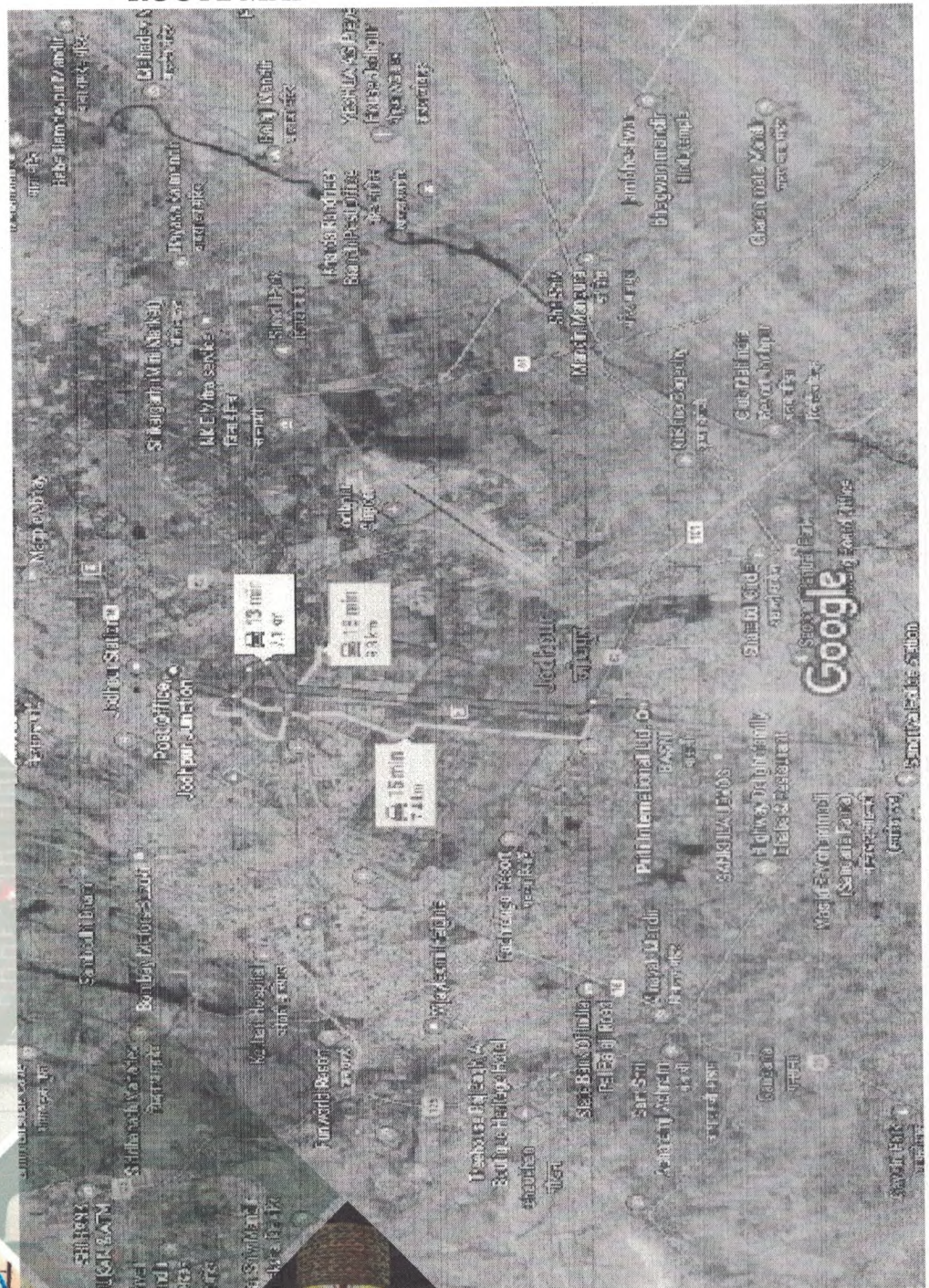
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13. A Google map showing route map is provided as under:

ROUTE MAP





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Explanatory Statements (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 – To Increase the Authorised Share Capital of the Company

Your Company has proposal for further issue of bonus shares and consequentially the paid-up capital will increase. Your Company needs to increase the authorized share capital of the Company for the purpose of increasing of the paid-up capital. The capital clause of the Memorandum of Association is required to be altered for increasing of the authorized share capital.

As per Section 61 of the Companies Act, 2013 approval of members is required for increasing the authorized share capital of the company and altering relevant capital clause of the memorandum of association.

The Board of Directors recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

A copy of the amended Memorandum of Association will be made available for inspection at the request of the members by electronic means.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice except to the extent of their shareholding held by them in the Company.

Item No. 5 - To Approve the Issue of Bonus Shares

The Board of Directors in its meeting held on 3rd September, 2021 considered, approved and recommended an issue of bonus shares in the proportion of (3:1) 3 new equity share of the Company of 10/- each for every 1 existing equity share of the Company of 10/- each held by the Members on the "17th September 2021, the Record Date" determined by the Board by capitalizing a part of the Securities Premium Account and free reserves of the Company as at March 31, 2021. The bonus shares upon their issue, and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.



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None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice except to the extent of their shareholding held by them in the Company.

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



Rashi Shrimal
(Company Secretary)

03rd September 2021

Place: Jodhpur

Registered Office:

Plot no. F-43, Basni I Phase

Jodhpur, Rajasthan - 342001 India

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