CIN : L36994RJ2017PLC058454
+291 2435699
g.d.lohiya@gmail.com
https: //pritihome.com
Plot No. F-43, Basni, 1st Phase, Jodhpur,
Rajasthan - 342005 INDIA

August 24, 2026

To,
**The National Stock Exchange of India Limited**
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai, Maharashtra – 400 051

**Script Code: PRITI**

**Sub**: **Intimation under Regulation 34 of the SEBI (LODR) Regulations, 2015**

Dear Sir(s)/Madam(s)

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of Annual General Meeting of the members of the Company (**"Notice"**) and Annual Report of the Company for the Financial Year ended March 31, 2026.

The **Nineth (9th)** Annual General Meeting of the members of Company will be held on **Wednesday, September 16, 2026 at 12:30 P.M. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001** in compliance with Ministry of Corporate Affairs General Circulars No. 17/2020 dated 13th April, 2020, read with SEBI Circular no. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Section VI-J of the SEBI Master circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circular') to transact the business referred to in the Notice of AGM.

In Compliance with the MCA Circulars and SEBI Circular the Notice of AGM and the Annual Report has been dispatched by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, August 21, 2026** (**"Record Date"**), received from the Depositories and whose e-mail address is registered with the Company/Depositories Participants or the Registrar and Share Transfer Agent (RTA) of the Company Bigshare Services Private Limited.

The Company has engaged the services of Bigshare Services Private Limited (BigShare) for the purpose of providing remote e-voting facility prior to AGM to all its members, to cast their vote electronically on all resolutions as set forth in the Notice, pursuant to Section 108 of the Act read with Rule 20 of The Companies (Management

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and Administration) Rules, 2014 ("Rules"), as amended, and Regulation 44 of the SEBI Listing Regulations. The Ordinary and Special Businesses, as set out in the Notice, will be transacted only through voting by electronic means.

Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on **Wednesday, September 09, 2026** (**"Cut-off Date"**).

The e-voting period commences on **Sunday, September 13, 2026, (9:00 AM IST)** and ends on **Tuesday, September 15, 2026 (5:00 PM IST)**. During this period, members of the Company holding **Equity Shares**, as on the Cut-off Date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting after **Tuesday, September 15, 2026 (5:00 PM IST)**. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

The members who will be present at the AGM venue and have not already cast their votes through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.

Notice is also available on the website of the Company (www.pritihome.com) and the website of RTA of the Company (ivote.bigshareonline.com) and National Stock Exchange of India Limited (www.nseindia.com).

This is for your information and records.

Thanking you,

For and on behalf of the Board of Directors
**PRITI INTERNATIONAL LIMITED**

Prem Karnani

Digitally signed by Prem Karnani
Date: 2026.08.24 20:59:04 +05'30'

**PREM KARNANI**
**Company Secretary & Compliance Officer**
**M. No. A74789**

# 9th ANNUAL REPORT

# 2025-2026

# PRITI INTERNATIONAL LIMITED

PLOT NO. F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342001 INDIA
CIN: L36994RJ2017PLC058454
Phone No.: +91 291 3527209
Mobile No.: +91 9314225699
E-Mail: g.d.lohiya@gmail.com
Website: www.pritihome.com

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# ABOUT US

Priti International Limited is engaged in the business of manufacturing, trading and supplying a diverse range of furniture, home furnishing, lifestyle and décor products. The Company continues to offer products across various styles and categories, catering to the requirements of domestic as well as international customers.

Over the years, the Company has established its presence in the furniture and lifestyle industry through its focus on product design, manufacturing capabilities and customer requirements. However, during the financial year under review, the business environment remained challenging, particularly due to subdued demand in certain international markets and uncertainties affecting the global trade environment.

The Company's product portfolio comprises a broad range of furniture and lifestyle products designed for residential, commercial and institutional requirements. Our offerings cover natural, classic, modern, minimalist and premium styles, enabling us to cater to diverse customer preferences and market segments.

Over the years, Priti International Limited has earned distinction as a preferred choice in both retail and project-based markets, offering collections that span natural, classic, modern, minimalist, and premium styles. Our interiors are defined by clean lines and a contemporary aesthetic, developed in collaboration with renowned Indian designers to deliver exclusive, stylish collections for homes and businesses alike.

Our manufacturing facilities located at *Basni, Mogra and Boranada* support the production of an extensive range of products, including living-room, bedroom, dining-room, seating, kitchen storage and office furniture. The Company also manufactures bar furniture, home décor products, storage solutions, textile-based products such as cushions, carpets, handbags and backpacks, and undertakes the upcycling and transformation of wooden and metal waste into creative décor products.

During the year, the Company continued its efforts towards diversification of its business operations through its **Trading of Solar Products** vertically. The introduction of this business segment is intended to broaden the Company's business portfolio and explore opportunities in sectors associated with renewable energy and sustainable solutions.

The financial year under review was marked by challenging market conditions, particularly in the export business. Global economic uncertainty, fluctuations in demand, changes in trade policies, tariff-related developments and other geopolitical and economic factors adversely affected the overall business environment. These factors resulted in cautious purchasing decisions by overseas customers and impacted the flow of export orders during the year.

International markets have historically been an important part of our Company's business operations, with products being supplied to customers across the USA, UK, Spain, Holland, Turkey, Switzerland and other overseas markets. However, during the year under review, the Company experienced reduced opportunities and lower demand in certain export markets due to unfavourable global business conditions and trade-related challenges.

Despite the difficult business environment, the Company continues to maintain its relationships with customers and remains focused on exploring opportunities across existing and potential markets. The management is closely monitoring developments relating to international trade, tariffs, customer demand and other market conditions while taking appropriate steps to strengthen business operations and improve market opportunities.

The Company's business in the furniture, handicraft and lifestyle products segment is also aligned with the growing focus on promoting India's rich handicraft heritage and strengthening market access for craft-based products.

During the year, the Ministry of Textiles organised **"Indie Haat 2026 – A Celebration of India's Rich Handloom and Handicraft Heritage"** at the National Crafts Museum & Hastkala Academy, New Delhi, as a special initiative linked with **Bharat Tex 2026**. Such initiatives, aimed at providing greater visibility and market access to Indian handcrafted products among domestic and international buyers, reinforce the growing recognition of India's traditional craftsmanship. The Company's experience in manufacturing and supplying furniture, handicraft and lifestyle products positions it to explore opportunities arising from the increasing focus on Indian craftsmanship, contemporary design and the development of wider domestic and international markets.

Looking ahead, Priti International Limited remains focused on strengthening its operational capabilities, optimising its product portfolio and exploring new business opportunities, in the domestic market, including supplies to government departments, corporates and other institutional customers for various categories of furniture and related products. While the Company continues to face challenges arising from uncertain market conditions and developments in the global trade environment, it remains committed to adapting its business strategy in line with changing market dynamics and pursuing sustainable growth opportunities.

***Product Range***

The Company has developed a broad portfolio of furniture and allied products catering to the functional, aesthetic and customised requirements of residential, commercial and institutional customers. Our manufacturing and product development capabilities enable us to offer products across multiple categories, ranging from home and office furniture to seating, storage and specialised furniture solutions.

The principal categories forming part of the Company's product portfolio are set out below:

| **Product Segment** | **Key Products** |
|---|---|
| Living & Lounge Furniture | Cabinets, Sideboards, Chests of Drawers, TV Cabinets, Coffee Tables, Console Tables, Wall Shelves, etc. |
| Bedroom Solutions | Beds, Bedside Table, Wardrobes etc. |
| Dining Furniture | Dining Tables, Dining Chairs, Dining Sets, etc. |
| Workplace & Office Furniture | Desks, chairs, Bookshelves and organizers, etc. |
| Kitchen & Home Utility Products | Kitchen Racks & Trolleys, Storage Shelves, Trunk, Aprons, Trays/Chopping Boards |
| Made-to-Order Furniture | Bespoke and made-to-order pieces tailored to customer specifications |
| Study & Storage Solutions | Study tables, bookshelves, wall shelves, shoe racks, and home office desks. |
| Executive & Conference Furniture | for Designed for comfort during long working hours while maintaining a sleek corporate appearance. |
| Seating Collection | Sofas/ Armchairs, Chairs, Stools, Benches, Poufs & Ottoman |
| Bar & Hospitality Furniture | Bar Stools/ Chairs, Bar Cabinets & Trolleys, Bar Counters |

In addition to the above product categories, the Company continues to explore opportunities for product development by combining functional design with changing consumer preferences. The Company's capabilities also support the development of customised products for project-based requirements and specific customer segments.

***Customer Base and Market Presence***

The Company caters to a diverse mix of customers across different markets and channels. While international customers have historically formed an important part of the Company's business, the Company continues to evaluate and strengthen opportunities in domestic, institutional and business-to-business segments, particularly in view of the changing global trade environment.

Our customer base includes:

- Individual customers seeking functional, aesthetically designed and durable furniture and home products.
- Domestic and international buyers requiring customised products based on specific designs, specifications and quality standards.

- Interior designers, architects and decorators requiring customised furniture and décor solutions for residential and commercial projects.
- Corporate organisations, institutions and other establishments requiring office, workspace and functional furniture solutions.
- Online and digital customers across various geographical markets.
- Business-to-business customers, project-based buyers, wholesalers and other trade partners.
- Government departments and institutional customers requiring furniture and related products.

During the year under review, the Company continued to operate in a challenging business environment, particularly in relation to export markets. Changes in global demand, evolving trade conditions, tariff-related developments and other economic factors affected the flow of international business. Accordingly, the Company remains focused on maintaining customer relationships while exploring opportunities across alternative markets and domestic business segments.

***Marketing and Business Development Strategy***

In the current market environment, the Company's approach towards business development is focused on adaptability, product diversification and identifying opportunities across different customer segments and markets. Rather than relying on a single sales channel or geographical market, the Company continues to evaluate multiple avenues for strengthening its market presence.

The key focus areas of the Company's marketing and growth strategy include:

- Strengthening digital visibility through the Company's website and appropriate online and social media platforms.
- Developing and introducing products in line with changing design preferences, customer requirements and market trends.
- Exploring collaborations and business relationships with architects, interior designers, project consultants and other relevant industry participants.
- Increasing focus on customised and project-based furniture solutions based on specific customer requirements.
- Exploring opportunities in domestic, institutional, corporate and business-to-business markets.
- Maintaining engagement with existing customers and developing new relationships across potential markets.
- Reviewing opportunities arising from the increasing recognition and promotion of Indian furniture, handicrafts and design-led products.
- Continuously evaluating product categories and business opportunities to improve diversification and reduce dependence on any particular market or customer segment.

- Maintaining operational flexibility to respond to changes in demand, global trade conditions and the overall business environment.

Going forward, the Company's growth strategy will continue to be guided by prevailing market conditions and the availability of viable business opportunities. While the export market has faced challenges during the financial year under review, the Company intends to strengthen its presence across domestic and institutional segments, pursue suitable business opportunities and continue adapting its product and market strategy in response to evolving industry dynamics.

# CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to present to you the Annual Report of **Priti International Limited** for the financial year ended **March 31, 2026**.

Priti International Limited has built its identity around India's rich tradition of craftsmanship, supported by design innovation and manufacturing capabilities. Over the years, the Company has developed a diverse portfolio of furniture, handicraft, home décor and lifestyle products catering to a wide range of customer preferences, from natural and classic designs to modern, minimalist and premium collections. Our endeavour has always been to create products that not only serve a functional purpose but also bring together heritage, originality, craftsmanship and contemporary design.

At Priti International, we believe that every piece of furniture represents more than its physical utility. Our products reflect the skills of craftsmen, detailed woodwork, iron and metal artistry, creative use of materials, upcycling and recycling practices, and careful finishing. Through these capabilities, we continue to develop products that seek to combine traditional craftsmanship with the changing requirements of modern homes, workplaces and commercial spaces.

The financial year under review, however, was marked by a challenging and uncertain business environment. Global economic conditions, changes in international trade dynamics, tariff-related developments, geopolitical uncertainties and cautious customer spending affected demand in several overseas markets. As a Company having historically catered to customers across Europe, the United States, Australia, Asia, the Middle East and other international markets, these developments had an impact on the flow of export business and the overall market environment.

The challenges faced during the year have reinforced the importance of adaptability and diversification. While international business continues to remain an important area of opportunity for the Company, we recognise the need to strengthen our presence across other markets and customer segments. Accordingly, we continued to focus on opportunities in the domestic market, including corporate, institutional, project-based and government procurement segments.

I am pleased to note that the efforts initiated by the Company towards strengthening its presence in the corporate and institutional sectors have continued during the year. The successful execution of various corporate and government procurement tenders for furniture represents an important development for the Company. We believe that this experience and the relationships developed through such assignments can provide a foundation for pursuing similar opportunities in the future.

Our *Ready Furniture* offerings also continue to form an important part of our product portfolio, enabling us to provide customers with accessible and functional furniture solutions while maintaining our focus on quality, design and craftsmanship. The Company continues to evaluate its product range in line with changing customer preferences and market requirements, while also maintaining the capability to develop customised and made-to-order products for specific customer and project requirements.

For a Company such as ours, with its foundation in furniture, handicrafts and lifestyle products, these developments reinforce the long-term potential of Indian craftsmanship and the opportunities that may emerge from wider market access and changing consumer preferences.

The growth of urbanisation, infrastructure development, changing lifestyles and increasing focus on functional and sustainable products may create opportunities for the furniture and lifestyle industry over the long term. The Company intends to position itself to participate in these opportunities by effectively utilising its existing manufacturing capabilities, developing products in accordance with market requirements and strengthening relationships across different customer segments.

Our vision remains closely connected with our core purpose — **"To serve the world with a better lifestyle."** We will continue to pursue this objective by focusing on product quality, design, innovation and customer satisfaction. At the same time, we remain committed to making disciplined and prudent business decisions with the objective of strengthening the Company's financial performance and creating sustainable value for our shareholders.

The road ahead may continue to present challenges, particularly in view of the dynamic global trade environment and uncertainty surrounding international demand. Nevertheless, we believe that the foundation built by the Company over the years, our experience in furniture and handicrafts, our diverse product portfolio and our ability to adapt to changing market conditions provide us with a platform to pursue future opportunities.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our **shareholders** for their continued trust and support, particularly during challenging periods. I also extend my appreciation to our customers, employees, artisans, suppliers, business associates, bankers and all other stakeholders whose contribution and association remain integral to our journey.

I am particularly grateful to our team for fostering a culture of collaboration and bringing together diverse skills, perspectives and capabilities towards a common objective of meeting customer expectations and strengthening the Company's position in the marketplace. The dedication of our employees, artisans and associates continues to be one of the important strengths of Priti International Limited.

As we move forward into the next financial year, we remain committed to strengthening our existing business, pursuing new opportunities, expanding our market reach and building a resilient and sustainable organisation. With innovation, discipline, adaptability and the continued support of all our stakeholders, we look forward to the next chapter in the journey of Priti International Limited.

