



**MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF PRITI INTERNATIONAL LIMITED HELD AT ITS REGISTERED OFFICE AT PLOT NO. F- 43, BASNI IST PHASE, JODHPUR-342001, RAJASTHAN ON WEDNESDAY, JULY 20, 2022 AT 11:30 A.M.**

The Following were present:

**Directors:**

Goverdhan Das Lohiya	:	Chairman and Whole Time Director
Priti Lohiya	:	Managing Director
Ritesh Lohiya	:	Executive Director and Chief Financial Officer
Leela Lohiya	:	Non-Executive Director
Mahak Singhvi	:	Independent Director
Deepak Tak	:	Independent Director
Sag Ram	:	Independent Director

**In Attendance:**

Ms. Rashi Shrimal	:	Company Secretary and Compliance Officer
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**Invitees:**

FCA Lucky Nanwani	:	Scrutinizer
(Partner of S B L and Co LLP, Chartered Accountants)		

**Members Present**

in person	:	Twenty five (25)
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**Members Present**

Through proxy	:	Nil (0)
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In accordance with applicable provisions of the Companies Act, 2013 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Mr. Goverdhan Das Lohiya, Chairman of the Board of Directors, took the chair.

The Chairman informed the members that Mr. Pankaj Baheti could not attend this meeting due to his pre-occupancy in other assignments.

The Chairman also informed the members that Mr. Pankaj Baheti has authorised Mr. Mahak Singhvi to also attend the meeting in the capacity of member of Audit Committee and Nomination and Remuneration Committee of the Company.



The Chairman informed the members that the Statutory Auditors have expressed their inability to attend the meeting due to unavoidable reasons and that the Company has exempted their attendance.

The Chairman ascertained the Quorum of the Meeting.

A total of 25 members were present including individual members as well as members authorised by body corporates and HUFs.

The requisite quorum being present, the Chairman called the meeting to order.

The requisite quorum was present throughout the meeting.

With the consent of the Members present, the Notice of the EGM, together with corrigendum thereto, was taken as read.

The Members were informed that the Statutory Registers and documents as required pursuant to the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to be produced at the meeting were available for inspection of the members.

The chairman informed the members that in accordance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for Remote E Voting to all members.

The members were informed that the Company had appointed FCA Lucky Nanwani, Partner of S B L and Co LLP, Chartered Accountants as the Scrutinizers for the purpose of scrutinizing the process of Remote E-Voting process and voting by way of Poll at the meeting.

Further, the members were informed that those members who have not voted to the resolutions set out in the notice of the meeting, by way of remote e-voting process were entitled to vote on poll.

The Chairman thereafter proceeded with the business to be transacted at the meeting:

### **Item No. 1: To Increase the Authorised Share Capital of the Company and amend the Memorandum of Association**

Proposed by : Mr. Goverdhan Das Lohiya

Seconded by : Mr. Ritesh Lohiya





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The following Resolution having been proposed and seconded by the aforementioned two Members was put to vote as an **Ordinary Resolution**:

**“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 12,00,00,000 (Indian Rupees Twelve Crore only) divided into 1,20,00,000 Equity Shares of face value INR 10 (Indian Rupees Ten only) each to INR 15,00,00,000 (Indian Rupees Fifteen Crore only) divided into 1,50,00,000 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 15,00,00,000 (Indian Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value INR. 10 (Indian Rupees Ten only) each.”**

**RESOLVED FURTHER THAT** any of the 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.”





### Voting Results:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13	7740425	100.00%
Voted against the resolution	00	00	00.00%

Approved by Requisite Majority

### Item No. 2 : Issue of Convertible Warrants on a Preferential Basis to the Members of Promoters and Others.

Proposed by : Mr. Goverdhan Das Lohiya

Seconded by : Mr. Ritesh Lohiya

The following Resolution having been proposed and seconded by the aforementioned two Members was put to vote as a **Special Resolution**:

***“RESOLVED THAT*** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one



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or more tranches, up to 29,76,000 (Twenty Nine Lakhs Seventy Six Thousand) Convertible Warrants (the "Warrants") on a preferential basis to the promoters/promoter group and others i.e. persons/entities not forming part of the promoter and promoter group ("Warrant Holder(s)" / "Proposed Allottee(s)"), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Rs. 10/- (the "Equity Shares") each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at Rs.98/- (Rupees Ninety Eight) arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as maybe deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter V thereof) or other applicable laws in this respect. The details in relation to the Warrant Holders are mentioned hereinbelow.

