

P PRITI INTERNATIONAL LIMITED

PLOT NO. F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA
CIN: L36994RJ2017PLC058454
PHONE: +91 291 2435699

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

WEBSITE: www.pritiinternational ltd.com

Date: 05-03-2019

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kundra Complex
Bandra (E), Mumbai, Maharashtra - 400 051

Script Code: PRITI

Sub: Intimation of Date of Extra Ordinary General Meeting

Dear Sir,

This is to inform you that the Extra Ordinary General Meeting of the company is scheduled to be held on Saturday, March 30th, 2019 at PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA on, at 12:45 P.M to approve some of the Related Party Transactions for FY 2018-19 and to Approve some Lease Agreements to be entered with Directors and their relatives.

The copy of the Extra Ordinary General Meeting (EGM) Notice along with the Explanatory Statement is attached herewith.

Kindly take the same on record.

Thanking you,

For PRITI INTERNATIONAL LIMITED



MONIKA GANDHI

Company Secretary and Compliance Officer

NOTICE FOR EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of PRITI INTERNATIONAL LIMITED will be held at PLOT NO.F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342005 INDIA on March 30th, 2019, Saturday at 12:45 P.M to transact the following business

SPECIAL BUSINESS

Ordinary Resolution:

1. Approval of Related Party Transactions carried in Ordinary Course of Business.

To consider and if thought fit to pass with or without modification following resolution as an ordinary resolution:

"RESOLVED THAT Pursuant to section 188 and Other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or enactments thereof for the time being in force), and also pursuant to consent of the Audit Committee, and Consent of the Board of Directors in the Meeting held on March 4th, 2018, the Consent of the Members be and is hereby accorded for entering into related party transactions for the Period of 2018-19 with effect from April 1, 2018 to March 31, 2019, which are in ordinary Course of Business and at arm's length basis."

"RESOLVED FURTHER THAT for the purpose of giving to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby authorised to do such act, deeds, matters, and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regards as the Board in its absolute discretion may deem necessary or desirable, and the decision shall be final and binding"

2. Approval of Transactions to be carried with respect to taking factory premises on lease from directors and their related parties.

To consider and if thought fit to pass with or without modification following resolutions as an Ordinary Resolutions:

“RESOLVED THAT Pursuant to section 188 and Other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or enactments thereof for the time being in force), and also pursuant to consent of the Audit Committee, and Consent of the Board of Directors in the Meeting held on March 4th, 2018, the Consent of the Members be and is hereby accorded for carrying of the following transactions in which certain directors of the company may be deemed to be interested be and hereby approved:

Name of the Party	Goverdhan Das Lohiya	Leela Lohiya
Nature of Interest	Whole-time Director	Non-Executive Director
Description of Contract	Taking the Plot No. 3, 18, 19, 20, 40, 41 and 42 situated at Kh. No. 130/2/3/4, Village: Mogra Kalan, By The Side Off. JIET College Bridge, Pali Road, Tehsil : Luni, District: Jodhpur-342802, Rajasthan on Lease for a term of 11 Months subject to further renewal	Taking the Plot No. 4A, 4B, 23, 24, 25, 36, 37, 38 and 39 situated at Kh. No. 130/2/3/4, Village: Mogra Kalan, By The Side Off. JIET College Bridge, Pali Road, Tehsil : Luni, District: Jodhpur-342802, Rajasthan on Lease for a term of 11 Months subject to further renewal
Value (Rs.)	60,000/- Per Month from the date of Execution of the Agreement	60,000/- Per Month from the date of Execution of the Agreement
Advance (if any)	Nil	Nil

Name of the Party	Ritesh Lohiya	Priti Lohiya
Nature of Interest	Executive Director-cum-CFO	Managing Director
Description of Contract	Taking the Plot No. 5, 14, 15, 16, 17, 30, 31 and 32 situated at Kh. No. 130/2/3/4, Village: Mogra Kalan, By The Side Off. JIET College Bridge, Pali Road, Tehsil : Luni, District: Jodhpur-342802, Rajasthan on Lease for a term of 11 Months subject to further renewal	Taking the Plot No. 6, 21, 22, 26, 33, 34, and 35 situated at Kh. No. 130/2/3/4, Village: Mogra Kalan, By The Side Off. JIET College Bridge, Pali Road, Tehsil : Luni, District: Jodhpur-342802, Rajasthan on Lease for a term of 11 Months subject to further renewal

Value (Rs.)	60,000/- Per Month from the date of Execution of the Agreement	60,000/- Per Month from the date of Execution of the Agreement
Advance (if any)	Nil	Nil

"RESOLVED FURTHER THAT the particulars of the above said contracts be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of section 189 of the Companies Act, 2013."