With warm regards,

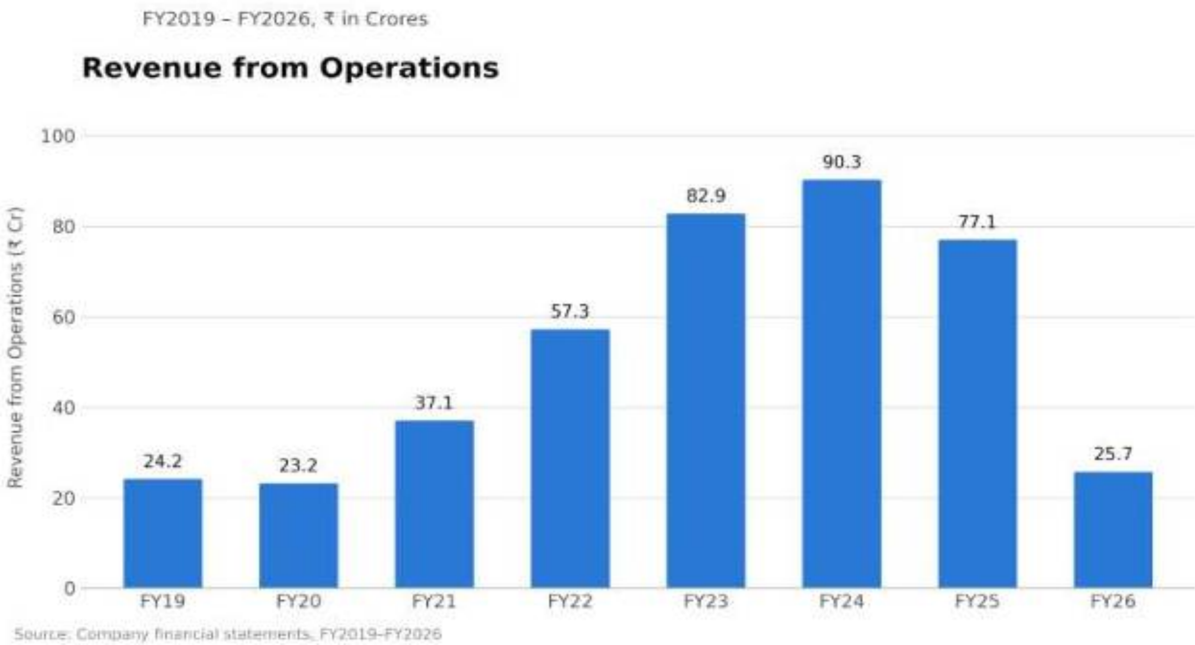
**Ritesh Lohiya**
**Chairman**

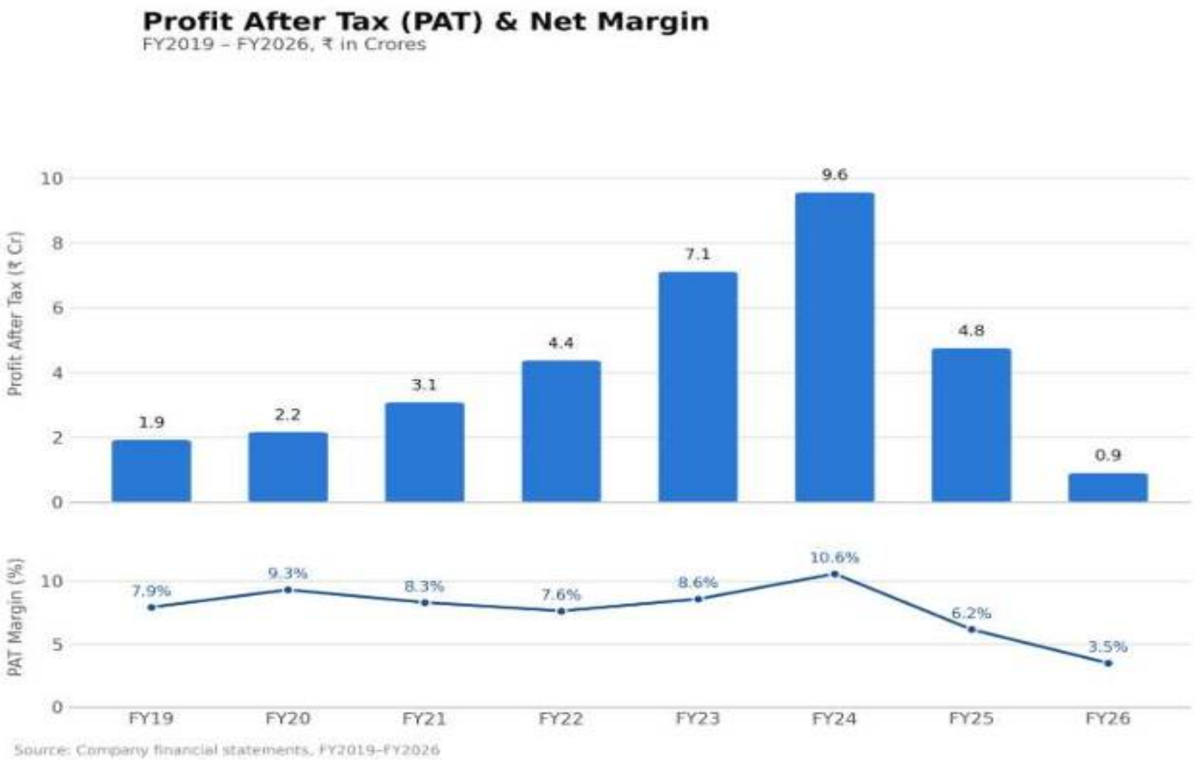
# Corporate Information

| Category | Details |
|---|---|
| **Executive Directors** | Mr. Goverdhan Das Lohiya – Founder Promoter, Whole-time Director & Chairperson |
| | Mrs. Priti Lohiya – Founder Promoter, Managing Director |
| | Mr. Ritesh Lohiya – Founder Promoter, Chief Financial Officer |
| **Independent Directors** | Mr. Mahak Singhvi – Lead Independent Director |
| | Mr. Yogendra Chhangani |
| | Mr. Sanjay Kumar |
| **Company Secretary & Compliance Officer** | Mr. Prem Karnani (Membership No.: - A74789) |
| **Statutory Auditors** | M/s. P Singhvi & Associates, Chartered Accountants (FRN. 113602W) |
| **Secretarial Auditors** | Ms. Reeptika Barmera, Company Secretary in Practice (C.P. No. 16551, FCS Membership No. 11280) |
| **Internal Auditors** | M/s. SINGHVI & MEHTA, Chartered Accountants (FRN: 002464W) |
| **Registered Office** | Plot No. F-43, Basni 1st Phase, Jodhpur, Rajasthan, India– 342001 |
| **Factory Address** | • Kh. No. 20, Opposite Meera Sansthan, Boranada, Jodhpur-342012<br>• KH NO 130, Mogra Kalan Opp JIET College Bridge Pali Road Tehsil Luni Jodhpur – 342008 |
| **Showrooms** | • *PRITI HOME BANGALORE*: No. 13, 15TH Cross Road, 4th Phase, Sarakki J.P Nagar, Bengaluru, Bengaluru Urban, Karnataka 560078<br>• *PRITI HOME BASNI*: F-43, MIA Phase I, Basni, Jodhpur, Rajasthan- 342001<br>• *PRITI HOME BORANADA*: Kh. No. 20, Opp. Meera Sansthan Boranada Jodhpur Rajasthan- 342012 |
| **Bankers** | IDBI Bank Limited |
| | IndusInd Bank Limited |

| | |
|---|---|
| | AXIS Bank Limited |
| **Registrar & Share Transfer Agent** | Bigshare Services Private Limited<br>S6-2, 6th Floor, Pinnacle businessPark,<br>Next to Ahura Centre, Mahakali Caves Road,<br>Andheri East, Mumbai – 400093, Maharashtra<br>Contact: 022 6263 8200<br>Email: investor@bigshareonline.com |

# Financial Highlights





Profit After Tax (PAT) & Net Margin
FY2019 – FY2026, ₹ in Crores
Profit After Tax (₹ Cr)
1.9
2.2
3.1
4.4
7.1
9.6
4.8
0.9
PAT Margin (%)
7.9%
9.3%
8.3%
7.6%
8.6%
10.6%
6.2%
3.5%
FY19
FY20
FY21
FY22
FY23
FY24
FY25
FY26
Source: Company financial statements, FY2019–FY2026


FY2019 – FY2026
Earnings Per Share (Adjusted)
EPS – Adjusted (₹ per share)
₹1.85
₹2.09
₹2.97
₹4.22
₹6.43
₹7.89
₹3.56
₹0.68
FY19
FY20
FY21
FY22
FY23
FY24
FY25
FY26
Source: Company financial statements, FY2019–FY2026

# Notice of Annual General Meeting

**NOTICE** is hereby given that the **Ninth (9th)** Annual General Meeting of the members of **PRITI INTERNATIONAL LIMITED (CIN: L36994RJ2017PLC058454)** will be held on **Wednesday, September 16, 2026, at 12:30 P.M. at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001** to transact the following business:

**ORDINARY BUSINESS:**
*Ordinary Resolution*

**1. To Receive, 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.**

**2. To appoint a director in place of Ms. Priti Lohiya (DIN: 07789249), who retires by rotation and being eligible, offers herself for reappointment.**

**SPECIAL BUSINESS:**
*Special Resolution*

**3. To approve the re-designation of Ms. Priti Lohiya (DIN: 07789249) from Managing Director (MD) to Whole Time Director (WTD) and remuneration thereof.**

In this regard, to consider and, if thought fit, to pass, the following resolution, 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."

**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.**

In this regard, to consider and, if thought fit, to pass, the following resolution, 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."

**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.**

In this regard, to consider and, if thought fit, to pass, the following resolution, 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."

**By order of the Board of Directors**
**For Priti International Limited**

**Sd/-**
**Prem Karnani**
**Company Secretary and Compliance Officer**
**Membership No.: A74789**

**Date: August 23, 2026**
**Place: Jodhpur**

## ATTENDANCE SLIP

| | |
|---|---|
| Venue of the Meeting | **Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001** |
| Day Date and Time | **Wednesday, September 16, 2026, at 12:30 P.M.** |
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| Dp Id* | |
| Client Id* | |
| Folio No. | |
| No. of Shares Held | |
| Shareholder / proxy/ Authorised representative | |

** Applicable For Investors Holding Shares in Electronic Form.*

I/We certify that I/We are the Registered Shareholder(S)/Proxy for the Registered Shareholder of the Company and hereby record my/our at the Annual General Meeting of the Company on **Wednesday, September 16, 2026, at 12:30 P.M.** at Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001.

Name of the Member/Proxy

Signature of Member/Proxy

*Notes: Please fill this attendance slip and hand it over at the entrance of the hall.*

**Form No. MGT-11**
**Proxy form**
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|---|---|---|---|
| Name of the member (s): | | | |
| Registered address: | | | |
| E-mail Id: | | | |
| Folio No/ Client Id: | | DP ID: | |

I/We, being the member (s) of …………. shares of the above-named comp any, hereby appoint the following persons as my/our proxy to attend and vote (electronically) for me/us and on my/our behalf at the **9TH** Annual general meeting of the company to be held on the, **Wednesday, September 16, 2026, at 12:30 P.M.** at **Plot No. F-43 Basni 1st Phase, Jodhpur, Rajasthan-342001** and at any adjournment thereof in respect of such resolutions as are indicated below:

| | **Proxy 1** | **Proxy 2 (on Failing First Proxy)** | **Proxy 3(on Failing First and Second Proxy)** |
|---|---|---|---|
| Name: | | | |
| Address: | | | |
| E-mail Id: | | | |
| Signature | | | |

| Resolution No.: | |
|---|---|
| 1 | Adoption of Financial Statements and Report of Board of Directors and Auditors thereon. |
| 2 | Appointment of a director in place of Ms. Priti Lohiya (DIN: 07789249), who retires by rotation and being eligible, offers herself for reappointment.. |
| 3 | Approval of the re-designation of Ms. Priti Lohiya (DIN: 07789249) from Managing Director (MD) to Whole Time Director (WTD) and remuneration thereof. |
| 4 | Approval of the re-designation of Mr. Ritesh Lohiya (DIN: 07787331) from Chief Financial Officer (CFO) to Managing Director (MD) and remuneration thereof. |
| 5 | Approval of 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. |

Signed this…… day of……… 20….

Signature of Shareholder:

Affix

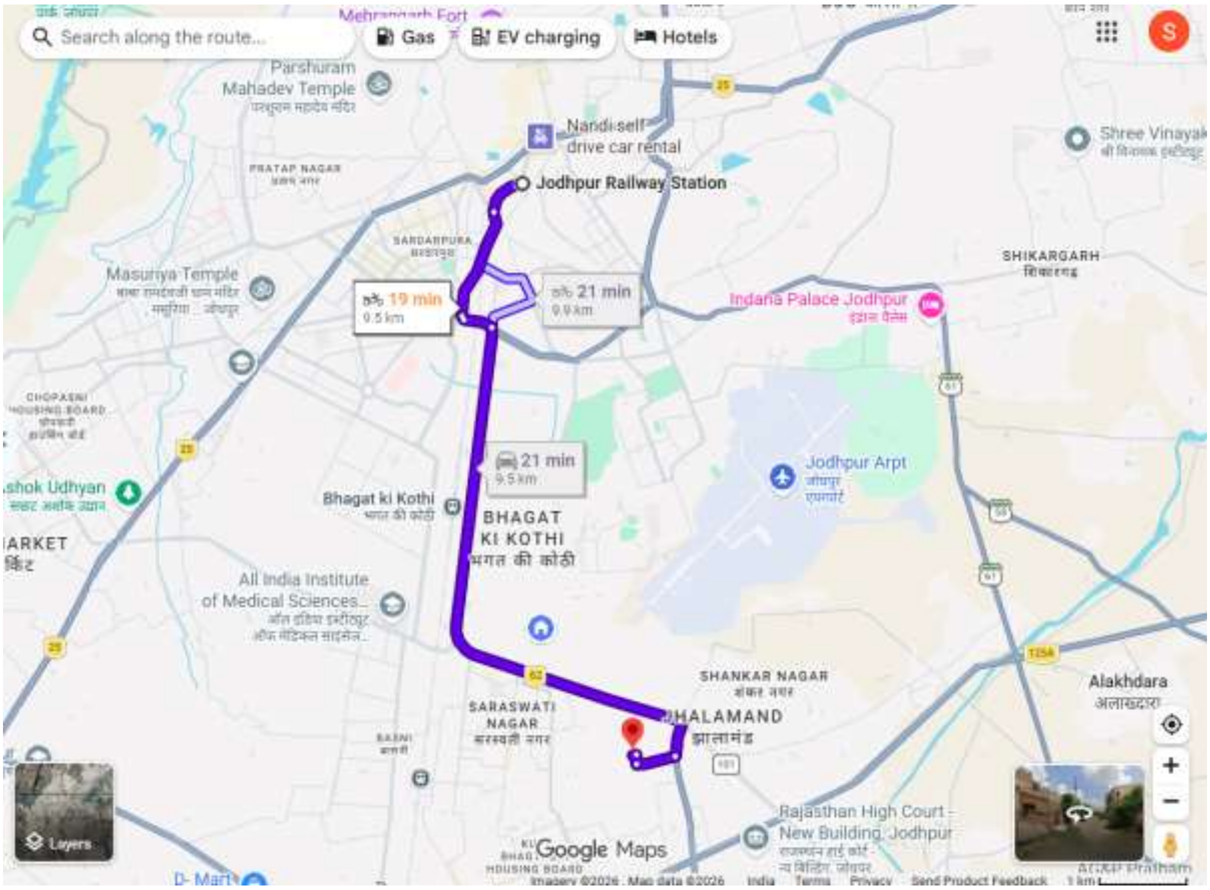
Revenue

Signature of Proxy holder(s): (1) (2) (3)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# ROUTE MAP OF THE VENUE OF THE AGM

**"PLOT NO. F-43 BASNI 1ST PHASE, JODHPUR, RAJASTHAN-342001"**



## Notes:

1. The Explanatory Statement pursuant to Section 102(1), and other applicable provisions of the Act, the Rules made thereunder, SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the institute of Company Secretaries of India stating all material facts and the reasons thereof, for the business to be transacted at the Meeting, forming part of this Notice, is annexed herewith.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY–EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE PROXYHOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.