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	GOVERDHAN DAS LOHIYA	PROMOTER	NA	245000
2	PRITI LOHIYA	PROMOTER	NA	268290
3	LEELA LOHIYA	PROMOTER	NA	149210
4	RITESH LOHIYA HUF	PROMOTER	RITESH LOHIYA	76000
5	RITESH LOHIYA	PROMOTER	NA	55000
6	GOVERDHANDAS LOHIYA HUF	PROMOTER	GOVERDHANDAS LOHIYA	55000
7	RITIKA LOHIYA	PROMOTER	NA	10000
8	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	NON-PROMOTER	PORINJU VELIYATH	150000
9	SHANKAR SHASHI SHARMA	NON-PROMOTER	NA	130000
10	MBRD INVESTMENT	NON-PROMOTER	BIMLA BAJAJ, RITESH DALMIA	100000
11	OCULUS CAPITAL GROWTH FUND	NON-PROMOTER	MAYANK BAJAJ	100000
12	OM PRAKASH CHUGH	NON-PROMOTER	NA	100000
13	SHILPI PARWAL	NON-PROMOTER	NA	100000
14	DEEPSHIKHA ARORA	NON-PROMOTER	NA	100000
15	DILIP KESHRI MAL SANKLECHA	NON-PROMOTER	NA	75000



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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
16	ABHISEK BHUTRA HUF	NON-PROMOTER	ABHISEK BHUTRA	60000
17	AISHVARYA DADHEECH	NON-PROMOTER	NA	60000
18	VIMAL KISHORE PARWAL (HUF)	NON-PROMOTER	VIMAL KISHORE PARWAL	51000
19	JAJODIA EQUITY ADVISORS SERVICES PRIVATE LIMITED	NON-PROMOTER	USHA JAJODIA, VINAY JAJODIA	50000
20	JITENDRA MEHTA	NON-PROMOTER	NA	50000
21	MAHENDRA GIRDHARILAL	NON-PROMOTER	NA	50000
22	RAJAN KANTILAL SHAH	NON-PROMOTER	NA	40000
23	VIJAY KIMATRAI RAMANI	NON-PROMOTER	NA	37500
24	ATUL NARAYAN HUF	NON-PROMOTER	ATUL NARAYAN DEMBLE	31250
25	HIMESH NARAYAN HUF	NON-PROMOTER	HIMESH NARAYAN DEMBLE	31250
26	RACHIT SANJAY TIBDIWAL	NON-PROMOTER	NA	30000
27	BRAINVIEW INVESTMENT & TRADING PRIVATE LIMITED	NON-PROMOTER	DILIP BHATT	25000
28	NEEPA N SHAH	NON-PROMOTER	NA	25000
29	ASHISH DILIP BHUTDA HUF	NON-PROMOTER	ASHISH DILIP BHUTDA	25000
30	BINDU GARG	NON-PROMOTER	NA	25000
31	4R INVESTMENTS PRIVATE LIMITED	NON-PROMOTER	RUPESH SONI, RADHIKA SONI	25000
32	PG FOILS LTD	NON-PROMOTER	NA	25000
33	VICCO PRODUCTS (BOMBAY) PRIVATE LIMITED	NON-PROMOTER	MR. DEEP PENDHARKAR, MR. DEVESH PENDHARKAR AND MR. AMIT PENDHARKAR	25000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
34	SHRENIK SANJAY KASWA	NON-PROMOTER	NA	25000
35	SREEMANT DUDHORIA	NON-PROMOTER	NA	25000
36	KESHAV KAMLESH DAGA		DISQUALIFIED	
37	NEETA RAJESH DAGA	NON-PROMOTER	NA	25000
38	KAMLA RATANCHAND SURANA	NON-PROMOTER	NA	25000
39	MANISH KUMAR HUF	NON-PROMOTER	MANISH KUMAR	21000
40	ANAND MUNDHRA	NON-PROMOTER	NA	20000
41	ANKIT SONKHYA	NON-PROMOTER	NA	20000
42	SANJEEV SHANTILAL GANDHI	NON-PROMOTER	NA	20000
43	VINITA V GOLECHHA	NON-PROMOTER	NA	20000
44	TASHA ZAFAR	NON-PROMOTER	NA	20000
45	MANOJ KUMAR SARDA	NON-PROMOTER	NA	20000
46	YASH JITENDRA JAIN	NON-PROMOTER	NA	20000
47	PALASH GOYAL	NON-PROMOTER	NA	15000
48	BHARAT JAYANTILAL SHAH HUF	NON-PROMOTER	BHARAT JAYANTILAL SHAH	15000
49	DEEPAK VIJAYWARGI	NON-PROMOTER	NA	15000
50	PRATIK BHUPENDRA KHARA	NON-PROMOTER	NA	15000
51	SHREYA PRATIK KHARA	NON-PROMOTER	NA	15000
52	RAUNAK MANTRI	NON-PROMOTER	NA	15000
53	TULIKA KHARE	NON-PROMOTER	NA	15000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
54	SHIV PRAKASH MODY HUF	NON-PROMOTER	VINOD KUMAR MODY	15000
55	ASHWIN SANJAY KASWA	NON-PROMOTER	NA	12500
56	KINCHIT SUNILKUMAR MEHTA	NON-PROMOTER	NA	11000
57	REKHA NAHAR	NON-PROMOTER	NA	10000
58	MANOJ KUMAR	NON-PROMOTER	NA	10000
59	PRANAV LOHIYA	NON-PROMOTER	NA	10000
60	JITEN PRATAPRAI MATHURIA	NON-PROMOTER	NA	10000
61	POOJA GANGRADE	NON-PROMOTER	NA	10000
62	JANAK RAJ MODI	NON-PROMOTER	NA	10000
63	NIVEDITA BHORKAR	NON-PROMOTER	NA	10000
64	PRASENJIT CHATTERJEE	NON-PROMOTER	NA	10000
65	SUJATA KULKARNI	NON-PROMOTER	NA	10000
66	SUSHIL MODY	NON-PROMOTER	NA	10000
67	NITIN PARWAL	NON-PROMOTER	NA	10000
68	NARENDRA KUMAR PORWAL	NON-PROMOTER	NA	10000
69	HARDIK SHAILESH KHARA	NON-PROMOTER	NA	7500
70	SWATI PRAGNESH JOSHI	NON-PROMOTER	NA	5000
71	EMERGING OPPORTUNITIES PRIVATE LIMITED	NON-PROMOTER	KULBHUSHAN PARASHAR, HARPREET PARASHAR.	5000
72	NIKUNJ KAMAL JAISALMERIA	NON-PROMOTER	NA	5000





