



MINUTES OF THE PROCEEDINGS OF THE 9TH ANNUAL GENERAL MEETING OF PRITI INTERNATIONAL LIMITED HELD AT PLOT NO. F-43, BASNI 1ST PHASE, JODHPUR-342001, RAJASTHAN ON WEDNESDAY, SEPTEMBER 16, 2026, AT 12:30 P.M.

The Following were present:

Directors:	
Ritesh Lohiya	: Chairman and Managing Director
Priti Lohiya	: Whole-time Director
Goverdhan Das Lohiya	: Director and Chief Financial Officer
Yogendra Chhangani	: Independent Director
Sanjay Kumar	: Independent Director

In Attendance:

Mr. Prem Karnani : Company Secretary and Compliance Officer

Invitees:

FCA Lucky Nanwani : Scrutinizer
(Partner of S B L and Co LLP,
Chartered Accountants)

Members Present in person: 30

Members Present through proxy: Nil

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. Ritesh Lohiya, Chairman of the Board of Directors, took the chair.

The Chairman authorised Mr. Prem Karnani, 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. Mahak Singhvi could not attend this meeting due to his pre-occupancy in other assignments.

The Company Secretary 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 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 2025-2026, together with Report of Board of Directors and Annexures thereto, and Report of Auditors thereon was taken as read.

The Company Secretary informed that the Company issued a Corrigendum to all the above Members of the Company through emails which were duly dispatched on August 28, 2026, to provide '*agenda item 6 & 7 for Re-appointment of Independent Directors*' which was inadvertently and erroneously not included in the original Notice of AGM.

The Members were further 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 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 further informed that 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 Company Secretary thereafter proceeded with the business to be transacted at the meeting:

Item No. 1: To Consider and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

Proposed by : Mr. Ritesh Lohiya

Seconded by : Ms. Priti 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, 2026, 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:

	Number members voted	of who	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	12		8650280	100.00%
Voted against the resolution	0		0	0.00%
Invalid votes	0		0	0.00%

Approved by Requisite Majority

Item No. 2: To appoint a director in place of Ms. Priti Lohiya (DIN: 07789249), who retires by rotation and being eligible, offers herself for reappointment.

Proposed by : Mr. Prem Karnani

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, Ms. 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 members voted	of who	Number of votes cast by them	% of total number of valid votes cast
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Voted in favour of the resolution	11	8650190	99.99896%
Voted against the resolution	1	90	0.00104%
Invalid votes	0	0	0.00%

Approved by Requisite Majority

Item No. 3: To approve the re-designation of Ms. Priti Lohiya (DIN: 07789249) from Managing Director (MD) to Whole Time Director (WTD) and remuneration thereof.

Proposed by : Mr. Prem Karnani
Seconded by : Mr. Rohit Kumar Sharma

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 152, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act or any other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) together with all other applicable laws, rules and regulations, and the provisions of the Memorandum of Association and the Articles of Association of the Company, and recommendation by the Board of Directors (hereinafter referred to as the “Board” which includes the Nomination & Remuneration committee thereof) **Ms. Priti Lohiya (DIN: 07789249)** (who was earlier appointed and designated as Managing Director of the Company), the consent of the Members of the Company be and is hereby re-designated and appointed as Whole-Time Director of the Company, **w.e.f. September 16, 2026, for a period of 5 consecutive years i.e. from September 16, 2026 till September 15, 2031**, liable to retire by rotation, on the terms and conditions including payment of remuneration during her tenure, as set out in the statement annexed to the notice of this meeting, provided the Board be and is hereby further authorized to alter, vary and revise the terms and conditions of appointment and/ or remuneration or remuneration structure, from time to time, as they may deem appropriate, provided that any such variation shall be within the overall limits approved herein and as set out in the statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Ms. Priti Lohiya as Whole-Time Director, the Company shall pay to her remuneration by way of salary, perquisites and allowances not exceeding the limits prescribed under Section II of Part II of Schedule V to the Act, as minimum remuneration, or such other limits/ceilings as may be prescribed or approved by the Central Government from time to time, and such remuneration shall be paid as minimum



remuneration for a period not exceeding the tenure approved herein, subject to the approvals, if any, as may be required under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection with or incidental to give effect to the aforesaid authorization, without being required to seek any fresh approval from the Members 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	5	253115	99.96445%
Voted against the resolution	1	90	0.03555%
Invalid votes	0	0	0.00%

Approved by Requisite Majority

Item No. 4: To approve the re-designation of Mr. Ritesh Lohiya (DIN: 07787331) from Director and Chief Financial Officer (CFO) to Managing Director (MD) and remuneration thereof.

