

# PRITI INTERNATIONAL LIMITED

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

CIN: L36994RJ2017PLCO58454

PHONE: +91 291 2435699

E-MAIL: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationalltd.com](http://www.pritiinternationalltd.com)

April 11<sup>th</sup>, 2019

The Manager  
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

Dear Sirs, Madam,

Sub.: Submission of Minutes of Extra-Ordinary General Meeting of the Company held on  
March 30<sup>th</sup>, 2019.

We are pleased to enclose herewith copy of the Minutes of the Proceedings of the Extra-Ordinary General Meeting held on March 30<sup>th</sup>, 2019.

Thanking you,

Yours Faithfully  
For PRITI INTERNATIONAL LIMITED

  
MONIKA GANDHI  
Company Secretary & Compliance Officer

E-MAIL: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationalltd.com](http://www.pritiinternationalltd.com)

**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, RAJASTHAN- 342005 ON SATURDAY 30TH MARCH, 2019 AT 12:45 P.M AND CONCLUDED AT 2:30 P.M.**

The following were present:

Directors:

1. Mr. Goverdhan Das Lohiya : Chairman and Executive Director
2. Mrs. Priti Lohiya : Managing Director
3. Mr. Ritesh Lohiya : Chief Finance officer and Executive Director
4. Mr. Pankaj Baheti : Independent Director, Chairman Audit Committee and Chairman of Nomination and Remuneration Committee
5. Mrs Leela Lohiya : Non executive Woman Director and Chairman of Stakeholder's Relationship Committee

In attendance:

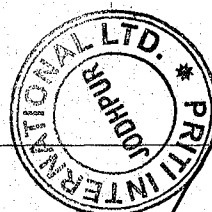
6. Mrs. Monika Gandhi : Company Secretary

Member present in Person : Twenty (21)

Members present in Proxy : Nil (0)

Company Secretary welcomed the Shareholders and requested the chairman, Mr. Goverdhan Das Lohiya to start the meeting.

Chairman welcomed the shareholders and introduced the person sitting on dais. He said that notice of the meeting along with Explanatory Statements have already been sent to all the members of the Company and with your permission, and take them as read.



E-MAIL: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationalltd.com](http://www.pritiinternationalltd.com)

The Chairman stated that Mr. MAHEK SINGHVI could not attend the Meeting due to preoccupancy.

Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

Chairman explained pursuant to Proviso to Rule 20(2) of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide the facility of remote e-voting facility. Therefore, the e-voting facility was not provided by the Company.

The Members were 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.

He informed that the Shareholders have to cast their votes by show of hands in the meeting.

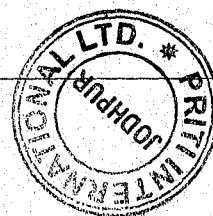
The Chairman, being the interested party in the next agendas, vacated his chair and requested Mr. Pankaj baheti to chair the meeting. Mr. Pankaj baheti took over and placed before the members the matter concerning the Related Party Transactions for which approval was sought. He put the following resolutions to vote.

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

Proposed by: Leela Lohiya  
Seconded by: Ritika Lohiya

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 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*



E-MAIL: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationaltd.com](http://www.pritiinternationaltd.com)

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, 2019, 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 authorized 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"

To make the detailed understanding of the Agenda, Mr Pankaj baheti requested the Company Secretary to read the Explanatory Statement. The Company Secretary read the Explanatory Statements and made it clear to the Members that the said resolution is passed to make consent of shareholders to ensure the Compliance of the Section 188 of the Companies act, 2013.

The Resolution was passed unanimously by show of hands by all the shareholders present (other than the Shareholders which are related party) there without any modification.

## **2. APPROVAL OF TRANSACTIONS TO BE CARRIED WITH RESPECT TO TAKING FACTORY PREMISES ON LEASE FROM DIRECTORS AND THEIR RELATED PARTIES.**

Proposed by: Leela Lohiya  
Seconded by: Ritika Lohiya

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 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)



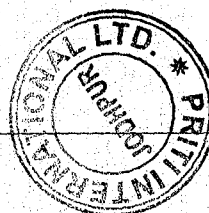
E-MAIL: [g.d.lohiya@gmail.com](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationalltd.com](http://www.pritiinternationalltd.com)

*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, 2019, 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                                                                                                                                                                                                                                                                    |





# 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](mailto:g.d.lohiya@gmail.com)

WEBSITE: [www.pritiinternationaltd.com](http://www.pritiinternationaltd.com)

*"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."*

Mr. Baheti requested the CS to read the Explanatory Statements. She read all the Relevant Para of the Explanatory Statement again. Mrs. Monika Gandhi, CS, explained the difference between the two agendas. The Shareholders understood the same and voted in favour by way of show of hand.

The Chairman enquired if there were any clarifications required on the same. Since none of the Members required any clarification, the Ordinary Resolution was put to vote and on a show of hands (by members other than the Related Parties) declared carried by the requisite majority.

Mr. Pankaj baheti vacated the chair and handed over the proceedings back to Mr. Goverdhan Das Lohiya.

The Chairman informed members that the detailed Voting Results of the Extra-Ordinary General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchange within the prescribed time limit.

## CLOSE OF THE MEETING

Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. Chairman declared the meeting closed at 2:30 PM.

Entered on: 11-04-2019

Place: Jodhpur

GOVERDHAN DAS LOHIYA  
CHAIRMAN