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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
73	GAURAV BAJAJ	NON-PROMOTER	NA	5000
74	JETH MAL MOONDRA	NON-PROMOTER	NA	5000
75	KAMAL MOONDRA		DISQUALIFIED	
76	GOPAL MUNDRA	NON-PROMOTER	NA	5000
77	GAURAV TIWARI	NON-PROMOTER	NA	5000
78	NILANG KISHORE JAIN	NON-PROMOTER	NA	5000
79	SAGAR NARENDRABHAI GOKANI	NON-PROMOTER	NA	5000
80	MEHUL BHANSALI		DISQUALIFIED	
81	JATIN DEEPAK VORA	NON-PROMOTER	NA	5000
82	JAGDISH PRASHAD SHARMA	NON-PROMOTER	NA	5000
83	RAMESH KUMAR JAIN (HUF)	NON-PROMOTER	RAMESH KUMAR JAIN	5000
84	ROHIT KUMAR SHARMA	NON-PROMOTER	NA	1000
85	VIKAS DANGRA	NON-PROMOTER	NA	1000
86	SHANTI SWAROOP JOHARI	NON-PROMOTER	NA	1000
87	INDU MAHESHWARI	NON-PROMOTER	NA	1000
88	RASHI SHRIMAL	NON-PROMOTER	NA	500
	<b>TOTAL</b>			<b>29,76,000</b>

**RESOLVED FURTHER THAT** the resultant Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank *Pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.



# PRITI

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**RESOLVED FURTHER THAT** the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i. The "relevant date" for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is Monday, 20<sup>th</sup> June 2022, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company.
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date.
- iii. In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 25% (Twenty five percent) of the consideration payable against the Warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy five percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant.
- iv. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants.
- v. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s).
- vi. If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- vii. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

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- viii. Upon exercise by warrant holder the option of conversion of any or all of the warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Board of Directors do hereby authorise to avail extension of the conversion of warrants into shares from SEBI and other authorities as applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.”

### Voting Results:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13	7740425	100.00%
Voted against the resolution	00	00	00.00%

Approved by Requisite Majority

For the item no. 3 Mr. Mahak Singhvi took the chair.

### Item No. 3: Re-appointment of Mrs. Priti Lohiya (DIN: 07789249) as Managing Director of the Company

Proposed by : Mr. Harshit Gandhi

Seconded by: Mr. Rakesh Gandhi

The following Resolution having been proposed and seconded by the aforementioned two Members was put to vote as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, Regulation 17 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Priti Lohiya (DIN: 07789249), whose current term as Managing Director of the Company is due to expire on December 04, 2022, as Managing Director of the Company, for a period of five (5) years, liable to retire by rotation, with effect from December 05, 2022



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up to December 04, 2027, on such terms and conditions, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI Listing Regulations and Section 197 and Schedule V of the Act and Rules made thereunder, and all other provisions of the SEBI Listing Regulations and the Act, approval of the members of the Company be and is hereby accorded to payment of remuneration to Mrs. Priti Lohiya notwithstanding that the total remuneration payable to all the Executive directors, who are promoters or members of the promoter group exceed 5% of net profits of the Company or that the total remuneration payable to Mrs. Priti Lohiya exceed 5% of net profits of the Company or that the total remuneration payable to all the Directors of the Company exceed 11% of net profits of the Company.