3. Members / Proxies / Representatives are requested to bring the attendance slip, annexed to the notice, for attending the meeting), duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

4. The Company has engaged the services of its Registrar and Share Transfer Agent viz. M/s. Bigshare Services Private Limited ('Bigshare') (''RTA''), to provide voting facility through remote e-voting prior to AGM and e-voting at the AGM.

5. The Notice of AGM and the Annual report is being sent by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, August 21, 2026** (**'Record Date'**), received from the Depositories and whose e-mail address is registered with the Company/Depositories. A physical copy of the Notice and Annual Report is not being sent to members for this Annual General Meeting.

5. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/PoD-2 PCIR/2024/133 dated Oct 3, 2024 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended March 31, 2026 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Bigshare or the Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members who are desirous of obtaining hard copy of the Annual Report may send a request to the Company's e-mail id viz., cs.pritiinternationalltd@gmail.com clearly mentioning their Folio number / DP ID and Client ID.

A copy of the Notice of this AGM along with Annual Report for the FY 2026 is available on the website of the Company at www.pritihome.com, website of the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively and on the website of Bigshare at www.bigshareonline.com.

6. Only Members / Proxies / Representatives / Invitees of the Company are permitted to attend the Meeting at the venue. Attendance of any other individuals, including relatives and acquaintances accompanying Members, is strictly prohibited.

7. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with Bigshare, *by following the guidelines mentioned below.*

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members on all working days between 10.00 a.m. IST to 5.00 p.m. IST from the date of circulation of this Notice up to the date of AGM, i.e. **Wednesday, September 16, 2026**. Members seeking to inspect such documents can send an e-mail to cs.pritiinternationalltd@gmail.com.

9. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their Name, Client ID and DP ID, or Folio No, Email ID, and Mobile Number, to the Company at cs.pritiinternationalltd@gmail.com **from Thursday, September 03, 2026, to Wednesday, September 09, 2026**. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.

10. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at cs.pritiinternationalltd@gmail.com mentioning their Name, Client ID and DP ID, or Folio No, on or before **Wednesday, September 09, 2026**. At the AGM, such questions will be replied to by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.

11. For convenience of Members, route map of the venue of the AGM is to the Notice of Annual General Meeting forming part of this Annual Report.

12. The proceedings of this AGM, shall as soon as possible, be made available on the website of the Company viz. www.pritihome.com.

13. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on **Wednesday, September 09, 2026** (**"Cut-off Date"**). Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

14. The remote e-voting period commences on **Sunday, September 13, 2026, (9:00 AM IST)** and ends on **Tuesday, September 15, 2026 (5:00 PM IST)**. During this period, members of the Company holding **Equity Shares**, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

15. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

16. Only those Members who will be present at the AGM venue and have not yet cast their vote on the resolutions through remote e-voting prior to AGM, shall be eligible to vote through the e-voting system in the AGM.

17. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the

Notice is dispatched and holding shares as of the cut-off date, i.e., **Wednesday, September 09, 2026,** may obtain login id and password by following the guidelines mentioned below. In case of individual shareholders holding securities in demat mode and non-individual shareholders who acquire shares of the Company and become members of the Company, after the Notice is sent and holding shares on the cut-off date i.e., **Wednesday, September 09, 2026,** may obtain login id and password by following guidelines mentioned below.

18. The Board has appointed **FCA Lucky Nanwani (Membership No. 429997), Chartered Accountant in practice, Partner of S B L and Co LLP, Chartered Accountants (FRN: 0010699C/C400032) Jodhpur**, as the Scrutinizer for conducting the remote e-voting and e-voting at the AGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

19. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM. The voting results declared shall be available on the website of the Company (www.pritihome.com) and on the website of NSE (www.nseindia.com) and shall also be displayed on the notice board at the registered office of the Company. The resolutions set out in this Notice shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

20. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members, electronically. Members who wish to inspect the documents are requested to send an e-mail to cs.pritiinternationalltd@gmail.com mentioning their Name, Client ID and DP ID or Folio No.

21. In case any member is having any query or grievance related to the remote e-voting or e-voting process at the AGM, Members may contact Ms. Saloni Kachhwaha Company Secretary and Compliance Officer, by way of e-mail id on cs.pritiinternationalltd@gmail.com by mentioning his/her Folio No/ DP ID and Client ID No. or by way of call on 0291-2435699, and may also contact BigShare at investor@bigshareonline.com

22. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining virtual meetings for Individual shareholders holding securities in Demat mode:

**PROCEDURE FOR 'E-VOTING':**

**E-VOTING FACILITY:**

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020 and Section VI-C of SEBI Master Circular dated November 11, 2024, the Company is providing e-voting facility of BigShare to its members to exercise their right to vote on the proposed resolution by electronic means.

ii. The e-voting facility is available at the link: ivote.bigshareonline.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

| EVEN | Commencement of E-voting | End of E-voting |
|---|---|---|
| **1295** | Sunday, September 13, 2026 (9:00 AM IST) | Tuesday, September 15, 2026 (5:00 PM IST) |

E-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period.

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode (if any), and (iv) Shareholders who have not registered their e-mail address, as on the cut-off date **Wednesday, September 09, 2026**, are explained in the instructions given hereinbelow.

## 1. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

1. Pursuant to SEBI Circular, the Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi |

| | |
|---|---|
| with **CDSL** | username & password.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select |

| | |
|---|---|
| | "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period.<br><br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000. |

2. **Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter your **USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note*** *If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  **NOTE**: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  *(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select an event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholders can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

**NOTE**: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  *(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    **Note**: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Lucky@casbl.co.in with a copy marked to ivote@bigshareonline.com.

**Helpdesk for queries regarding e-voting:**

| Login type | Helpdesk details |
|---|---|
| Shareholders' other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338. |

**The instructions for Members for e-voting on the day of the AGM are as under: -**

The Members who have not cast their vote(s) through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through an electronic voting system shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only a single mode of voting i.e. through Remote e-voting or voting at the AGM.

**Process for registration of e-mail address for obtaining Notice:**

(i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs.pritiinternationalltd@gmail.com or at RTA's e-mail address at investor@bigshareonline.com.

(ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

**Explanatory Statement pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings (SS-2):**

**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.**

Ms. Priti Lohiya (DIN: 07789249) has been associated with the Company since its incorporation and has been serving as the Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 23, 2026, approved the re-designation of Ms. Priti Lohiya from **Managing Director** to **Whole-time Director** of the Company for a period of five (5) years, subject to the approval of the Members of the Company.

The Board, after considering her experience, expertise, contribution and continued involvement in the growth and operations of the Company, considered it appropriate to re-designate Ms. Priti Lohiya as a Whole-time Director and approve the remuneration payable to her, subject to the approval of the Members.

The Company has received from Ms. Priti Lohiya, inter alia,

- Consent in writing to act as whole-time director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Priti Lohiya to the effect that she is not disqualified in accordance with Section 164(2) of the Act;
- Declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

Accordingly, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, approval of the Members is sought for the re-designation of Ms. Priti Lohiya as Whole-time Director and for payment of remuneration to her on the terms and conditions set out below:

| Sr. No. | Particulars | Disclosures |
|---|---|---|
| 1. | Nature of Industry | Manufacturing and Trading |
| 2. | Date of commencement of commercial production | 30/06/2017 being the date of incorporation of the Company. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |
| 4. | Financial Performance based on given indicators | Sales: Rs. 25.74 Crores for FY 2025-26<br><br>Profit Before Tax: Rs. 1.27 Crores |

| | | |
|---|---|---|
| | | for FY 2025-26 |
| 5. | Foreign investments or collaborators if any | Nil |

Information about the appointee:

| | | |
|---|---|---|
| 1. | Background details | Ms. Priti Lohiya, aged 51 years is the Director of our Company since Incorporation |
| 2. | Past remuneration | 36,00,000/- per annum. |
| 3. | Recognition or awards | N.A. |
| 4. | Job profile and her suitability | Ms. Priti Lohiya upon appointment as Whole time Director of the Company, shall be responsible for the overall growth and development in the Company through her experience in this industry. |
| 5. | Remuneration proposed | Rs. 48,00,000/- per annum. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Looking into her experience and expertise in the Industry, the Board of Directors of the Company decided to re-designate Ms. Priti Lohiya as Whole Time Director of the Company. The remuneration paid to her is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: | Ms. Priti Lohiya has no other relationship with the Company or with managerial personnel, except Ms. Priti Lohiya (spouse) and Mr. Goverdhan Das lohiya (Father-in-Law). |

The details of the terms of appointment and remuneration payable to Ms. Priti Lohiya is given below:

| | |
|---|---|
| Tenure of Remuneration | Annual Basis, subject to periodic review. |
| Salary | Up to Rs. 4,00,000/- per month. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013. |
| Other Benefits / Reimbursement of Expenses | Reimbursement of actual and reasonable expenses incurred for the legitimate business purposes of the Company, including travelling, conveyance, vehicle and guest entertainment expenses, subject to the applicable policies and approval of the Company. |

***“The provisions of Regulation 17(6)(e) of the SEBI Listing Regulations states as follows:***

***(e) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if***

***(i)*** ***the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or***

***(ii)*** ***where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity”***

***“Further, the provisions of Section 197 of the Act states as follows:***

***(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:***

***Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:***

***Provided further that, except with the approval of the company in general meeting by a special resolution, —***

***(i)*** ***the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;***

***(ii)*** ***the remuneration payable to directors who are neither managing directors nor wholetime directors shall not exceed, — (A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager; (B) three per cent. of the net profits in any other case”***

Accordingly, approval of the Members is being sought for the proposed re-designation of Ms. Priti Lohiya as Whole-time Director and payment of remuneration to her, including the authority to pay such remuneration notwithstanding that the remuneration payable may exceed the applicable limits prescribed under Section 197 of the Act or Regulation 17(6)(e) of the SEBI Listing Regulations, subject to compliance with the applicable provisions and approvals, if any, required under the Act, Schedule V and the SEBI Listing Regulations. *The said approval shall be valid till the end of tenure of Ms. Priti Lohiya as Whole time Director.*

The information and disclosures required pursuant to the provisions of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are provided in **Annexure A** to this Notice.

The Board of Directors recommends the **Special Resolution** set out at Item No. 3 of the Notice for approval of the Members.

Ms. Priti Lohiya and her relatives, to the extent of their respective shareholding in the Company, if any, may be deemed to be concerned with or interested in the resolution. Other than the above, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**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.**

Mr. Ritesh Lohiya (DIN: 07787331) has been associated with the Company since its incorporation and has been serving as the Director and Chief Financial Officer of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 23, 2026, approved the re-designation of Mr. Ritesh Lohiya from **Director and Chief financial officer (CFO) to Managing Director (MD)** of the Company for a period of five (5) years, subject to the approval of the Members of the Company.

The Board, after considering his experience, expertise, contribution and continued involvement in the growth and operations of the Company, considered it appropriate to re-designate Mr. Ritesh Lohiya as a Managing Director and approve the remuneration payable to her, subject to the approval of the Members.

The Company has received from Mr. Ritesh Lohiya, inter alia,

- Consent in writing to act as whole-time director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Ritesh Lohiya to the effect that he is not disqualified in accordance with Section 164(2) of the Act;
- Declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

Accordingly, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, approval of the Members is sought for the re-designation of Mr. Ritesh Lohiya as Whole-time Director and for payment of remuneration to him on the terms and conditions set out below:

| Sr. No. | Particulars | Disclosures |
|---|---|---|
| 1. | Nature of Industry | Manufacturing and Trading |
| 2. | Date of commencement of commercial production | 30/06/2017 being the date of incorporation of the Company. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |
| 4. | Financial Performance based on given | Sales: Rs. 25.74 Crores for FY 2025- |

| | | |
|---|---|---|
| | indicators | 26<br><br>Profit Before Tax: Rs. 1.27 Crores for FY 2025-26 |
| 5. | Foreign investments or collaborators if any | Nil |

Information about the appointee:

| | | |
|---|---|---|
| 1. | Background details | Mr. Ritesh Lohiya, aged 54 years is the Director of our Company since Incorporation |
| 2. | Past remuneration | Rs. 48,00,000/- per annum. |
| 3. | Recognition or awards | N.A. |
| 4. | Job profile and his suitability | Mr. Ritesh Lohiya upon appointment as a Managing Director of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry. |
| 5. | Remuneration proposed | Rs. 36,00,000/- per annum. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided to re-designate Mr. Ritesh Lohiya as Managing Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience. |
| | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any: | Mr. Ritesh Lohiya has no other relationship with the Company or with the managerial personnel, except Mr. Goverdhan Das Lohiya (father) and Ms. Priti Lohiya (spouse). |

The details of the terms of appointment and remuneration payable to Mr. Ritesh Lohiya is given below:

| | |
|---|---|
| Tenure of Remuneration | Annual Basis, subject to periodic review. |
| Salary | Up to Rs. 3,00,000/- per month. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013. |
| Other Benefits / Reimbursement of Expenses | Reimbursement of actual and reasonable expenses incurred for the legitimate business purposes of the Company, including travelling, conveyance, vehicle and guest entertainment expenses, subject to the applicable policies and approval of the Company. |

***"The provisions of Regulation 17(6)(e) of the SEBI Listing Regulations states as follows:***

***(e) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if***

- ***(iii) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or***
- ***(iv) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity"***

***"Further, the provisions of Section 197 of the Act states as follows:***

***(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:***

***Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:***

***Provided further that, except with the approval of the company in general meeting by a special resolution, —***

- ***(iii) the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;***
- ***(iv) the remuneration payable to directors who are neither managing directors nor wholetime directors shall not exceed, — (A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager; (B) three per cent. of the net profits in any other case"***

Accordingly, approval of the Members is being sought for the proposed re-designation of Mr. Ritesh Lohiya as Managing Director and payment of remuneration to him, including the authority to pay such remuneration notwithstanding that the remuneration payable may exceed the applicable limits prescribed under Section 197 of the Act or Regulation 17(6)(e) of the SEBI Listing Regulations, subject to compliance with the applicable provisions and approvals, if any, required under the Act, Schedule V and the SEBI Listing Regulations. *The said approval shall be valid till the end of tenure of Mr. Ritesh Lohiya as Managing Director*

The information and disclosures required pursuant to the provisions of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are provided in **Annexure A** to this Notice.

The Board of Directors recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval of the Members.

Mr. Ritesh Lohiya and his relatives, to the extent of their respective shareholding in the Company, if any, may be deemed to be concerned with or interested in the resolution. Other than the above, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Mr. Goverdhan Das Lohiya (DIN: 07787326) aged about 78 years has been associated with the Company since its incorporation and possesses extensive experience and in-depth knowledge of its business and financial affairs.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 23, 2026, approved the re-designation of Mr. Ritesh Lohiya from **Whole Time Director (WTD) to Executive Director and Chief Financial Officer (CFO)** of the Company for a period of five (5) years, subject to the approval of the Members of the Company by way of a Special Resolution.

The Board, after considering his experience, expertise, contribution and continued involvement in the growth and operations of the Company, considered it appropriate to re-designate Mr. Goverdhan Das Lohiya as Director and Chief financial officer (CFO) and approve the remuneration payable to him, subject to the approval of the Members.

