



MINUTES OF THE PROCEEDINGS OF THE 5th ANNUAL GENERAL MEETING OF PRITI INTERNATIONAL LIMITED HELD AT ITS REGISTERED OFFICE AT PLOT NO. F-43, BASNI IST PHASE, JODHPUR-342001, RAJASTHAN ON FRIDAY, SEPTEMBER 30, 2022 AT 11:00 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
Tamanna Kumari	:	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	:	Thirty (30)
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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. 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 and the Secretarial 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 30 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 AGM, the Standalone Financial Statements of the Company for the Financial Year 2021-22, 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.

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 receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 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	43	8018365	100.00%



Voted against the resolution	00	00	00.00%
Invalid votes	02	1674	NA

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 Mr. Goverdhan Das Lohiya (DIN: 07787326), who retires by rotation and being eligible, offers himself for reappointment.

Proposed by : Mr. Rakesh Gandhi

Seconded by: Mr. Harshit Gandhi

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. Goverdhan Das Lohiya (DIN: 07787326), 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 of members of who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	40	7949840	99.15%



Voted against the resolution	03	68525	00.85%
Invalid votes	02	1674	NA

Approved by Requisite Majority

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

Item No. 3: Appointment of 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, and 152 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 an as an Additional Independent Director (Non-Executive) of the company, by the Board of Directors with effect from August 13, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing him as a director, be and is hereby appointed as an independent director for a term of two year effective from August 13, 2022 till August 12, 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	42	7949865	99.15%
Voted against the resolution	01	68500	00.85%
Invalid votes	02	1674	NA

Approved by Requisite Majority

Item No. 4: Alteration in Object Clause of 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 Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of



Association of the Company by inserting the following sub-clause 4, 5 and 6 in Clause 3(a) of the Memorandum of Association of the Company:

4. To provide Services and to carry on the profession or vocation of acting as advisers and consultants on all matters relating to Architectural Services, Home Designing Services, Technical Services in relation to design decoration, Interior Decorator Services, interior designing and management including acting as consultants, advisors, contractors, managers or jobworker etc. and to do all incidental acts and things necessary for the attainment of the above objects.

5. To carry on the business of manufacturing, trading, import and export, buying, selling, and dealing (wholesale and retail) of bullions, gold, silver jewelry, gold & silver precious & semi-precious stones or of combinations of precious or semi-precious stones including all type of diamonds and metals, precious or base metal, metal clad with metals and metal ores, or of combinations of precious metals and smelted metals, and to trade & deal in imitation jewelry or ornaments, raw or finished, of all kinds.

6. To carry on the business of manufacturing, trading, storing, importing, exporting, buying, selling, warehousing and to act as a manufacturer, trader, stockist, vendor, agent, broker, consignor or otherwise to deal in all types of agricultural based commodity products, guar gum, grains, cereals, herbals, edibles, non-edibles, commercial, non-commercial crops, horticulture, Mandi Products etc. 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 (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	40	7949840	99.15%
Voted against the resolution	03	68525	00.85%
Invalid votes	02	1674	NA

Approved by Requisite Majority

For the item no. 5 and 6 Mr. Mahak Singhvi took the chair.

Item No. 5: Payment of Remuneration to Mr. Goverdhan Das Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act.

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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section 197 and Schedule V of the Companies Act, 2013 (“Act”) and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to payment of Remuneration to Mr. Goverdhan Das Lohiya (DIN: 07787326) 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 Mr. Goverdhan Das 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 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	36	7948739	99.13%
Voted against the resolution	07	69626	00.87%
Invalid votes	02	1674	NA

Approved by Requisite Majority



Item No. 6: Payment of Remuneration to Mr. Ritesh Lohiya in excess of threshold limit provided under SEBI Listing Regulations and the Act.

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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section 197 and Schedule V of the Companies Act, 2013 (“Act”) and the Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to payment of Remuneration to Mr. Ritesh Lohiya (DIN: 07787331) 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 Mr. Ritesh Lohiya exceed 1% 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 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	36	7948739	99.13%
Voted against the resolution	07	69626	00.87%
Invalid votes	02	1674	NA

Approved by Requisite Majority

Mr. Goverdhan Das Lohiya took the chair after item no. 6.

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

There was a total of two poll papers which were invalid and/or which were otherwise found defective. The invalid/defective poll papers contained a total of 1674 votes.

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.



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There being no other business to transact, the Meeting closed at 1:00 P.M. with a Vote of Thanks to the Chair.

Entered in the Minutes Book and signed on October 14, 2022 at Jodhpur.

Entered on: 14-10-2022
Place: Jodhpur

**GOVERDHAN DAS LOHIYA
CHAIRMAN**

