

Notice of 2nd Annual General Meeting

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of PRITI INTERNATIONAL LIMITED will be held on **Monday, 30th September, 2019 at 11.00 A.M.** at the Registered Office of the Company situated at Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan) to transact the following businesses:

AS ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2019 together with the reports of the Board of Directors ("the Board") and auditors thereon.

2. To Appoint Mr. Goverdhan Das Lohiya (DIN: 07787326) as an Executive Director liable to retire by rotation

To appoint Mr. Goverdhan Das Lohiya as a Director, who retires by rotation and being eligible & offers himself for re-appointment and pass following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Goverdhan Das Lohiya (DIN: 07787326), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as Director of the Company."

AS SPECIAL BUSINESS:

3. To keep Registers and Returns at a place other than Registered office of the Company

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

"RESOLVED THAT pursuant to section 94(1), and any other applicable provisions of the Companies Act, 2013 approval of members be and is hereby accorded to keep and maintain all the Registers and Records of Minutes of Meetings including Register of Members and copies of Annual Returns prepared under Section 92 together with the copies of certificates and documents required to be annexed thereto be kept at the head office of Company located at 1, BASEMENT, ABHAY CHAMBERS, OPPOSITE SBI BANK, JALORI GATE, JODHPUR, 342001 RAJASTHAN instead of keeping and maintaining the same at the Registered Office of the Company".

4. To approve the Revisions in the terms of payment of remuneration to Ms. Priti Lohiya, Managing Director (DIN 07789249)

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification to the resolution passed by the members in the Extra-ordinary General Meeting held on December 05, 2017 and the Agreement of Managing Director dated December 05, 2017 executed between the Company and Ms. Priti Lohiya and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision in the payment of remuneration to Ms. Priti Lohiya (DIN: 07789249), Managing Director effective 1st October, 2019 till the remaining period of her tenure, subject to yearly increase of 20%, as stated in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company"

5. To approve the Revisions in the terms of payment of remuneration to Mr. Goverdhan Das Lohiya, Whole-time Director (DIN 07787326)

To consider and if thought fit, to pass with or without modification, the following

resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification to the resolution passed by the members in the Annual General Meeting held on December 31, 2018, and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision in the payment of remuneration to Mr. Goverdhan Das Lohiya (DIN: 07787326), Whole-time Director effective 1st October, 2019 till the remaining period of his tenure, subject to yearly increase of 20%, as stated in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company"

Registered Office:

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Jodhpur, Rajasthan - 342005 India
CIN: U36994RJ2017PLCO58454
Phone: 91-93142 25699
E-mail: g.d.lohiya@gmail.com

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



Monika Gandhi
(Company Secretary)

03-09-2019

Place: Jodhpur