The Company has received from Mr. Goverdhan Das Lohiya, inter alia,

- Consent in writing to act as whole-time director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Goverdhan Das Lohiya to the effect that he is not disqualified in accordance with Section 164(2) of the Act;
- Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and

Accordingly, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, approval of the Members is sought for the re-designation of Mr. Goverdhan Das Lohiya as Executive Director and Chief financial officer (CFO) and for payment of remuneration to him on the terms and conditions set out below:

| Sr. No. | Particulars | Disclosures |
|---|---|---|
| 1. | Nature of Industry | Manufacturing and Trading |
| 2. | Date of commencement of commercial production | 30/06/2017 being the date of incorporation of the Company. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |
| 4. | Financial Performance based on given indicators | Sales: Rs. 25.74 Crores for FY 2025-26<br><br>Profit Before Tax: Rs. 1.27 Crores for |

| | | |
|---|---|---|
| | | FY 2025-26 |
| 5. | Foreign investments or collaborators if any | Nil |

Information about the appointee:

| | | |
|---|---|---|
| 1. | Background details | Mr. Goverdhan Das Lohiya, aged 78 years is the Director of our Company since Incorporation |
| 2. | Past remuneration | Rs. 36,00,000/- per annum. |
| 3. | Recognition or awards | N.A. |
| 4. | Job profile and his suitability | Mr. Goverdhan Das Lohiya upon appointment as Director and Chief financial officer of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry. |
| 5. | Remuneration proposed | Rs. 36,00,000/- per annum. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided to re-designate Mr. Goverdhan Das Lohiya as Director and Director and Chief financial officer of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience. |
| | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: | Mr. Goverdhan Das Lohiya has no other relationship with the Company or with the managerial personnel, except Mr. Ritesh Lohiya (Son) and Ms. Priti Lohiya (Daughter in law). |

The details of the terms of appointment and remuneration payable to Mr. Goverdhan Das Lohiya are given below:

| | |
|---|---|
| Tenure of Remuneration | Annual Basis, subject to periodic review. |
| Salary | Up to Rs. 3,00,000/- per month. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013. |
| Other Benefits / Reimbursement of Expenses | Reimbursement of actual and reasonable expenses incurred for the legitimate business purposes of the Company, including travelling, conveyance, vehicle and guest entertainment expenses, subject to the applicable policies and approval of the Company. |

***"The provisions of Regulation 17(6)(e) of the SEBI Listing Regulations states as follows:***

***(e) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if***

- ***(v) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or***
- ***(vi) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity"***

***"Further, the provisions of Section 197 of the Act states as follows:***

***(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:***

***Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:***

***Provided further that, except with the approval of the company in general meeting by a special resolution, —***

- ***(v) the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;***
- ***(vi) the remuneration payable to directors who are neither managing directors nor wholetime directors shall not exceed, — (A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager; (B) three per cent. of the net profits in any other case"***

Accordingly, approval of the Members is being sought for the proposed re-designation of Mr. Goverdhan Das Lohiya as Director and Chief financial officer (CFO) and payment of remuneration to him, including the authority to pay such remuneration notwithstanding that the remuneration payable may exceed the applicable limits prescribed under Section 197 of the Act or Regulation 17(6)(e) of the SEBI Listing Regulations, subject to compliance with the applicable provisions and approvals, if any, required under the Act, Schedule V and the SEBI Listing Regulations. *The said approval shall be valid till the end of tenure of Mr. Goverdhan Das Lohiya as Director and Chief Financial Officer.*

The information and disclosures required pursuant to the provisions of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are provided in **Annexure A** to this Notice.

The Board of Directors recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval of the Members.

Mr. Goverdhan Das Lohiya and his relatives, to the extent of their respective shareholding in the Company, if any, may be deemed to be concerned with or interested in the resolution. Other than the above, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

## Annexure A: DETAILS OF DIRECTORS SEEKING APPOINTMENT

**(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings)**

| Name of the Director | Priti Lohiya | Ritesh Lohiya | Goverdhan Das Lohiya |
|---|---|---|---|
| Director Identification Number (DIN) | 07789249 | 07787331 | 07787326 |
| Date of Birth (Age) | 13/04/1975 (51 years) | 13/06/1972 (54 years) | 17/05/1948 (78 years) |
| Date of first Appointment | 30/06/2017 | 30/06/2017 | 30/06/2017 |
| No. of Shares held in the Company (individually) | 6501730 | 391928 | 403800 |
| Qualifications | Post-Graduate | Post-Graduate | Post-Graduate |
| Relationships between Directors and Key Managerial Personnel inter-se | Ms. Priti Lohiya has no other relationship with the Company or with managerial personnel, except Ms. Ritesh Lohiya (spouse) and Mr. Goverdhan Das lohiya (Father-in-Law). | Mr. Ritesh Lohiya has no other relationship with the Company or with the managerial personnel, except Mr. Goverdhan Das Lohiya (father) and Ms. Priti Lohiya (spouse). | Mr. Goverdhan Das Lohiya has no other relationship with the Company or with the managerial personnel, except Mr. Ritesh Lohiya (Son) and Ms. Priti Lohiya (Daughter-in-law). |
| Terms and Conditions of appointment | As per the Nomination and Remuneration Policy of the Company | As per the Nomination and Remuneration Policy of the Company | As per the Nomination and Remuneration Policy of the Company |
| Directorships held in other public companies (excluding foreign companies) as on date of this Notice | None | None | None |
| Listed entities from which the person has resigned in the past three years | None | None | None |
| Position held in mandatory Committees of other companies | None | None | None |
| Details of Remuneration sought to be paid | Rs. 48,00,000/- | Rs. 36,00,000/- | Rs. 36,00,000/- |

| Name of the Director | Priti Lohiya | Ritesh Lohiya | Goverdhan Das Lohiya |
|---|---|---|---|
| **Remuneration paid during FY 2025-26** | Rs. 36,00,000/- | Rs. 48,00,000/- | Rs. 36,00,000/- |
| **Number of meetings of the Board attended during FY 2025-26** | 7 | 8 | 8 |
| **Brief resume** | **As per Annexure B** | **As per Annexure B** | **As per Annexure B** |

## Annexure B: BRIEF RESUME OF DIRECTORS

### PRITI LOHIYA

Ms. Priti Lohiya (DIN: 07789249), is a visionary entrepreneur with extensive experience in manufacturing, lifestyle, and international trade. As a core founding promoter, she has played a key role in strategic planning, business development, global export operations, and supply chain management. She also possesses expertise in corporate administration, product development, and sustainable upcycling initiatives. Her leadership and industry experience have contributed significantly to the Company's operational growth and global market expansion.

### RITESH LOHIYA

Mr. Ritesh Lohiya is a visionary business leader with extensive experience and deep-rooted expertise in the industry. As a founding pillar of the Company, he has played a key role in shaping its strategic vision, business expansion, and operational excellence. With his strong understanding of market dynamics, business development, and corporate leadership, he has successfully guided the Company through key growth milestones. His strategic foresight and leadership have contributed significantly to strengthening the Company's market presence and ensuring its long-term growth.

### GOVERDHAN DAS LOHIYA

Mr. Goverdhan Das Lohiya is a veteran leader and seasoned industrialist with extensive experience spanning several decades. As a founding pillar of the Company, he has played a key role in shaping its vision, long-term strategy, and financial discipline. With expertise in financial management, corporate governance, fiscal planning, and industry operations, he has guided the Company through various phases of growth and expansion. His strong administrative acumen, leadership, and industry insights have contributed significantly to the Company's financial health and sustainable development.

# Board Report

To
The Members,
Priti International Limited

The Board of Directors presents the Company's **Ninth (9th)** Board Report, together with the Audited Financial Statements for the financial year ended March 31, 2026 (FY 2026').

1. **Financial Results**

   In compliance with the provisions of the Companies Act, 2013 ("Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has prepared its Financial Statements as per Indian Accounting Standards ("Ind AS") for FY 2026. The standalone financial highlights of the Company's operations are as follows:

` in Lakh

| Particulars | Current Financial Year (2025-2026) | Previous Financial Year (2024-2025) |
|---|---|---|
| Revenue from Operations | 2574.34 | 7706.35 |
| Other Income | 256.47 | 319.86 |
| **Total Revenue** | **2830.80** | **8026.21** |
| Less: Expenses | 2648.42 | 7325.79 |
| Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense | 182.38 | 700.42 |
| Less: Depreciation/ Amortization/ Impairment | 55.33 | 54.17 |
| Profit /loss before Finance Costs, Exceptional items and Tax Expense | 127.05 | 646.26 |
| Less: Finance Costs | 0.37 | 6.48 |
| Profit /loss before Exceptional items and Tax Expense | 126.68 | 639.77 |
| Add/(less): Exceptional items | 0.00 | 0.00 |
| Add/(less): Extraordinary Items | 0.00 | 0.00 |
| **Profit /loss before Tax Expense** | **126.68** | **639.77** |
| Less: Tax Expense (Current & Deferred) | 36.53 | 164.38 |
| **Profit /loss for the year (1)** | **90.15** | **475.39** |
| Total Comprehensive Income/loss (2) | (31.79) | (57.47) |
| Total (1+2) | 58.36 | 417.92 |

2. **Change in Nature of Business**

   The company is engaged in the activities of Domestic as well as Export trade of Wooden Handicraft and Textile products, trading of Solar energy power and other utility services along with general merchandise products foodstuffs, clothing, textiles, electronics, household goods, and industrial products etc.

3. **Dividend**
The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's performance for the FY 2026, has decided that it would be prudent, not to recommend any Dividend for the financial year 2026.

4. **Reserves**
The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review to conserve its financial resources and to meet its growth plan.

5. **Proceeds From Public Issues**
During the financial year 2018-19, the Company has issued 7,00,800 Equity shares through Initial Public Offer (IPO') at the Issue Price of Rs. 75 each (including premium of Rs. 65) raising capital of Rs. 5.256 Crores. Out of 7,00,800 shares issued, 35,200 shares were reserved for the Market Makers, and the remaining shares were issued to the Public.

Further, during FY 2024, the Company had made deviation in the spending requirements of funds raised by way of Initial public offering after taking the approval from shareholders by way of Special Resolution dated July 19, 2023, by transferring of the Unutilized Amount of Rs. 30,05,000/-, out of the total Issue proceeds, from "Issue Related Expenses" to "Funding the working capital requirements" Thereafter, till the end of FY 2024, the proceeds of the IPO amounting to Rs. 525.60 Lakhs has been fully spent. As at the end of FY 2026, the IPO Proceeds has been fully utilized.

6. **Management Discussion and Analysis**
In terms of Regulation 34 and Schedule V of the SEBI Listing Regulations, *Management Discussion and Analysis Report* is presented in a separate section, forming part of the Annual Report.

7. **Information About Subsidiary/ Joint Ventures/Associate Company**
The Company does not have any Subsidiary, Joint Venture or Associate Company(ies).

8. **Appointment Of Designated Person (Management and Administration) Rules 2014 - Rule 9 Of the Companies Act 2013**
The Board of Directors hereby informs that, in accordance with Rule 9 of the Companies (Management and Administration) Rules, 2014, Mr. Goverdhan Das Lohiya, Whole time Director of the Company, was designated for the purposes of providing information, and extending cooperation for matters relating to the beneficial interest in shares, to the Registrar or other authorised officers in the Board Meeting held on 05/09/2024.

The details of the designated person are as follows:

| | |
|---|---|
| Name | Goverdhan Das Lohiya |
| Designation | Chairperson and Whole-time director |
| Director Identification Number (DIN) / PAN | 07787326 |
| Date of Designation | 05/09/2024 |

**9. Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company is required to transfer following amounts and shares to Investor Education and Protection Fund ("IEPF Authority") established under above rules:

a. Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer.

b. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more.

Since the Company has no amount lying in the Unpaid Dividend Account, there is no such requirement to transfer any money or shares to IEPF Authority.

Further in terms of Rule 7(2A) of IEPF Rules, the Company is not required to appoint a Nodal Officerfor the purposes of verification of claim and for co-ordination with IEPF Authority.

**10. Material Changes and Commitments**

There were no material changes and commitments affecting the financial position of the Company occurred during FY 2026.

**11. Meetings of the Board of Directors and Committees thereof**

The Board of Directors met Eight (8) times during FY 2026. A detailed update on the Board, its composition, governance of committees including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2026 and attendance of the Directors at each meeting have been provided in the *Corporate Governance Report*, which forms part of this Annual report.

**12. General Meetings**

During the year under review, the Eighth (8th) Annual General Meeting of the members of the Company was held on Friday, September 26, 2025.

No other General Meeting or Postal Ballot has been undertaken / carried out during FY 2026. The details of Eighth (8th) Annual General Meeting are provided in the *Corporate Governance Report*, which forms part of this Annual report.

**13. Secretarial Standards**

The Board of Directors affirms that the Company has complied with applicable Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

**14. Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the situation of the company at the end of the financial year and of the profit and loss of the company for that period.
iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
iv. The directors had prepared the annual accounts on a going concern basis; and
v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**15. Statutory Auditors**

M/s. P Singhvi & Associates, Chartered Accountants, (FRN: 113602W) was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 27th, 2023, to hold office till the conclusion of 11th AGM of the company to be held on year 2028.

The Board has duly examined the Statutory Auditors' Report to the Financial Statements for the year ended on March 31, 2026, which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes to Financial Statements section of this Annual report.

Further, The Auditors have not reported any fraud u/s 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

**16. Secretarial Auditors**

Pursuant to Section 204 of the Act, the Members of the Company at their Annual General Meeting held on September 26, 2025, approved the appointment of FCS Reeptika Barmera as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the financial year 2025-26 and continuing up to the financial year 2029-30.

FCS Reeptika Barmera, Practicing Company Secretary (C.P. No. 16551, FCS Membership No. 11280), has conducted the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report in Form MR-3 for the financial year 2025-26 is annexed herewith as **Annexure A** and forms part of this Report. The said Report does not contain any qualification, reservation, adverse remark or disclaimer.

In compliance with Regulation 24A of the Listing Regulations, the Annual Secretarial Compliance Report issued by the Secretarial Auditor was duly submitted to the Stock Exchange within the prescribed timelines. Further, the Secretarial Auditor has not reported any fraud under Section 143(12) of the Act and, accordingly, no disclosure is required to be made under Section 134(3)(ca) of the Act.

**17. Internal Auditors**

The Board of Directors in their meeting held on September 01, 2025, have on the recommendation of the Audit Committee approved the re-appointment of M/s. Singhvi & Mehta, as the Internal Auditor of the Company, for conducting Internal Audit for the Three (3) Financial Year 2025-26 to 2027-28.

The audit conducted by the Internal Auditor is based on an internal audit plan, which is reviewed each year in consultation with the Audit Committee. As per the report of the Internal Auditor, the policies, processes, and internal controls in the Company are generally adhered to while conducting the business. Further, Internal auditors periodically appraise the Audit Committee on findings/observation of Internal Audit and actions taken thereon.

**18. Cost Record Maintenance and Cost Audit**

The maintenance of Cost Records and requirement of Cost Audit as prescribed under the provisions of Section 148 of the Act and Rules made thereunder are not applicable to the business activities carried out by the Company.

**19. Internal Financial Controls**

The Company has comprehensive internal control mechanism and has in place adequate policies and procedures for the governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention, and detection of fraud and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Company's internal control systems are commensurate with the nature of its business, and the size and complexity of its operations and such internal financial controls concerning the Financial Statements are adequate.

The Statutory Auditors of the Company have reported unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the FY 2026.

The Audit Committee evaluates the internal financial control system periodically. The details of Internal Control System and their adequacy are provided in the Management Discussion and Analysis section forming part of this Annual report.

**20. Agreements binding on the Company.**

As on March 31, 2026, and as on the date of this report the Company or any of its Promoters, KMP, Management, Employees, Shareholders, Related Parties, has not entered into any Agreement, which has the purpose and effect of impact the management or control of the Company, or any other agreement covered in clause 5A of paragraph A of Part A of Schedule III SEBI Listing Regulations.

**21. Loans, Guarantees and Investments**

Details of loans, guarantees and investments, if any covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2026, are set out in Notes to the Standalone Financial Statements of the Company.