**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 is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said re-appointment and/ or her remuneration and/or any other term in her agreement/ appointment letter with the Company during her tenure, as may be agreed to between the Board and Mrs. Priti Lohiya, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** 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."

### Voting Results:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13	7740425	100.00%
Voted against the resolution	00	00	00.00%

Approved by Requisite Majority

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### Mr. Goverdhan Das Lohiya took the chair after item no. 3.

#### **Item No. 4: Re-appointment of Mr. Pankaj Baheti (DIN: 07767648) as Independent Director of the Company**

Proposed by : Mr. Goverdhan Das Lohiya


Seconded by : Mr. Ritesh Lohiya

The following Resolution having been proposed and seconded by the aforementioned two Members was put to vote as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pankaj Baheti (DIN: 07767648) who was appointed as an as an Independent (Non-Executive) Director of the Company, by the members of the Company with effect from December 05, 2017, for a period of five (5) consecutive years and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from December 05, 2022 till December 04, 2024 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.”

#### **Voting Results:**



Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	7	99497	01.29%
Voted against the resolution	6	7640928	98.71%

**Disapproved by Members**



## Priti International Limited

### Item No. 5: Re-appointment of Mr. Mahak Singhvi (DIN: 07397120) as Independent Director of the Company

Proposed by : Mr. Goverdhan Das Lohiya

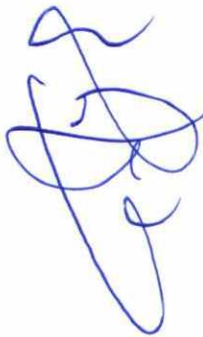
Seconded by : Mr. Ritesh Lohiya

The following Resolution having been proposed and seconded by the aforementioned two Members was put to vote as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)(including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Mahak Singhvi (DIN: 07397120) who was appointed as an Independent (Non-Executive) Director of the Company, by the members of the Company with effect from December 05, 2017, for a period of five (5) consecutive years and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of five (5) consecutive years effective from December 05, 2022 till December 04, 2027 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.”

#### Voting Results:



Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13	7740425	100.00%
Voted against the resolution	00	00	00.00%

Approved by Requisite Majority



## Priti International Limited

### Item No. 6: Re-appointment of Mr. Deepak Tak (DIN: 09499017) as Independent Director of the Company

Proposed by : Mr. Goverdhan Das Lohiya


Seconded by : Mr. Ritesh Lohiya

The following Resolution having been proposed and seconded by theaforementioned two Members was put to vote as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Tak (DIN: 09499017) who was appointed as an Independent (Non-Executive) Director of the Company, by the Board of Directors of the Company with effect from February 10, 2022, for a period of one (1) year and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from February 10, 2023 till February 09, 2025 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.”

### Voting Results:



Particulars	Number members of who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13	7740425	100.00%
Voted against the resolution	00	00	00.00%

Approved by Requisite Majority



## Priti International Limited

### Item No. 7: Re-appointment of Mr. Sag Ram (DIN: 09498998) as Independent Director of the Company

Proposed by : Mr. Goverdhan Das Lohiya

Seconded by : Mr. Ritesh Lohiya

The following Resolution having been proposed and seconded by theaforementioned two Members was put to vote as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sag Ram (DIN: 09498998) who was appointed as an Independent (Non-Executive) Director of the Company, by the Board of Directors of the Company with effect from February 10, 2022, for a period of one (1) year and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent (Non-Executive) Director of the Company for second term of two (2) consecutive years effective from February 10, 2023 till February 09, 2025 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.”

#### Voting Results:

Particulars	Number members voted	of who	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	13		7740425	100.00%
Voted against the resolution	00		00	00.00%

Approved by Requisite Majority



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## Priti International Limited

**There were no members of the Company who opted for Voting by way of Poll at EGM.**

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the proposed resolution. The Members were given an opportunity to speak. After giving sufficient time to all Members who wished to speak, the Chairman responded to the queries raised by them.

The Members were informed that the voting results along with the consolidated scrutinizers' report would be announced within 48 hours of the conclusion of the EGM.

There being no other business to transact, the Meeting closed at 2:00 P.M. with a Vote of Thanks to the Chair.

Entered on: 04-08-2022  
Place: Jodhpur

**GOVERDHAN DAS LOHIYA  
CHAIRMAN**