Proposed by : Mr. Prem Karnani

Seconded by : Mr. Rohit Kumar Sharma

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 152, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act or any other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) together with all other applicable laws, rules and regulations, and the provisions of the Memorandum of Association and the Articles of Association of the Company, and recommendation by the Board of Directors (hereinafter referred to as the “Board” which includes the Nomination & Remuneration committee thereof) **Mr. Ritesh**



Lohiya (DIN: 07787331) (who was earlier appointed and designated as Chief financial officer of the Company), the consent of the Members of the Company be and is hereby re-designated and appointed as Managing Director of the Company, **w.e.f. September 16, 2026, for a period of 5 consecutive years i.e. from September 16, 2026 till September 15, 2031**, liable to retire by rotation, on the terms and conditions including payment of remuneration during his tenure, as set out in the statement annexed to the notice of this meeting, provided the Board be and is hereby further authorized to alter, vary and revise the terms and conditions of appointment and/ or remuneration or remuneration structure, from time to time, as they may deem appropriate, provided that any such variation shall be within the overall limits approved herein and as set out in the statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Ritesh Lohiya as Managing Director, the Company shall pay to him remuneration by way of salary, perquisites and allowances not exceeding the limits prescribed under Section II of Part II of Schedule V to the Act, as minimum remuneration, or such other limits/ceilings as may be prescribed or approved by the Central Government from time to time, and such remuneration shall be paid as minimum remuneration for a period not exceeding the tenure approved herein, subject to the approvals, if any, as may be required under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection with or incidental to give effect to the aforesaid authorization, without being required to seek any fresh approval from the Members 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	5	253115	99.96445%
Voted against the resolution	1	90	0.03555%
Invalid votes	0	0	0.00%

Approved by Requisite Majority

Item No. 5: To approve the re-designation of Mr. Goverdhan Das Lohiya (DIN: 07787326) from Whole Time Director (WTD) to Executive Director and Chief Financial Officer (CFO) and remuneration thereof.

Proposed by : Mr. Prem Karnani
Seconded by : Mr. Rohit Kumar Sharma



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 152, 196, 197, 198, 203 (including the first proviso to sub-section (3) of Section 196) and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act or any other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) together with all other applicable laws, rules and regulations, and the provisions of the Memorandum of Association and the Articles of Association of the Company, and recommendation by the Board of Directors (hereinafter referred to as the “Board” which includes the Nomination & Remuneration committee thereof) **Mr. Goverdhan Das Lohiya (DIN: 07787326), aged about 78 (seventy-eight) years,** (who was earlier appointed and designated as Whole-Time Director of the Company), be and is hereby re-designated and appointed as Executive Director and Chief Financial Officer (CFO) of the Company, **w.e.f. September 16, 2026, for a period of 5 consecutive years i.e. from September 16, 2026 till September 15, 2031,** liable to retire by rotation, notwithstanding that he has attained the age of 75 (seventy-five) years, and the consent of the Members of the Company be and is hereby accorded, for his said re-designation and continuation in office beyond the age of seventy years, on the terms and conditions including payment of remuneration during his tenure, as set out in the statement annexed to the notice of this meeting, provided the Board be and is hereby further authorized to alter, vary and revise the terms and conditions of appointment and/ or remuneration or remuneration structure, from time to time, as they may deem appropriate, provided that any such variation shall be within the overall limits approved herein and as set out in the statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Goverdhan Das Lohiya as Executive director and Chief Financial Officer, the Company shall pay to him remuneration by way of salary, perquisites and allowances not exceeding the limits prescribed under Section II of Part II of Schedule V to the Act, as minimum remuneration, or such other limits/ceilings as may be prescribed or approved by the Central Government from time to time, and such remuneration shall be paid as minimum remuneration for a period not exceeding the tenure approved herein, subject to the approvals, if any, as may be required under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection with or incidental to give effect to the aforesaid authorization, without being required to seek any fresh approval from the Members 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	5	253115	99.96445%
Voted against the resolution	1	90	0.03555%
Invalid votes	0	0	0.00%

Approved by Requisite Majority

Item No. 6: To re-appoint Mr. YOGENDRA CHHANGANI (DIN: 06424580) as an Independent Director

“**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, Mr. YOGENDRA CHHANGANI (DIN: 06424580) who was appointed as Non-Executive Independent Director of the company, by the members for a term up to September 30, 2026 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 October 01, 2026 up to September 30, 2028, 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	11	8650190	99.99896%



Voted against the resolution	1	90	0.00104%
Invalid votes	0	0	0.00%

Approved by Requisite Majority

Item No. 7: To re-appoint Mr. SANJAY KUMAR (DIN: 06523237) as an Independent Director

“**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, Mr. SANJAY KUMAR (DIN: 06523237) who was appointed as Non-Executive Independent Director of the company, by the members for a term up to September 30, 2026 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 October 01, 2026 up to September 30, 2028, 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	11	8650190	99.99896%
Voted against the resolution	1	90	0.00104%
Invalid votes	0	0	0.00%

Approved by Requisite Majority



Priti International Limited

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Rajasthan - 342005 INDIA



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 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 Independent Scrutinizers' Report would be announced within 48 hours of the conclusion of the AGM.

There being no other business to transact, the Meeting concluded around 13:55 P.M. with a Vote of Thanks to the Chair.

The E-Voting Facility was concluded at around 13:58 P.M.

Entered in the Minutes Book and signed on October 09, 2026, at Jodhpur.

Entered on: 09/10/2026
Place: Jodhpur

RITESH LOHIYA
Digitally signed
by RITESH LOHIYA
Date: 2026.10.09
17:13:10 +05'30'
RITESH LOHIYA
CHAIRMAN