**22. Particulars of Employees and Related Disclosures**

The details disclosure required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith marked as **Annexure B** to this Report.

**23. Disclosure of Additional Details under Schedule V of the Companies Act, 2013**

A statement containing additional information, as required under Clause IV of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in the Corporate Governance Report (under the heading "Remuneration of Directors"), which forms part of this Annual Report.

**24. Related Party Transactions**

All Contracts, Arrangements and Transactions entered by the Company during FY 2026 with related parties ("RPTs") were in the ordinary course of business and on arm's length basis and were approved by the Audit Committee. Further, during the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's policy of Materiality of Related party transactions. Accordingly, the prescribed Form AOC-2 is *not applicable* to the Company for the financial year 2025-26 and hence does not form part of this report.

The Board of Directors of the Company had laid down the criteria for granting the omnibus approval by the Audit Committee, in line with the Policy on Related party transaction ("RPT Policy"). The said policy is available on the website of the Company at (*https://pritihome.com/pages/investor)*

In terms of Schedule V of the SEBI Listing Regulation the disclosure regarding transactions with person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company have been disclosed in the Notes to Standalone Financial Statements which form part of this Annual report.

Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the reports on related party transactions to the Stock Exchange.

**25. Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo**

As required by Section 134(3)(m) read with the Companies (Accounts) Rules, 2014, your director's report is below:

**A. Conservation of Energy:**

| | |
|---|---|
| i. The steps taken or impact on the conservation of energy | In its endeavors towards conservation of energy, your Company ensures optimal use of energy, avoids wastage and endeavors to conserve energy as far as possible. |

| | | |
|---|---|---|
| ii. | The steps taken by the Company for utilizing alternate sources of energy. | The Company had installed two Solar Plants at following places<br>• Mogra Factory situated at KH. No. 130, village Mogra Kallan opp. JIET college bridge tehsil Luni, Jodhpur, Rajasthan-342802 in 2022-2023.<br>• Basni Factory situated at F-43 Mia Phase-1 Basni Jodhpur, Rajasthan 342005 in 2024-25<br>Which has sustainably reduced the electricity consumption in a better way. |
| iii. | The capital investment in energy conservation Equipment | Mogra Factory Investment: Rs. 70.83 lacs<br>Basni Factory Investment: Rs. 14.12 lacs |

**B. Technology Absorption:**

| | | |
|---|---|---|
| i. | The efforts made towards technology absorption | NIL |
| ii. | The benefits derived like product improvement, cost reduction, product development or import substitution | Not Applicable |
| iii. | In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) | NIL |
| iv. | Expenditure incurred on Research and Development | Your Company has not carried out any research and development activities during the year. |

**C. Foreign Exchange Earnings and Outgo:**

The details for foreign exchange earnings and outgo for FY2026 are as below:

(Rs. In Lakhs)

| Particulars | 2025-26 | 2024-25 |
|---|---|---|
| Foreign Exchange Earnings | 927.48 | 1,535.31 |
| Foreign Exchange Outgo | 0.00 | 0.00 |

**26. Risk Management**

The Company has established a well-defined process of risk management, where in the identification, analysis and assessment of the various risks, measuring the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company, through its risk management process, aims to contain the risks within its appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

The company has developed and implemented risk management policy. The said policy is available on the website of the Company at (*https://pritihome.com/pages/investor*)

**27. Annual Return**

The Draft Annual Return (MGT-7) of the Company for the Financial Year 2026 is available on the website of the Company at (*https://pritihome.com/pages/investor*).

**28. Directors & Key Managerial Personnel**

**A. Board and Committee Composition**

As on March 31, 2026, the Board consists of Seven (7) Directors out of which more than half of the Board comprises of Independent Directors. Out of the 7 Board members, 2 (two) are Women Directors including Managing Director.

The Chairperson to the Board is a whole-time director. The Audit and Nomination and Remuneration Committee have an Independent Director as its chairperson. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

Additional details regarding the Board of Directors, its committees, composition and terms of reference of its committees have been provided in the Corporate Governance Report, which forms part of this Annual report.

All the recommendations made by the Committees of the Board, including the Audit Committee, were accepted by the Board.

**B. Appointment, Cessation and other changes in Board**

During the Financial Year 2026, the following changes took place in the Board of Directors and Key Managerial Personnel (KMP) of the Company:

- **Ms. Leela Lohiya (DIN: 07787328)** resigned and ceased to hold office as Non-Executive Director of the Company with effect from January 15, 2026, pursuant to Section 168 of the Companies Act, 2013, upon attaining the age of 75 years, as no approval for her continuation was sought by the members for continuation of her directorship. The Board places on record its appreciation for the guidance, support, and contribution made by her during her tenure.

- **Ms. Rashi Shrimal (Membership No. ACS 60070)** resigned from the position of Company Secretary and Compliance Officer of the Company with effect from March 07, 2026, to pursue new opportunities for her professional growth. The Board places on record its appreciation for her services rendered during her tenure.

- **Mr. Prem Karnani (Membership No. A74789)** was appointed as the Company Secretary and Compliance Officer of the Company with effect from March 07, 2026, on the recommendation of the Nomination and Remuneration Committee, ensuring continuity in regulatory compliance and governance.

- **Ms. Tamanna Kumari (DIN: 09678819)** ceased to hold office as a Non-Executive Independent Director upon completion of her tenure on August 12, 2026.

**C. Rotation of Directors**

In terms of the provision of Section 152(6) of the Act, **Ms. Priti Lohiya (DIN: 07789249)** is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment.

**D. New Appointments/ re-appointments proposed at the ensuing Annual General Meeting –**

In terms of the provision of Section 152(6) of the Act, **Ms. Priti Lohiya (DIN: 07789249)** is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment. The Board of Directors recommends her re-appointment for consideration by the members of the Company at the ensuing AGM.

Further, the following re-designations of the Directors and Key Managerial Personnel are also proposed for approval of the members at the ensuing Annual General Meeting:

**(i)** **Ms. Priti Lohiya (DIN: 07789249)** from **Managing Director to Whole Time Director**, along with the remuneration payable to her;

**(ii)** **Mr. Ritesh Lohiya (DIN: 07787331)** from **Chief Financial Officer to Managing Director**, along with the remuneration payable to him; and

**(iii)** **Mr. Goverdhan Das Lohiya (DIN: 07787326)** from **Whole Time Director to Executive Director and Chief Financial Officer**, along with the remuneration payable to him.

The Board of Directors recommends the aforesaid re-designations and approval of remuneration for consideration and approval by the members of the Company at the ensuing AGM.

**E. Annual Performance Evaluation**

The performance evaluation framework has been formulated in compliance with the provisions of the Companies Act, 2013, the Listing Regulations, and in line with the Guidance Note on Board Evaluation issued by SEBI in January 2017.

Pursuant to the Company's Corporate Governance Guidelines, an Annual Performance Evaluation was carried out for all Board Members, as well as for the functioning of the Board and its Committees. The evaluation exercise was led by the Chairman of the Nomination and Remuneration Committee, with emphasis on assessing performance and ensuring the effective functioning of the Board.

The outcomes of the Annual Performance Evaluation are disclosed in the Corporate Governance Report, which forms an integral part of the Annual Report.

**F. Nomination and Remuneration Policy**

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed the policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the Nomination and Remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at (*https://pritihome.com/pages/investor*)

**G. Declaration of Independent Directors**

The Company has in terms of Section 149(7) of the Act and Regulation 25(8) of SEBI Listing Regulations, received a declaration from all the Independent Directors that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Companies Act, 2013 and have complied with code of conduct as prescribed in Schedule IV to the Act. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

**29. Deposits**

**a. Details relating to deposits covered under chapter V of Companies Act, 2013 (under Rule 8(5) of Companies (Accounts) Rules, 2014:**

| Particulars | | Details |
|---|---|---|
| (i) Deposits accepted during year | | Nil |
| (ii) Deposits remained unpaid or unclaimed at end of year | | Nil |
| (iii) Default in repayment of deposits or payment of interest thereon | | Nil |
| **Particulars of Default** | **Amount of Deposit** | **Number of Cases** |
| At the beginning of year | NA | NA |
| During year | NA | NA |
| At the end of year | NA | NA |
| (iv) Details of deposits which are not in compliance with requirements of chapter v of act | | **Nil** |

**b. Particulars of transactions from Directors / Relatives during the year by a company but not considered as deposit as per rule 2 (1)(c)(viii) of the Companies (Acceptance of Deposit) Rules, 2014.**

The Company has not accepted any money from the Directors under the proviso to Rule 2(1)(c)(viii) of Companies (Acceptance of Deposit) Rules, 2014.

**30. Share Capital**

As on March 31, 2026, the Authorised Share Capital of the Company is Rs. 15,00,00,000/- (1,50,00,000 Equity Shares of INR 10 each), whereas the Issued, Subscribed and Paid-Up Capital of the Company is Rs. 13,35,33,280/-.

During the year under review, the Company has not made any further allotment of securities, and accordingly, there has been no change in the share capital of the Company. Further, the Company has not issued any shares with differential voting rights, or any sweat equity shares during the year. The Company also does not have any Employee Stock Option Scheme in place.

Accordingly, the disclosures under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are not applicable.

**31. Orders Passed by the Regulators or Courts or Tribunals etc.**
There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**32. Details on Corporate Social Responsibility (CSR)**
The Corporate Social Responsibility ('CSR') activities of the Company are governed through the Corporate Social Responsibility Policy ('CSR Policy') approved by the Board. The CSR Policy guides in designing CSR interventions for improving quality of life of society and conserving the environment and biodiversity in a sustainable manner. The CSR Committee of the Board oversees the implementation of CSR Projects in line with the Company's CSR Policy.

The policy on Corporate Social Responsibility which is available on the website of the Company at (*https://pritihome.com/pages/investor).*

During the year under review, the Company has spent Rs. 19.15 Lakhs on CSR activities. The Annual Report on CSR activities as required under Section 135 of the Companies Act, 2013, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as **Annexure C** forming an integral part of this Board Report.

**33. Corporate Governance**
Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Your company provides utmost importance in best Governance Practices which reflect our value system encompassing our culture, policies, and relationships with our stakeholders. Better governance practice enables the company to introduce more effective internal controls suitable to the nature of business operations, improve performance and provide an opportunity to increase stakeholders understanding of the key activities and policies of the organization. Integrity and transparency are key to our corporate governance practices to ensure that we always gain and retain the trust of our stakeholders.

The Company has complied with all the Corporate Governance requirements as provided in SEBI Listing Regulations and the Companies Act, 2013. The Company has prepared a Corporate Governance report in compliance with the Provisions of Schedule V of the SEBI Listing Regulations which forms part of this Annual report.

**34. Prohibition of Insider Trading**
The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

This Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers the Company's obligation to maintain a structured digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at *(https://pritihome.com/pages/investor)*

**35. The Details of Application made or any Proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year.**

During the year under review, neither any application has been made, nor any such proceedings were pending under the Insolvency and Bankruptcy Code, 2016, hence the company has nothing to report in this regard.

**36. The Details of difference between amount of the Valuation done at the time of One-Time Settlement and the Valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof**

During the year under review, there have been no such instances wherein the company has undertaken the One-time settlement of any borrowings from banks or financial institutions. Your company has always been prompted to pay its dues therefore the company has nothing to report on this regard.

**37. Disclosures under The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.**

The Company is committed to providing a safe and conducive work environment for its employees. The Company has in place POSH Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The details regarding the number of complaints received, disposed and pending during the current financial year, pertaining to incidents under the framework/ law are as follows:

| Particulars | No. |
|---|---|
| Number of complaints pending at the beginning of the financial year | Nil |
| Number of complaints received during the financial year | Nil |
| Number of complaints disposed of during the financial year | Nil |
| Number of complaints remaining unresolved at the end of the financial year | Nil |
| Number of Sexual Harassment Complaints beyond 90 days. | Nil |

**(b) Disclosure under The Maternity Benefit Act, 1961**

The Company has a policy, to the extent applicable, to ensure that all eligible women employees are provided with maternity benefits in accordance with the Act, including but not limited to paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

**(c) Human Resources**

The Company considers its employees as most important resources and assets. The Company follows a policy of building strong teams of talented personnels. The Company continues to build on its capabilities in getting the right talent to support its business and activities and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset. The Company ensures that safe working conditions are provided in the offices of the Company.

The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company. The overall industrial relations in the Company have been cordial.

Reporting of Number of employees in Company as on closure of financial year:

| Number of employees as on the closure of financial year | Number |
|---|---|
| Female | 48 |
| Male | 25 |
| Transgender | 0 |

**38. Acknowledgment**

Your Directors place on record their sincere appreciation for the continued guidance, support, and cooperation extended by all stakeholders, including shareholders, customers, bankers, financial institutions, suppliers, business associates, government authorities, and regulators during the financial year under review.

The Board also expresses its gratitude to the Company's employees at all levels for their dedicated efforts, hard work, and commitment, which have contributed significantly to the Company's performance and growth during the year.

The Directors further acknowledge with appreciation the trust and confidence reposed by the Members of the Company and look forward to their continued support and cooperation in the coming years.

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

Sd/-
**Ritesh Lohiya**
Chairman
DIN: 07787331

Date: August 23, 2026
Place: Jodhpur

## ANNEXURE A

**Form No. MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members,**

PRITI INTERNATIONAL LIMITED

(CIN: L36994RJ2017PLC058454)

PLOT NO. F-43 BASNI IST PHASE
JODHPUR, RAJASTHAN-342003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRITI INTERNATIONAL LIMITED** having the **CIN: L36994RJ2017PLC058454** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the audit period covering the financial year ended on March 31, 2026 (hereinafter called "the Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the Audit Period, according to the provisions of:

(i) The Companies Act, 2013 (**'the Act'**) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

**(iv)** Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act')** as amended and in force during the Audit Period**;**

**a.** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 **(Not Applicable as there was no reportable event of substantial acquisition of shares or takeover of the Company during the financial year under review);**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended [including subsequent amendments notified up to the Audit Period];

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable as the Company has neither offered any shares/granted any options pursuant to any employee benefit scheme nor has issued any sweat equity shares during the financial year under review)**;

**e.** The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable as the Company has not issued and delisted/propose to delist its equity shares from any Stock Exchange during the financial year under review);**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable as the Company has not issued and listed any non-convertible securities during the Financial Year under review) and**;

h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 as amended **(Not Applicable as the Company has not bought back/propose to buy back any of its securities during the Financial Year under review)**;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

(ii) Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the SEBI (LODR) (Third Amendment) Regulations, 2024 (effective 1st April 2025) and other amendments notified and effective during the Audit Period ("SEBI LODR Regulations");

**I further report that** the Company has, in my opinion, complied with the provisions of other Laws applicable to the company namely:

- Employees State Insurance Act, 1948 is applicable to the Company, and the Company has complied with all the provisions of the act.
- Employees Provident Fund and Miscellaneous Provisions Act, 1952 is applicable to the Company and the Company has complied with all the provisions of the act.
- Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013.
- All other Labour, Employee, and Industrial Laws to the Extent applicable to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 2025, Goods and Services Tax Law, Excise & Custom Laws, I have relied on the Reports given by the Statutory Auditors of the Company.

**I further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except when a meeting was held by providing a shorter notice, in which case the Board ratified the holding of such meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions at the Board Meetings and Committee Meetings were carried unanimously / Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes, as informed by the Management.

