



MINUTES OF THE PROCEEDINGS OF THE 7TH ANNUAL GENERAL MEETING OF PRITI INTERNATIONAL LIMITED HELD THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) WITH DEEMED PLACE OF MEETING BEING ITS REGISTERED OFFICE SITUATED AT PLOT NO. F-43, BASNI IST PHASE, JODHPUR-342001, RAJASTHAN ON MONDAY, SEPTEMBER 30, 2024, AT 10:30 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
Mahak Singhvi	:	Independent Director
Deepak Tak	:	Independent Director
Tamanna Kumari	:	Independent Director

In Attendance:

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

FCA Praveen Singhvi (Partner of P SINGHVI & ASSOCIATES Chartered Accountants)	:	Statutory Auditor
FCA Garima Tater (Partner of SINGHVI & MEHTA Chartered Accountants)	:	Internal Auditor
FCS Reeptika Barmera	:	Secretarial Auditor
FCA Lucky Nanwani (Partner of S B L and Co LLP, Chartered Accountants)	:	Scrutinizer

Members Present in person
(Through Video Conferencing) : Forty-Two (42)

Members Present
Through proxy : Nil (0)



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 authorised Ms. Rashi Shrimal, Company Secretary and Compliance Officer of the Company to carry out the further proceedings of the AGM.

The Company Secretary informed the members that Mr. Sag Ram and Ms. Leela Lohiya could not attend this meeting due to their pre-occupancy in other assignments.

The Company Secretary also informed the members that Mr. Mahak Singhvi is also present in the capacity of Chairperson of Audit Committee and Nomination and Remuneration Committee of the Company.

The Members were informed that the Statutory Auditor and Internal Auditor of the company were also present in the meeting.

The Company Secretary ascertained the Quorum of the Meeting.

A total of 42 members were present including individual members as well as members authorised by Body Corporates and HUFs.

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

The requisite quorum was present throughout the meeting.

With the consent of the Members present, the Notice of the AGM, the Standalone Financial Statements of the Company for the Financial Year 2023-24, together with Report of Board of Directors and Annexures thereto, and Report of Auditors thereon was taken as read.

The Members were informed that the Statutory Registers and Documents as required pursuant to the Companies Act, 2013 to be produced at the meeting were available for inspection of the members, electronically.

The members were also informed 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 process and E-Voting during the AGM to all members. 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 through E-Voting during the AGM.



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 E-Voting during the AGM.

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

Item No. 1: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.

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 an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

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	15	86,34,328	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	01	02	100.00%

Approved by Requisite Majority



For the item no. 2 Ms. Tamanna Kumari took the chair.

Item No. 2: To appoint a director in place of Mr. Ritesh Lohiya (DIN: 07787331), who retires by rotation and being eligible, offers himself for reappointment.

Proposed by : Ms. Rashi Shrimal

Seconded by : Mr. Rohit Kumar Sharma

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 provisions Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ritesh Lohiya (DIN: 07787331), who retires by rotation at this meeting, and being eligible, offers himself for reappointment be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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	14		82,42,400	100.00%
Voted against the resolution	00		00	00.00%
Invalid votes	02		3,91,930	100.00%

Approved by Requisite Majority

**Item No. 3: To approve the continuation of appointment of Ms. Leela Lohiya (DIN: 07787328) As Non-Executive and Non-Independent Director of the Company**

Proposed by : Ms. Rashi Shrimal

Seconded by : Mr. Rohit Kumar Sharma

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 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 Ms. 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.”

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	14	84,06,318	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	02	2,28,012	100.00%

Approved by Requisite Majority



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

Item No. 4: To appoint Mr. Yogendra Chhangani (DIN: 06424580) as the Non-Executive 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 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.”

Voting Results:

Particulars	Number of members voted	of who	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	15		86,34,328	100.00%



Voted against the resolution	00	00	00.00%
Invalid votes	01	02	100.00%

Approved by Requisite Majority

Item No. 5: To appoint Mr. Sanjay Kumar (DIN: 06523237) as the Non-Executive 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 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.”

**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	15	86,34,328	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	01	02	100.00%

Approved by Requisite Majority**Item No. 6: To re-appoint Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013.**

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, 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 his 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.”

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	15	86,34,328	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	01	02	100.00%

Approved by Requisite Majority

Item No 7: To Alteration of the Objects Clause of the Memorandum of Association 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 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 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.”

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	15		86,34,328	100.00%
Voted against the resolution	00		00	00.00%
Invalid votes	01		02	100.00%

Approved by Requisite Majority



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E-Voting during the AGM was also provided for those shareholders, who had not cast their vote by Remote E-Voting prior to the AGM.

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 Chief Financial Officer responded to the queries raised by them.

The Members were informed that the voting results along with the Independent Scrutinizers' Report would be announced within 48 hours of the conclusion of the AGM.

There being no other business to transact, the Meeting closed at 11:35 A.M. with a Vote of Thanks to the Chair.

The E-Voting Facility was concluded at around 12.06 P.M.

Entered in the Minutes Book and signed on October 10, 2024, at Jodhpur.

**Entered on: 10/10/2024
Place: Jodhpur**

**GOVERDHAN DAS LOHIYA
CHAIRMAN**