3. To carry any other business with the permission of the Chairmen.

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

Registered Office:

Plot no. F-43, Basni I Phase
Jodhpur, Rajasthan - 342005 India
CIN: L36994RJ2017PLC058454
Phone: 91-93142 25699
E-mail: g.d.lohiya@gmail.com


Monika Gandhi
(Company Secretary)

Date: 05-03-2019
Place: Jodhpur

NOTE:

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 Ist Phase Jodhpur Rajasthan-342001 between 11.00 am to 1.00 pm on any working days except Sundays and Public Holidays up to the date of the relevant Annual / Extra-Ordinary 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. 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 relevant Annual / Extra-Ordinary General Meeting, 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@pritiinternationaltd.com for redressal of Members' complaint/ grievances. In case you have any queries/complaints or grievances, then please write to us at info@pritiinternationaltd.com.
10. Remote E- Voting: As per notification issued by Ministry of corporate affairs dated 19th day of March 2015 with reference of 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 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 Extra-Ordinary General Meeting 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.
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.
13. A Google map showing route map is provided as under:



EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated March 5th, 2019 and shall be taken as forming part of the notice:

Item No. 1: APPROVAL OF RELATED PARTY TRANSACTIONS CARRIED IN ORDINARY COURSE OF BUSINESS

The provisions of Section 188(1) of the Companies Act, 2013 provide that the following Related Party Transactions require to be approved by the shareholders by way of an ordinary resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company.

In light of above provisions of the Companies Act, 2013 and rules made thereunder, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2018-19.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Name of Related Parties	Nature of Transactions	Amount of Transactions
Goverdhan Das Lohiya, Whole-time Director	Rental Payments (Duration 11 Months with right to renew the same at redefined amount of rent in accordance with rent agreement)	Aggregate Payment to all the Related Parties not to Exceed Rs. 65,00,000 per annum subject to Rental Payment of Maximum Rs. 18,00,000/- per annum to single Related Party
Ritesh Lohiya, CFO and Executive Director		
Leela Lohiya, Non-Executive Director		
Ritesh Lohiya HUF, CFO is Karta of the HUF		
Priti Lohiya, Managing Director of the Company		

(d) Any advance paid or received for the contract or arrangement, if any. Nil

(e) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: **All proposed transactions have been carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.**

(f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

(g) Any other information relevant or important for the Board to take a decision on the proposed transaction: **Nil**

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Save and except the above, None of the Directors, Key managerial personnel of the company or their relative or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, concerned or interested, financially or otherwise, in the the above resolutions.

The resolution as set out in item no. 1 of this Notice is accordingly commended for your approval.

Item No. 2: APPROVAL OF TRANSACTIONS TO BE CARRIED WITH RESPECT TO TAKING FACTORY PREMISES ON LEASE FROM DIRECTORS AND THEIR RELATED PARTIES

The Company proposes to take some land premises owned by its Directors and their relatives located at Factory Premises situated at Plot No. 3, 4A, 4B, 5, 6, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41 and 42 situated at Kh. No. 130/2/3/4, Village: Mogra Kalan, By The Side Off. JIET College Bridge, Pali Road, Tehsil : Luni, District: Jodhpur-342802, Rajasthan from the related parties and on the terms set out in the resolution no. 2. The Company will enter into the Agreement with the concerned parties over a period of 6 months in a phased manner subject to completion of the Civil work.

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required for entering into any contract or arrangement with related party which is not in the ordinary course of business of the Company. As providing of premises on Leave & License basis is not in the ordinary course of business of the Company, approval of the members is sought for taking the land owned by its Directors and their relative.

The proposed transactions with the Directors and their relatives are on prevailing market conditions hence on arm's length basis. Further, the company keeps taking the premises on lease/license basis on monthly rental from time to time for opening branches at various Industrial Places. However, in absence of any specific definition of term 'ordinary course of business', Board thought it prudent to obtain approval of the shareholders for the proposed transaction.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1. Name of Related Parties	2. Name of the director or key managerial personnel who is related, if any and nature of relationship		
Goverdhan Das Lohiya	Mr. G. D. Lohiya himself is a Whole-time Director in the Company. Further, following are directors or key managerial personnel in the Company who are related to him:		
	Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya
	Leela Lohiya	Non-Executive Director	Wife
	Ritesh Lohiya	CFO & Executive Director	Son
	Priti Lohiya	Managing Director	Daughter-in-law
	All above three are Promoters of the Company and hold along with other promoter group entities 72.99% shares in the Company		
Leela Lohiya	Mrs. Leela Lohiya herself is a Non Executive Director in the Company. Further, following are directors or key managerial personnel in the Company who are related to him:		
	Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya
	G. D. Lohiya	Chairmen and Whole-time Director	Husband
	Ritesh Lohiya	CFO & Executive Director	Son
	Priti Lohiya	Managing Director	Daughter-in-law
	All above three are Promoters of the Company and hold along with other promoter group entities 72.99% shares in the Company		
Ritesh Lohiya	Mr. Ritesh Lohiya himself is a CFO and Executive Director in the Company. Further, following are directors or key managerial		