**I further report that** as represented by the Company and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**I further report** that during the audit period the company has taken following actions and enter into following events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**i. Cessation of Non-Executive Director**

During the year under review, the Board of Directors at its meeting held on Thursday, January 15, 2026, took note that **Mrs. Leela Lohiya (DIN: 07787328)**, Non-Executive Director of the Company, attained the age of 75 years on 15th January, 2026, and since no special resolution for her continuation in office beyond the said age was sought from or approved by the members in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she ceased to hold office as a Non-Executive Director of the Company with effect from 15th January, 2026. The Company duly intimated the Stock Exchange(s) of the said cessation and filed the requisite Form DIR-12 with the Registrar of Companies.

ii. **Resignation of Company Secretary & Compliance Officer**

During the year under review, the Board of Directors at its meeting held on Saturday, March 7, 2026, accepted the resignation of **Ms. Rashi Shrimal** as Company Secretary and Compliance Officer of the Company with effect from 7th March 2026. The Board placed on record its appreciation for the services rendered, assistance and guidance provided by Ms. Rashi Shrimal during her tenure. The Company duly filed the requisite Form DIR-12 with the Registrar of Companies, Rajasthan, to give effect to the said cessation.

**iii. Appointment of Company Secretary & Compliance Officer**

During the year under review, the Board of Directors at its meeting held on Saturday, March 7, 2026, approved the appointment of **Mr. Prem Karnani**, an ACS Member of the Institute of Company Secretaries of India (ICSI) holding Membership No. A74789, as the Company Secretary of the Company with effect from 7th March 2026. Mr. Karnani was also authorized to act as the Compliance Officer of the Company in terms of Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company subsequently filed the requisite e-Form DIR-12 with the Registrar of Companies to give effect to the said appointment.

**I further confirm** that I am a Peer Reviewed Company Secretary holding a valid Peer Review Certificate No. 2228/2022 issued by the Institute of Company Secretaries of India, in terms of the requirement introduced by the SEBI (LODR) (Third Amendment) Regulations, 2024 (effective 1st April, 2025), and that my appointment as Secretarial Auditor of the Company was approved by the Members at the 8th Annual General Meeting held on September 26, 2025, for a term of five(5) consecutive years with effect from financial year 2025-26 to financial year 2029-30, in accordance with the said Regulations.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**For Reeptika Barmera & Associates**

**SD/-**
**Reeptika Barmera**
Practising Company Secretary
FCS No.: F11280
C P No.:16551
PR No. 2228/2022
FR NO. S2023RJ931700

Place: Jodhpur
Date: 22/08/2026
UDIN: F011280H001191844

*Note: This report is to be read with our letter of even date which is annexed as "Annexure-I" as an integral part of this report.*

**Annexure A**

To,
**The Members,**
PRITI INTERNATIONAL LIMITED
(CIN: L36994RJ2017PLC058454)
PLOT NO. F-43 BASNI IST PHASE JODHPUR
RAJASTHAN-342003

The Secretarial Audit Report for the financial year ended March 31, 2026, of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for my opinion.
3. I have relied on report of Statutory Auditors for compliances of the applicable Financial Laws including Direct and Indirect Tax Laws, Accounting Standards, the correctness and appropriateness of Financial Records, Cost Records and Books of Accounts of the company since the same have been subject to review by respective Auditors and other designated professionals.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. I have reported, in my audit report, only those non-compliances, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials or affairs of the Company.

**For Reeptika Barmera & Associates**

**SD/-**
**Reeptika Barmera**
Practising Company Secretary
FCS No.: F11280
C P No.:16551
PR No. 2228/2022
FR NO. S2023RJ931700

Place: Jodhpur
Date: 22/08/2026

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
PRITI INTERNATIONAL LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PRITI INTERNATIONAL LIMITED** having CIN: **L36994RJ2017PLC058454** and having registered office at Plot No. F-43 Basni Ist Phase, Jodhpur, Rajasthan – 342003 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | DIN | Name | Date of Appointment |
|---|---|---|---|
| 1 | 07787331 | RITESH LOHIYA | 30/06/2017 |
| 2 | 07787326 | GOVERDHAN DAS LOHIYA | 30/06/2017 |
| 3 | 09678819 | TAMANNA KUMARI | 13/08/2022 |
| 4 | 07789249 | PRITI LOHIYA | 30/06/2017 |
| 6 | 07397120 | MAHAK SINGHVI | 05/12/2017 |
| 7 | 06424580 | YOGENDRA CHHANGANI | 30/09/2024 |
| 8 | 06523237 | SANJAY KUMAR | 30/09/2024 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Reeptika Barmera & Associates**

**SD/-**
**Reeptika Barmera**
Practising Company Secretary
FCS No.: F11280
C P No.:16551
PR No. 2228/2022
FR NO. S2023RJ931700

Place: Jodhpur

Date: 22/08/2026
UDIN: F011280H001191855

**CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

(Pursuant to Regulation 34(3) and Schedule V Para E of
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

**To,**
**The Members**
**PRITI INTERNATIONAL LIMITED**

I have examined compliance by **PRITI INTERNATIONAL LIMITED** with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Sebi Listing Regulations") relating to Corporate Governance for the year ended March 31, 2026.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Sebi Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the SEBI Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Reeptika Barmera & Associates**

**SD/-**
**Reeptika Barmera**
Practising Company Secretary
FCS No.: F11280
C P No.:16551
PR No. 2228/2022
FR NO. S2023RJ931700

Place: Jodhpur
Date: 22/08/2026
UDIN: F011280H001191910

## ANNEXURE B

### Particulars of Employees and Related Disclosures

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Sub-Section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sr. No. | Requirements | Disclosures | |
|---|---|---|---|
| I. | The ratio of remuneration to each director to the median remuneration of the employees for the financial year | MD | 2.944785276 |
| | | WTD | 2.944785276 |
| | | ED cum CFO | 3.926380368 |
| II. | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year | MD | 0% |
| | | WTD | 0% |
| | | ED cum CFO | 0% |
| | | CS | -51.08% |
| III. | The percentage increase in the median remuneration of employees in the financial year | **14.50** | |
| IV. | The number of permanent employees on the rolls of the Company at the end of FY 2026 | 73 | |
| V. | Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration. | NA | |

This is to confirm that the remuneration of Directors, Key Managerial Personnel and Senior Management is in confirmation with the Nomination and Remuneration Policy of the Company.

Further, the Company does not have any employees, who was:

1. In receipt of Remuneration, which, in the aggregate, is not less than one crore and two lakh rupees; or

2. In receipt of Remuneration, for any part of the year, at a rate, which is not less than eight lakh and fifty thousand rupees per month; or

3. In receipt of Remuneration in that year, which, in the aggregate, or as the case may be, at a rate, which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director and holds by himself or along with his Spouse and Dependent Children, not less than Two Percent of the Equity Shares of the Company.

Except Mr. Ritesh Lohiya, Executive Director and Chief Financial Officer of the Company, whose details in terms of Rule 5(2) are as follows:

| | |
|---|---|
| Designation | Executive Director and Chief Financial Officer of the Company |
| Remuneration received | Rs. 48,00,000/- |
| Nature of Employment | Full Time Employment |
| Qualification and Experience | Bachelor of Commerce (having experience of more than 30 Years) |
| Date of Commencement of Employment | Associated with the Company since Incorporation |
| Age | 54 Years |
| Last Employment | Mr. Ritesh Lohiya Founder Promoter of the Company and was also Founder Promoter of the predecessor business M/s. Priti International |
| Percentage of Equity Shares held in terms of Rule 5(2)(iii) | Ritesh Lohiya: 2.94%<br>Ritesh Lohiya HUF: 4.11%<br>Priti Lohiya: 48.69%<br>Ritika Lohiya: 0.22%<br><br>(above % is on fully diluted basis) |
| Whether Such employee is relative of any other Director | Mr. Ritesh Lohiya is Spouse of Mrs. Priti Lohiya (Managing Director) and Son of Mr. Goverdhan Das Lohiya (Whole Time Director and Chairperson) and Mrs. Leela Lohiya (Non-Executive Director). |

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

Sd/-
**Ritesh Lohiya**
Chairman
DIN: 07787331

Date: August 23, 2026
Place: Jodhpur

# ANNEXURE C

## Annual Report on CSR Activities
## to be Included in the Board's Report
## For Financial Year ending March 31st, 2026

1. **Brief outline on CSR Policy of the Company:**

Corporate Social Responsibility (CSR) is the way and means through which Corporates can repay the obligations made by the Society by contributing the resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of sustainability. Organizations should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Therefore, it is the core Social Responsibility of Priti International Limited to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Board of Directors of the Company is under obligation to review, monitor and provide strategic direction to the Company's CSR and sustainability practices towards fulfilling its objectives. The Board also guides the Company in crafting unique models to support creation of sustainable livelihoods together with environmental regeneration.

Every year, the Board approves an Annual CSR Action Plan delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes.

2. **Composition of CSR Committee:** The Company is not under an obligation to constitute a CSR Committee as the Company's total obligation to contribute towards its CSR activities does not exceed INR 50 Lakhs. Accordingly, this clause is Not Applicable.

3. **Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

   *(https://pritihome.com/pages/investor)*

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).**

   Not Applicable.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

| S. NO. | Financial Year | Amount available for set-off from preceding financial years (in Rs.) | Amount required to be set off for the financial year, if any (in Rs.) |
|---|---|---|---|
| 1 | 2024-25 | 4830/- | 3273/- |
| 2 | 2023-24 | NA | NA |
| 3 | 2022-23 | NA | NA |
| | **Total** | **NA** | **NA** |

| | | |
|---|---|---|
| **6. Average net profit of the company as per section 135(5).** | **Rs.** | **9,59,13,670.76** |
| (a) Two percent of average net profit of the company as per section 135(5) | **Rs.** | **19,18,273.00** |
| (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years. | **Rs.** | **0.00** |
| (c) Amount required to be set off for the financial year, if any | **Rs.** | **(3,273.00)** |
| **(d) Total CSR obligation for the financial year (7a+7b-7c)** | **Rs.** | **19,15,000.00** |

**(e) CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year. (In Rs.) | Amount Unspent (in Rs.) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| Rs. 19,15,000/- | 0 | NA | NA | 0 | NA |

**(f) Excess amount for setting off, if any:**

| Sl. No. | Particular | Amount (In Rs.) |
|---|---|---|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | 19,18,273.00 |
| (ii) | Total amount spent for the Financial Year | 19,15,000.00 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 3,273.00 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | 4,820.00 |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 1,547.00 |

**7.** (a) Details of Unspent CSR amount for the preceding three financial years:

| S. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Amount spent on the reporting Financial Year (in Rs.). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | | Amount remaining to be spent on succeeding financial years. (In Rs.) |
|---|---|---|---|---|---|---|---|
| | | | | Name of the Fund | Amount (in Rs). | Date of transfer. | |
| 1 | 2024-25 | N. A | N. A | N. A | N. A | N. A | N. A |
| 2 | 2023-24 | N. A | N. A | N. A | N. A | N. A | N. A |
| 3 | 2022-23 | N. A | N. A | N. A | N. A | N. A | N. A |
| | **Total** | **N. A** | **N. A** | **N. A** | **N. A** | **N. A** | **N. A** |

**8.** Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

- ◯ Yes
- ✓ No

If yes, enter the number of Capital assets created/ acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| S. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin-code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| 1 | -- | -- | -- | -- | -- | -- | -- |
| | Total | -- | -- | -- | -- | -- | -- |

**9. Reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).**

Not Applicable.

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

Sd/-
**Ritesh Lohiya**
Chairman
DIN: 07787331

Date: August 23, 2026
Place: Jodhpur

# Management Discussion and Analysis Report

## Industry Structure and Developments

### a) The Handicraft Industry:

The Indian handicraft sector is one of the most vibrant and culturally rich contributors to the nation's economy. As per the Economic Survey 2025-26, India is home to an estimated 64.66 lakh (approximately 6.47 million) handloom and handicraft artisans and weavers, concentrated largely in Uttar Pradesh, Rajasthan, Assam, Odisha, West Bengal, and Tamil Nadu, with women comprising 64% of total artisans. Traditionally considered a cottage industry, it has evolved into a major revenue generator and exporter.

In FY 2025–26, official government data put India's handicraft exports (excluding hand-knotted carpets) at Rs.15,855.1 crore, up 6.1% from Rs.14,945.5 crore in FY 2024–25 — roughly USD 1.79 billion at prevailing exchange rates. Growth was broad-based, with exports rising across more than 120 destinations between April 2025 and February 2026, and notable jumps in the UAE (22.3%), Japan (20.6%), Spain (15.5%), Germany (9.9%), and the UK (7.8%).

The broader Indian handicrafts market was valued at USD 4,856.73 million in 2025 and is projected to reach USD 8,299.45 million by 2034, growing at a CAGR of 6.13% from 2026–2034.

The United States remains the largest single export destination, accounting for about 38.69% of total handicraft exports in FY25. The UAE, UK, Germany, Netherlands, and France round out the other major destinations.

On the policy side, the Comprehensive Handicrafts Cluster Development Scheme (CHCDS), approved for continuation with a total outlay of Rs.160 crore, completed its extended run in March 2026. India's overall textile and apparel exports (including handicrafts) grew 2.1% in FY 2025–26 to Rs.3,16,334.9 crore, up from Rs.3,09,859.3 crore in FY 2024–25, with the USA and EU together remaining the sector's largest export destinations. The sector also continues to benefit from related skilling and infrastructure programs such as the Samarth scheme and PM MITRA parks.

The sector continues its digital transformation greater e-commerce presence, cluster-based production, and contemporary design integration alongside traditional craft preservation with demand supported by tourism growth and diverse regional raw materials (wood, textiles, leather, metal, stone, jewellery).

**b) The Furniture Industry:**

The Indian furniture industry has undergone significant transformation, driven by urbanization, rising disposable incomes, evolving consumer lifestyles, and growth of e-commerce channels. Valued at approximately USD 31.51 billion in 2026, it is projected to reach USD 45.52 billion by 2031, growing at a CAGR of 7.63%.

Key trends includeShift towards modular, space-saving, and sustainable furniture solutions, Government support under Make in India and Aatmanirbhar Bharat initiatives, Increasing domestic manufacturing capacity through Production Linked Incentive (PLI) schemes

A notable trend is the growing preference for modular, space-saving, and sustainable furniture solutions. Additionally, government initiatives under the "Make in India" and "Aatmanirbhar Bharat" programs, coupled with Production Linked Incentive (PLI) schemes, are encouraging domestic manufacturing and reducing reliance on imports. Organized players are expanding their retail footprint and digital capabilities to tap into both Tier-1 and Tier-2 cities. With rising aspirations among middle-income households and increased traction from institutional and commercial buyers, the industry is poised for robust expansion, albeit with challenges related to raw material costs and supply chain standardization.

The moulded furniture business exhibited a muted performance amid persistent competitive pressure from both unorganized local players and organized industry counterparts. Intense price competition in the entry and mid-range segments posed significant challenges. In response, the Company strategically shifted its focus toward value-added and premium product offerings, aligning with the evolving preferences of the discerning Indian consumer. Simultaneously, we adopted competitive pricing strategies in the entry-level category to safeguard our market share.

The Indian furniture industry is popular in the nation and internationally because of its rich handicraft and attractive traditional art and design. The Indian Furniture market has evolved over time. It has broadened its market from chair and table to designed interiors like wardrobe or sofas. India is a place for unique and excellent creative work of furniture. Furniture has been an essential part of an Indian household for centuries. A major part of the Indian furniture industry accounts in the unorganized sector.

**c) Solar Industry:**

The company has recently engaged into business of Solar.

The Union Budget 2026-27 allocated a record Rs.32,914.67 crore to the Ministry of New and Renewable Energy, up about 30% over the FY 2025-26 revised estimate, of which Rs.30,539.36 crore was earmarked for solar programs alone — including Rs.22,000 crore for the PM Surya Ghar: Muft Bijli Yojana rooftop scheme, Rs.5,000 crore for the PM-KUSUM scheme, and Rs.1,775 crore for grid-connected large-scale solar projects. This builds on the

Production Linked Incentive (PLI) Scheme for High Efficiency Solar PV Modules, which carries a total outlay of Rs.24,000 crore across two tranches, to ramp up domestic solar module/cell manufacturing and reduce import reliance.

