



MINUTES OF THE PROCEEDINGS OF THE 6TH 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 WEDNESDAY, SEPTEMBER 27, 2023, 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 |
| Leela Lohiya | : | Non-Executive Director |
| Mahak Singhvi | : | Independent Director |
| Deepak Tak | : | Independent Director |
| Tamanna Kumari | : | Independent Director |

In Attendance:

| | | |
|-------------------|---|--|
| Ms. Rashi Shrimal | : | Company Secretary and Compliance Officer |
|-------------------|---|--|

Invitees:

| | | |
|---|---|---------------------|
| FCS Reeptika Barmera | : | Secretarial Auditor |
| FCA Lucky Nanwani | : | Scrutinizer |
| (Partner of S B L and Co LLP, Chartered Accountants) | | |

Members Present in person

(Through Video

Conferencing) : Thirty-Two (32)

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 could not attend this meeting due to his 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 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 Company Secretary ascertained the Quorum of the Meeting.

A total of 32 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 2022-23, 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.

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.

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 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, 2023, 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, 2023, 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 | 13 | 77,63,592 | 100.00% |
| Voted against the resolution | 00 | 00 | 00.00% |
| Invalid votes | 00 | 00 | 00.00% |

Approved by Requisite Majority

For the item no. 2 Mr. Mahak Singhvi took the chair.

Item No. 2: To appoint a director in place of Mrs. Priti Lohiya (DIN: 07789249), who retires by rotation and being eligible, offers herself 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, Mrs. Priti Lohiya (DIN: 07789249), who retires by rotation at this meeting, and being eligible, offers herself for reappointment be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**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 | 77,63,592 | 100.00% |
| Voted against the resolution | 00 | 00 | 00.00% |
| Invalid votes | 00 | 00 | 00.00% |

Approved by Requisite Majority

Mr. Goverdhan Das Lohiya took the chair after item no. 2.

Item No. 3: To appoint M/s. P Singhvi & Associates (FRN: 113602W) as Statutory Auditors 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. P Singhvi & Associates, Chartered Accountants (FRN: 113602W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of



the 6th Annual General Meeting (AGM) until the conclusion of the 11th AGM of the Company to be held in the calendar year 2028, on such remuneration as may be decided by the Board of Directors (on the recommendation of Audit Committee) and mutually agreed upon by the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including Audit committee of the Board of Directors), be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving 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 | 77,63,592 | 100.00% |
| Voted against the resolution | 00 | 00 | 00.00% |
| Invalid votes | 00 | 00 | 00.00% |

Approved by Requisite Majority



For the item no. 4 Mr. Mahak Singhvi took the chair.

Item No. 4: Approval of Related Party Transactions with Priti Innovations Private Limited.

Proposed by : Mr. Rohit Kumar Sharma

Seconded by : Mrs. Bindu Garg

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Section 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to Company, to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (“RPTs”) with M/s Priti Innovations Private Limited, a private company having common directors, and a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, in the nature of:

- (a) sale, purchase or supply of any goods or materials
- (b) availing or rendering of any services
- (c) transfer of resources, services or obligations (“Residuary RPTs”)

on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Priti Innovations Private Limited and the Company, for a period commencing from the date of this 6th Annual General Meeting (“AGM”) upto the date of 7th AGM to be held in calendar year 2024 subject to a maximum period of fifteen months and for an aggregate value not exceeding INR 20 crores (Rupees Twenty Crores only) during such period, however, subject to such modifications to this threshold which do not constitute material modifications as per the Company’s Policy on Related Party Transactions, as applicable at the relevant point of time, provided that the



said RPTs shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including Audit committee of the Board of Directors) be and is hereby authorized to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, for and on behalf of the Company and 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 and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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 | 04 | 1207 | 80.09% |
| Voted against the resolution | 01 | 300 | 19.91% |
| Invalid votes | 00 | 00 | 00.00% |

Approved by Requisite Majority



Priti International Limited

CIN : L36994RJ2017PLC058454

+291 2435699

g.d.lohiya@gmail.com

https://pritihome.com

Plot No. F-43, Basni, 1st Phase, Jodhpur,
Rajasthan - 342005 INDIA



Mr. Goverdhan Das Lohiya took the chair after item no. 4.

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. However, No Votes were casted by any shareholders during the E-Voting at the AGM.

The Company Secretary 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 consolidated 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 12:16 P.M. with a Vote of Thanks to the Chair.

The E-Voting Facility was concluded at around 12.35 P.M.

Entered in the Minutes Book and signed on October 11, 2023, at Jodhpur.

**Entered on: 11-10-2023
Place: Jodhpur**

**GOVERDHAN DAS LOHIYA
CHAIRMAN**