	personnel in the Company who are related to him: <table><tr><th>Name</th><th>Position in the Company</th><th>Nature of Relationship with Mr. G. D. Lohiya</th></tr><tr><td>G. D. Lohiya</td><td>Chairmen and Whole-time Director</td><td>Father</td></tr><tr><td>Leela Lohiya</td><td>Non-Executive Director</td><td>Mother</td></tr><tr><td>Priti Lohiya</td><td>Managing Director</td><td>Wife</td></tr></table> All above three are Promoters of the Company and hold along with other promoter group entities 72.99% shares in the Company	Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya	G. D. Lohiya	Chairmen and Whole-time Director	Father	Leela Lohiya	Non-Executive Director	Mother	Priti Lohiya	Managing Director	Wife
Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya											
G. D. Lohiya	Chairmen and Whole-time Director	Father											
Leela Lohiya	Non-Executive Director	Mother											
Priti Lohiya	Managing Director	Wife											
Priti Lohiya	Mrs. Priti Lohiya herself is a Managing Director in the Company. Further, following are directors or key managerial personnel in the Company who are related to him: <table><tr><th>Name</th><th>Position in the Company</th><th>Nature of Relationship with Mr. G. D. Lohiya</th></tr><tr><td>G. D. Lohiya</td><td>Chairmen and Whole-time Director</td><td>Father-in-law</td></tr><tr><td>Leela Lohiya</td><td>Non-Executive Director</td><td>Mother-in-law</td></tr><tr><td>Ritesh Lohiya</td><td>CFO & Executive Director</td><td>Husband</td></tr></table> All above three are Promoters of the Company and hold along with other promoter group entities 72.99% shares in the Company	Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya	G. D. Lohiya	Chairmen and Whole-time Director	Father-in-law	Leela Lohiya	Non-Executive Director	Mother-in-law	Ritesh Lohiya	CFO & Executive Director	Husband
Name	Position in the Company	Nature of Relationship with Mr. G. D. Lohiya											
G. D. Lohiya	Chairmen and Whole-time Director	Father-in-law											
Leela Lohiya	Non-Executive Director	Mother-in-law											
Ritesh Lohiya	CFO & Executive Director	Husband											

3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Nature of the Contract: Under the contract, Company proposed to take on rent, some premises from the above four related parties to open its Factory. Company can also use the premises for any other purpose as per its discretion. Material terms, monetary value and particulars: As per the table in the Resolution.
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Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013:

Mr. Goverdhan Das Lohiya, Chairman & Whole-time Director, Mrs. Priti Lohiya, Managing Director, Mrs. Leela Lohiya, Non-Executive Director and Mr. Ritesh Lohiya, CFO and Executive Director are relatives, hence all four are deemed to be interested in above resolution. Further, all four are promoters of the Company.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the resolution, wherein such contract or arrangement is considered for approval. Therefore, none of the promoter group entity will vote on the above resolution.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the above resolutions.

The resolution as set out in item no. 2 of this Notice is accordingly commended for your approval.

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



Monika Gandhi
(Company Secretary)

Registered Office:

Plot no. F-43, Basni I Phase
Jodhpur, Rajasthan - 342005 India
CIN: L36994RJ2017PLC058454
Phone: 91-93142 25699
E-mail: g.d.lohiya@gmail.com

Date: 05-03-2019

Place: Jodhpur

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E-mail Id:			
Folio No/ Client Id:		DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint the following persons as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary** General Meeting of the company, to be held on the MARCH 30th 2019 at 12.45 P.M. at Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

	Proxy 1	Proxy 2 (on Failing First Proxy)	Proxy 3(on Failing First and Second Proxy)
Name:			
Address:			
E-mail Id:			
Signature			

Resolution No.:	
1	Approval of Related Party Transactions carried in Ordinary Course of Business.
2	Approval of Transactions to be carried with respect to taking factory premises on lease from directors and their related parties.

Signed this..... day of..... 20....

Signature of Shareholder:

Affix Revenue Stamp

Signature of Proxy holder(s): (1)

(2)

(3)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.