The Indian solar energy industry has emerged as a key pillar in the nation’s transition to a sustainable and low-carbon energy future. As of March 2026, the country achieved a significant milestone by surpassing 150 GW of installed solar capacity (150.26 GW), comprising utility-scale, rooftop, and off-grid/KUSUM solar installations, with a record 44.61 GW added during FY 2025-26 alone — almost double the 23.83 GW added in FY 2024-25.

Solar generation during April 2025–February 2026 stood at approximately 155.37 TWh, an increase of around 22% over the 127.34 TWh recorded in the corresponding period of the previous year. The industry's structure is now increasingly vertically integrated, with major Indian players establishing end-to-end capabilities from polysilicon to module assembly. Notable developments include Reliance Industries’ massive Rs.75,000 crore investment in the Jamnagar Giga Complex and Tata Power's Rs.4,300 crore manufacturing project in Tamil Nadu. Domestic solar manufacturing has rapidly scaled, with module manufacturing capacity crossing 100 GW under the Approved List of Models and Manufacturers (ALMM) by August 2025, underpinned by the PLI scheme and customs duties that incentivize domestic production. India’s solar PV exports stood at approximately Rs.94.6 billion (around USD 1.1 billion) in FY 2024-25, with the United States continuing to account for the large majority of export volumes. Policy support remains robust, with regulatory innovations such as Karnataka’s Distributed Solar PV Regulations 2025 enabling group net metering and residential solar adoption. However, industry continues to face challenges including high land acquisition costs, limited energy storage infrastructure, and increasing global competition. Management focus remains centered on achieving cost efficiency, backward integration, battery storage expansion, and capital access to fund long-term capacity growth.

**Outlook**

Priti International Limited continues to consolidate its position as a recognised furniture and lifestyle brand, offering a curated range of interior solutions for modern living. Our designs blend contemporary aesthetics with diverse styles — from natural and minimalist to classic and premium — each crafted with clean lines, refined finishes and attention to detail. Over the years, our furniture and handicraft products have become an integral part of Indian homes and, through our export relationships, of interiors abroad, valued for their strength, durability and craftsmanship.

The financial year under review was marked by a challenging global trade environment, with tariff-related developments, geopolitical uncertainty and cautious purchasing behaviour by overseas customers affecting the flow of export orders. With established relationships across the USA, UK, Spain, Belgium, Holland, Turkey, Netherlands, Germany and other markets, the

Company remains focused on maintaining these long-standing customer relationships and exploring opportunities for repeat orders, while closely monitoring developments in international trade and tariffs. Our marketing approach will continue to centre on participation in international fairs and exhibitions, strengthening our digital presence, and building collaborations with designers and distributors, as we work to sustain and rebuild export momentum going into FY 2026–27.

Given the uncertainty prevailing in export markets, the Company is placing increased emphasis on deepening its presence in the domestic market, including institutional, corporate and government procurement segments, alongside its retail offering of affordable yet premium ready furniture. With manufacturing facilities at Basni, Boranada and Mogra, we cater to a wide product range spanning living room, bedroom, dining and office furniture, as well as décor and textile-based products. This breadth, combined with our capabilities in customisation, sustainable materials and competitive pricing, and our in-house strength in upcycling wood and metal waste into creative décor solutions, continues to support our value proposition across customer segments.

In line with our long-term vision of diversified and sustainable growth, the Company has during the year expanded into the renewable energy space through its Trading of Solar Products vertical. With India's installed solar capacity having crossed 150 GW and the sector having added a record 44.61 GW during FY 2025-26 alone, this diversification is intended to broaden the Company's business portfolio and allow it to participate in the opportunities emerging from India's rapidly growing solar sector, while remaining aligned with our sustainability ethos.

As we move into the next financial year, our priorities include rebuilding and expanding our export footprint as global conditions permit, deepening our presence in domestic institutional and retail markets, continuing product innovation, improving operational efficiencies, and growing our newly established solar trading vertical. While the road ahead may continue to present challenges on account of the uncertain global trade environment, the Company believes that its legacy of quality craftsmanship, diversified product portfolio, established customer relationships and new initiatives in renewable energy position it to pursue resilient and sustainable growth and to continue creating long-term value for its stakeholders.

Currently the Company is carrying on its manufacturing units on following locations:

1. F-43 MIA, Phase I Basni Jodhpur, 342005.
2. Khasara No. 20, Opp. Meera Sansthan, Boranada, Jodhpur, 342012
3. Khasara No. 130/2/3/4 Mogra Kallan by The Side Off JIET College Bridge, Pali Road 342008

**Recent Government Initiatives:**

**Pradhan Mantri Vishwakarma Kaushal Samman (PM-VIKAS)**

The scheme was approved by the Cabinet Committee on Economic Affairs with a financial outlay of ₹13,000 crore over five years and was launched by the Ministry of MSME on September 17, 2023, covering artisans across 18 traditional trades, offering skill training, toolkit vouchers of up to ₹15,000, and collateral-free loans of up to ₹3 lakh at 5% concessional interest. As of the latest government disclosure, around 30 lakh artisans have registered under the scheme over the past two years, with more than 4.7 lakh loans amounting to ₹41,188 crore sanctioned. Nearly 26 lakh beneficiaries have completed skill verification, with 86% of them having finished basic training. The Ministry has also signed an MoU with Amazon Seller Services to onboard PM Vishwakarma artisans onto e-commerce platforms and promote handmade products under its Karigar initiative.

**National Handicraft Development program (NHDP)**

NHDP is the flagship scheme for handicraft sector promotion, with an approved outlay of ₹837 crore for FY2022-26, providing financial, technical, design, marketing and infrastructure support to artisans and craft clusters. During 2023-24, 2,325 projects and events were sanctioned under the scheme, benefiting more than 66,000 artisans, with support extended through skill development, cluster development, direct benefit transfers, and marketing events in India and abroad. A complementary scheme, the Comprehensive Handicrafts Cluster Development Scheme (CHCDS), has an outlay of ₹142.5 crore for FY2022-26 and focuses on developing handicraft clusters with modern infrastructure to boost artisan and SME production capacity.

**PM Surya Ghar: Muft Bijli Yojana**

Launched in February 2024, this scheme targets 1 crore households by FY 2026-27, offering rooftop solar subsidies of up to ₹78,000 per household along with up to 300 units of free electricity per month. The scheme has now crossed 50.06 lakh households benefiting from rooftop solar installations, with the government having released ₹28,024 crore in subsidies via Direct Benefit Transfer, and July 2026 alone recording a record 5.06 lakh households benefited — the highest monthly figure since launch. Around 14.8 GW of rooftop solar capacity has been commissioned under the scheme, and daily installations have risen from about 5,038 per day in October 2025 to nearly 16,328 per day in July 2026.

**Furniture Quality Control Order, 2026**

Effective from February 2026, this order mandates BIS/ISI certification for several furniture categories, including work chairs, tables, beds and storage units. It is expected to reshape compliance, warranty and after-sales standards across the industry, improve organized players' access to institutional and government demand, and push unorganized manufacturers toward formal certification — a development directly relevant to your Company's domestic and institutional furniture business.

**Production Linked Incentive (PLI) Scheme for Solar Manufacturing**
Aimed at building domestic solar manufacturing capacity, this scheme has seen approximately ₹73,400 crore invested as of mid-2026, supporting expansion of module and cell manufacturing capacity and reducing reliance on imported solar equipment — a relevant tailwind as your Company scales its Trading of Solar Products vertical.

***Opportunities and Threats***

**Opportunities**

**Rising Demand for Handcrafted and Sustainable Products**: Growing consumer preference for eco-friendly, artisanal and ethically sourced furniture supports sustained demand for the Company's products in both domestic and export markets.

**Export Relationships Across Established Markets**: The Company's existing presence in the USA, UK, Spain, Belgium, Holland, Turkey, Netherlands and Germany, combined with continued government support through PM Vishwakarma, NHDP and ODOP, provides a base from which to pursue repeat orders and rebuild export volumes as global trade conditions stabilise.

**Digital and E-commerce Expansion**: Online retail channels and collaborations with e-commerce marketplaces offer scope to reach a wider customer base, including Tier-2 and Tier-3 cities domestically and new geographies internationally.

**Product Customisation and Diversification**: The Company's capability to offer bespoke, made-to-order furniture and décor solutions strengthens its value proposition across retail, project-based and institutional customer segments.

Growing Institutional and Government Procurement: Increasing furniture demand from corporates, institutions and government departments, supported by the Company's experience in executing government procurement tenders, presents an avenue for scaling domestic revenue with reduced dependence on export markets.

**Regulatory Formalisation Favouring Organised Players**: The Furniture Quality Control Order, effective February 2026, is expected to accelerate the shift from unorganised to organised, certified manufacturers — a trend that favours established, quality-focused players such as the Company.

**Favourable Tax Environment for Handicrafts**: The reduction in GST on handicraft products from 18% to 5% improves cost competitiveness for the Company's handicraft and décor offerings in both domestic and export markets.

**Diversification into Renewable Energy**: The Company's entry into the Trading of Solar Products vertical provides access to a new revenue stream, supported by India's expanding solar capacity, continued government incentives such as PM Surya Ghar and the PLI scheme for solar manufacturing, and rising demand for solar products from residential and commercial customers.

**Threats**

**Global Trade and Demand Uncertainty**: Continued volatility in key export markets on account of tariff-related developments, geopolitical tensions and cautious customer spending may keep export order flows uneven in the near term.

**Raw Material Price Volatility**: The Company's dependence on wood, metal and textile inputs exposes it to fluctuations in input costs, which may pressure margins if increases cannot be passed on to customers.

**Competition from the Unorganised Sector**: The continued presence of low-cost, unbranded manufacturers in the domestic furniture market may exert pricing pressure, particularly in price-sensitive retail segments.

**Supply Chain and Logistics Risk**: Shipping delays, container availability and elevated freight costs can affect the timely execution of export orders and increase landed costs for both inputs and finished goods.

**Compliance and Regulatory Costs**: Evolving environmental and quality-compliance requirements, including certification norms under the Furniture Quality Control Order, may require additional investment in sourcing, testing and manufacturing processes.

**Execution Risk in the Solar Trading Vertical**: As a recent entrant to the solar products business, the Company faces risks typical of a new venture, including thin trading margins, dependence on supplier and vendor relationships, exposure to changes in solar policy and subsidy structures, and the time required to establish a track record in a competitive and evolving market.

***Risks and Concerns***

The Company operates in a dynamic business environment that is subject to various risks which may impact its operational and financial performance, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives.

**Raw Material Price Volatility:** The furniture and handicraft industry relies heavily on raw materials such as wood, metals, and textiles. Price fluctuations in these materials, driven by global demand-supply imbalances, seasonal factors, and geopolitical uncertainties, can significantly impact production costs. Prolonged price increases may compress profit margins if they cannot be fully passed on to customers.

**Supply Chain Disruptions:** The Company's operations are dependent on timely availability of raw materials and efficient logistics for export fulfillment. Disruptions caused by container shortages, shipping delays, port congestion, and increased freight costs can adversely affect delivery schedules and customer satisfaction, potentially resulting in order cancellations or penalties. Present risk concern is the Tariff increase in US market.

**Intense Market Competition:** The furniture and handicraft sector faces strong competition from both organized domestic players and small unorganized units offering low-cost alternatives. This competitive environment exerts pricing pressures and demands continuous investments in new product designs, quality enhancement, and innovation to retain and expand market share.

**Foreign Exchange Fluctuations:** As a significant portion of the Company's revenues comes from exports, fluctuations in currency exchange rates, especially depreciation of foreign currencies against the Indian Rupee, can impact profitability. Although the Company uses hedging mechanisms to mitigate this risk, market volatility can still lead to unforeseen losses.

**Global Economic and Trade Policy Risks:** Heavy reliance on international markets exposes the Company to risks from global economic downturns, changes in trade agreements, tariff barriers, or alterations in import policies of key destination countries. Any of these factors could lead to a reduction in export demand or increased operational costs.

**Environmental and Regulatory Compliance:** Stringent environmental norms regarding sourcing of wood and metals, proper waste management, and initiatives for reducing carbon footprint are increasingly becoming mandatory. Ensuring compliance requires continuous monitoring, investments in eco-friendly processes, and adherence to certification requirements, potentially increasing operational expenses.

**Risks in Solar Energy Business:**

- **Execution Challenges:** Being a relatively new venture, solar projects are exposed to risks of project delays, site development issues, and technological hurdles that can impact timely completion and revenue realization.
- **High Capital Requirements:** Solar projects are capital-intensive, requiring significant upfront investments with long payback periods, creating financing and liquidity risks.
- **Policy and Regulatory Changes:** Shifts in government policies, subsidy structures, or taxation frameworks can affect project viability and returns on investment.

- **Competition from Established Players:** Larger, well-established companies in the solar sector pose challenges in terms of pricing, technology adoption, and market penetration.
- **Supply Chain Constraints:** Availability of critical components such as solar panels, inverters, and batteries may be affected due to global supply shortages or price hikes.
- **Grid Integration Risks:** Issues related to power evacuation, grid connectivity, or regulatory approvals may impact energy distribution and project efficiency.

**External Uncontrollable Factors:** Despite proactive measures such as supplier diversification, robust quality checks, foreign currency hedging, and operational efficiency initiatives, certain external factors like geopolitical tensions, natural disasters, pandemics, or abrupt policy changes remain beyond management's control and may adversely influence overall business performance.

**Internal Control System and Their Adequacy**

The Company has instituted a comprehensive internal control framework designed to ensure effective management of operations, accuracy of financial reporting, and full compliance with applicable laws and regulations. The internal control system is commensurate with the size, scale, and complexity of the Company's business and is structured to safeguard assets, prevent and detect fraud or irregularities, and ensure operational efficiency.

The Company has implemented automated processes and ERP-based systems to enhance accuracy, prevent data inconsistencies, and maintain real-time monitoring of key operational activities. Regular internal audits are conducted by an independent internal audit team, supported by external professionals where necessary, to review the adequacy and effectiveness of existing controls. Findings from these audits are reported to the Audit Committee and senior management, ensuring timely corrective actions and continuous improvement of processes.

Risk management is an integral part of the internal control framework, enabling the identification and mitigation of operational, financial, and compliance-related risks. The Company continuously reviews and upgrades its internal controls to align with evolving business needs, technological advancements, and regulatory requirements. The Board of Directors, along with the Audit Committee, regularly evaluates the adequacy and effectiveness of these controls, ensuring that the system remains robust, reliable, and capable of safeguarding the Company's assets while fostering sustainable growth.

The Statutory Auditors of the Company have reported unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the FY 2026.

**Discussion on Financial performance with respect to operational performance**

Revenue from operations decreased to Rs.25.74 crore in FY 2026 compared to Rs.77.06 crore in FY 2025, declining by approximately 66.60%. The decrease was primarily due to lower order inflows and reduced offtake in the Company's wooden and iron handicraft segment, across both domestic and export markets, amid subdued demand conditions during the year, partially offset by growth in the textile handicraft and solar segments.

EBITDA decreased to Rs.1.82 crore in FY 2026 from Rs. 7.01 crore in FY 2025. A decline of 74.04% since last year.

Profit after tax decreased to Rs.0.90 crore in FY 2026 from Rs.4.75 crore in FY 2025. A decline of 81.05% since last year.

***PRITI HOME*:**
The Company has its brand “**PRITI HOME**”.

Priti Home is a brand of online Wooden Furniture store for Quality Home & Office Furniture in wide range of varieties and Style.

The Company, through its websites, generates a significant number of customers. As our business in customer focus, we keep developing new ideas to promote our business to all category of customers.

***BANGALORE STORE:***
The company has presented the offline store in the hub city Bangalore at a prime location at No. 13, 15TH Cross Road, 4th Phase, Sarakki J.P Nagar, Bengaluru, Bengaluru Urban, Karnataka 560078 which offers all the range of furniture products living room, dinning, kitchen, seating etc.

***BORANADA STORE:***
In previous year, the Company launched its Fourth offline store named “Priti Home”. This store is strategically located at Boranada, in the heart of the Blue City, Jodhpur, Rajasthan and is set to become a hub for businesses seeking high-quality, stylish, and functional furniture solutions. This Store is situated at Opp. Meera Sansthan, Boranada Main Road, Jodhpur, Rajasthan 342012.

The Company has a robust presence on all major social media platforms, such as Instagram, Facebook, YouTube, LinkedIn, Amazon, Flipkart and other E-Commerce Market Place. We have a young and dedicated team that manages our social media handles, keeping our customers andfollowers updated on our products. And Having the Offline Store is enabling the direct customer interaction resulting in increase in Revenue generation of the Company.

***Government and Corporates Procurement Tenders***

During the financial year under review, the Company continued to focus on expanding its presence in the government and corporate procurement segment. The Company has successfully executed and fulfilled various furniture orders received from government departments and reputed corporate establishments, thereby strengthening its presence in the furniture segment.

The Company also continued the execution of orders received from prominent institutions and government organisations, including **Tata Memorial Centre** and **CRPF Headquarters, Delhi**. These engagements reflect the Company's growing capabilities and presence in the institutional and government procurement segment and are expected to support further business opportunities in the furniture sector.

***Airport Furniture segment***

During the financial year under review, the Company continued to explore opportunities for diversification and expansion in the Airport Furniture segment, which presents significant growth potential. The Company identified and pursued various opportunities through the Airports Authority of India, including opportunities relating to Begumpet Airport, Kolkata Airport and Vijayawada Airport.

The Company's efforts in this segment reflect its strategic focus on strengthening its presence in institutional and infrastructure-related furniture projects. By leveraging its capabilities and experience, the Company aims to further establish the **PRITI** brand in the airport furniture segment and explore additional opportunities in this growing sector.

**Segment-wise or product-wise performance**

The Company is engaged in the business of handicrafts and currently operates in three segments viz.:

A) Wooden and Iron Handicraft;
B) Textile Handicraft; and
C) Solar Items.

**A) Wooden and Iron Handicraft:**

Revenue from operations decreased to Rs.17.26 crore in FY 2026 compared to Rs. 72.81 crore in FY 2025.

**B) Textile Handicraft:**

Revenue from operations increased to Rs. 1.04 Crores in FY 2026 compared to Rs. 0.26 crores in FY 2025.

**C) Solar Items**
Revenue from operations increased to Rs. 7.45 crore in FY 2026 compared to Rs. 3.99 crore in FY 2025.

The Company has provided detailed financial performance of its segments the "Segment Reporting" section of its Financial Statements, which forms part of this Annual Report.

**Changes in Board of Directors and Key Managerial Personnel**

During the year under review, Mrs. Leela Lohiya (DIN: 07787328), Non-Executive Director, resigned from the Board of the Company with effect from January 15, 2026. Further, Ms. Rashi Shrimal ceased to be the Company Secretary & Compliance Officer of the Company, and Mr. Prem Karnani was appointed as the Company Secretary & Compliance Officer in her place, with effect from March 07, 2026.

**Material Developments in Human Resources/Industrial relations front, including number of people employed:**

The Human Resources (HR) function of an organization is vital to the creation and development of good quality and dedicated human capital, essential to the Company's business and operations. The Company has Human Relations policies in place, which are reviewed and updated regularly in line with the Company's strategic plans. The human relations team continually conducts training programs for talent development. The Company aims to develop the potential of every individual associated with it as a part of its business goal.

The Company acknowledges the employees' contribution towards leading, thinking, working, creating, processing and dealing to enhanced growth.

The Company values its human resources as the principal drivers of change. The Company focuses on providing individual development and growth in a work culture that encourages teamwork and high performance.

**Financial Performance and Analysis**

The discussions in this section relate to the financial results pertaining to the year that ended March 31, 2026. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements.

The following table gives an overview of the financial results of the Company:

**Rs. in Lakh**

| Particulars | Current Financial Year (2025-2026) | Previous Financial Year (2024-2025) |
|---|---|---|
| Revenue from Operations | 2574.34 | 7706.35 |
| Other Income | 256.47 | 319.86 |
| **Total Revenue** | **2830.80** | **8026.21** |
| Less: Expenses | 2648.42 | 7325.79 |
| Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense | 182.38 | 700.42 |
| Less: Depreciation/ Amortization/ Impairment | 55.33 | 54.17 |
| Profit /loss before Finance Costs, Exceptional items and Tax Expense | 127.05 | 646.26 |
| Less: Finance Costs | 0.37 | 6.48 |
| Profit /loss before Exceptional items and Tax Expense | 126.68 | 639.77 |
| Add/(less): Exceptional items | 0.00 | 0.00 |
| Add/(less): Extraordinary Items | 0.00 | 0.00 |
| **Profit /loss before Tax Expense** | **126.68** | **639.77** |
| Less: Tax Expense (Current & Deferred) | 36.53 | 164.38 |
| **Profit /loss for the year (1)** | **90.15** | **475.39** |
| Total Comprehensive Income/loss (2) | (31.79) | (57.47) |
| Total (1+2) | 58.36 | 417.92 |

**Ratio Analysis:**

The Company has witnessed a significant change in the financial ratios as compared to previous year which are as follows:

| S.no. | | UNITS | 31-Mar-2026 | 31-Mar-2025 |
|---|---|---|---|---|
| **Ratios –Financial Performance** | | | | |
| 1. | Operating Profit Margin | % | 4.94 | 8.39 |
| 2. | Net Profit Margin | % | 3.50 | 6.17 |
| 3. | Return on Net Worth | % | 1.25 | 6.84 |
| **Ratios -Growth** | | | | |
| 4. | Total Revenue | % | -66.59 | 13.40 |
| 5. | EBITDA | % | 7.08 | 47.68 |
| 6. | Profit After Tax | % | 3.50 | 50.31 |
| **Ratios- Balance Sheet** | | | | |
| 7. | Debtors Turnover | Times | 5.39 | 8.82 |
| 8. | Inventory Turnover | Times | 0.48 | 2.29 |
| 9. | Interest Coverage Ratio | Times | 497.99 | 99.66 |
| 10. | Current Ratio | Times | 7.85 | 7.04 |
| 11 | Debt Equity Ratio | Times | 0.00 | 0.00 |

**Detailed Explanation on Change in Net Worth:**

During the Year under review, the Company reported comparatively lower profitability as against the previous financial year, primarily on account of higher input costs and increased expenditure impacting operating margins, consequently, this has resulted in a moderation of the Return on Net Worth during the current year as compared to the previous year.

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

Sd/-
**Ritesh Lohiya**
Chairman
DIN: 07787331

Date: August 23, 2026
Place: Jodhpur

# Corporate Governance Report

## Our philosophy on code of governance

At Priti International Limited, we believe that sound corporate governance is an integral part of responsible business management and sustainable value creation. The Company's approach to governance is founded on the principles of **transparency, accountability, integrity, fairness and ethical conduct**, which guide the manner in which the Company conducts its business and manages its relationships with shareholders and other stakeholders.

The Company is committed to maintaining an effective governance framework that promotes responsible decision-making, appropriate oversight and compliance with applicable statutory and regulatory requirements. Our governance practices are aligned with the provisions of the **Companies Act, 2013**, the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, and other applicable laws, rules and regulations.

The Board of Directors provides strategic direction and exercises oversight over the affairs of the Company. In carrying out its responsibilities, the Board seeks to ensure that the interests of the Company and its stakeholders are duly considered and that appropriate standards of accountability and governance are maintained. The Board is supported by its Committees, constituted in accordance with the applicable regulatory requirements, which assist in providing focused oversight over matters entrusted to them within their respective terms of reference. Transparency and timely dissemination of information remain important elements of the Company's governance philosophy. The Company endeavours to ensure that material information and disclosures are communicated to the stock exchange(s), shareholders and other stakeholders in accordance with the applicable regulatory requirements. The objective is to promote transparency and enable stakeholders to make informed decisions based on relevant and timely information.

The Company also recognises the importance of maintaining high standards of ethical conduct across its operations. The applicable **Code of Conduct**, policies and internal procedures provide guidance to the Directors and employees in carrying out their respective roles and responsibilities. Appropriate mechanisms and policies, including the **Vigil Mechanism/Whistle-Blower Policy**, are in place to encourage the reporting of genuine concerns and to support an environment of integrity and responsible conduct.

The Company believes that effective governance extends beyond regulatory compliance and requires continuous review and improvement of systems, processes and practices in response to the evolving business and regulatory environment. Accordingly, the Company endeavours to strengthen its governance framework from time to time, having regard to the nature and scale of its operations, applicable legal requirements and the legitimate expectations of its stakeholders.

Through its commitment to responsible governance, ethical business practices and transparent disclosures, Priti International Limited seeks to strengthen stakeholder confidence and support the Company's long-term sustainability and value creation. The Company remains committed to upholding the principles of good corporate governance and to conducting its affairs in a responsible, transparent and accountable manner.

## ***Board of Directors***

The Board of Directors provides strategic direction and oversees the management and affairs of the Company, with a focus on protecting the interests of shareholders and other stakeholders. The Board assures that the Company operates with integrity, transparency and accountability.

The key responsibilities of the Board include:

- Providing strategic direction and reviewing the Company's business plans and objectives.
- Monitoring the performance of the management and overall business operations.
- Overseeing the Company's governance framework, risk management and compliance systems.
- Reviewing major business decisions, investments and other significant corporate matters.
- Exercising independent judgment and ensuring that decisions are taken in the best interests of the Company and its stakeholders.

Through effective oversight and responsible decision-making, the Board endeavours to promote sustainable growth and long-term value creation for all stakeholders.

## ***Composition of the Board:***

The Board of the Company comprises an optimal mix of Executive, Non-Executive, Independent, and Women Directors, in compliance with the requirements of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The composition also aligns with globally recognized best practices of corporate governance.

As on March 31, 2026, the Board consisted of seven (7) Directors, of which four (4) are Independent Directors, thereby ensuring that at least half of the Board is independent. The Board also includes two (2) Women Directors, one of whom is the Managing Director, reflecting the Company's commitment to diversity and inclusion. The Chairperson of the Board is a Whole-Time Director. Both the Audit Committee and the Nomination and Remuneration Committee are chaired by Independent Directors, ensuring objectivity and impartiality in decision-making.

The composition of the Board is fully compliant with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. None of the Directors serve as a director or Independent Director in more than seven listed companies, and none of the Executive Directors serve as an Independent Director in any listed company. Further, no Independent Director of the Company serves as a Non-Independent Director on the Board of a company where any of the Company's Non-Independent Directors serves as an Independent Director.

Independent Directors play an active role in the functioning of the Board by constructively challenging assumptions, providing independent perspectives, and contributing to robust and well-balanced deliberations. Their participation ensures that strategic decisions are taken in the best interests of all stakeholders.

All Independent Directors of the Company are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act, along with the rules framed thereunder. Their tenure is in full compliance with the provisions of the Act. In accordance with Regulation 25(8) of the Listing Regulations, all Independent Directors have confirmed that they meet the prescribed independence criteria. Additionally, pursuant to Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.

Based on the disclosures received, the Board confirms that all Independent Directors meet the conditions specified under the Act and Listing Regulations and are independent of the management of the Company.

***Category and number of other boards of directors or committees in which a director is a member or chairperson as on March 31, 2026:***

| Name (DIN) of Director | Category of Directorship | Directorship in Companies (Companies other than Priti International Limited) | Details of Membership and Chairmanship in the Committees (Companies other than Priti International Limited) | |
|---|---|---|---|---|
| | | | Chairman | Member |
| Goverdhan Das Lohiya (DIN: 07787326) | Wholetime Director and Chairperson (Promoter) | One (1) Unlisted Company | Nil | Nil |
| Priti Lohiya (DIN: 07789249) | Managing Director (Promoter) | One (1) Unlisted Company | Nil | Nil |
| Ritesh Lohiya (DIN: 07787331) | Executive Director and Chief Financial Officer (Promoter) | One (1) Unlisted Company | Nil | Nil |
| Mahak Singhvi (DIN: 07397120) | Non-Executive Independent Director | Nil | Nil | Nil |
| Yogendra Chhangani (DIN: 06424580) | Non-Executive Independent Director | Nil | Nil | Nil |
| Sanjay Kumar (DIN: 06523237) | Non-Executive Independent Director | Nil | Nil | Nil |
| Tamanna Kumari (DIN: 09678819) | Non-Executive Independent | Nil | Nil | Nil |

| Name (DIN) of Director | Category of Directorship | Directorship in Companies<br><br>(Companies other than Priti International Limited) | Details of Membership and Chairmanship in the Committees<br><br>(Companies other than Priti International Limited) | |
|---|---|---|---|---|
| | | | Chairman | Member |
| | Director | | | |

**Notes:**

1. **Ms. Leela Lohiya (DIN: 07787328)** resigned as a Non-Executive Director of the Company and consequently ceased to be a Member/Chairperson of the respective Committees with effect from **January 15, 2026**.
2. The second term of **Ms. Tamanna Kumari (DIN: 09678819)** as an Independent Director was completed on **August 12, 2026**. Consequently, she ceased to be a Director of the Company with effect from **August 13, 2026**.
3. The Membership / Chairmanship of Committees includes Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of the SEBI Listing Regulations.
4. The Relationships among Directors inter-se is as follows:
    a. Mrs. Priti Lohiya is Spouse of Mr. Ritesh Lohiya and Daughter-in-law of Mr. Goverdhan Das Lohiya and Mrs. Leela Lohiya.
    b. Mr. Ritesh Lohiya is Spouse of Mrs. Priti Lohiya and Son of Mr. Goverdhan Das Lohiya and Mrs. Leela Lohiya.
    c. Mr. Goverdhan Das Lohiya is Spouse of Mrs. Leela Lohiya and Father of Mr. Ritesh Lohiya and Father-in-law of Mrs. Priti Lohiya.
5. However, At the ensuing Annual General Meeting, the approval of the members is being sought for the proposed re-designation of Ms. Priti Lohiya (DIN: 07789249) from Managing Director to Whole Time Director, Mr. Ritesh Lohiya (DIN: 07787331) from Chief Financial Officer to Managing Director, and Mr. Goverdhan Das Lohiya (DIN: 07787326) from Whole Time Director to Executive Director and Chief Financial Officer, along with the remuneration payable to them.

During the financial year 2025-26, none of our directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a director. For determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

***Number of Shares and Convertible Instruments held by Directors:***

| Name | No. of Equity Shares held (on a fully diluted basis) | No. of Convertible Warrants held (each convertible into one Equity Share of the Company of Rs 10/- each) |
|---|---|---|
| Goverdhan Das Lohiya[1] (DIN: 07787326) | 9,23,953 (6.92%) | 0 |

| | | |
|---|---|---|
| Priti Lohiya (DIN: 07789249) | 65,01,730 (48.69%) | 0 |
| Ritesh Lohiya[2] (DIN: 07787331) | 9,41,392 (7.05%) | 0 |

**Notes:**

1. Shareholding of Goverdhan Das Lohiya includes shareholding of Goverdhan Das Lohiya HUF.
2. Shareholding of Ritesh Lohiya includes shareholding of Ritesh Lohiya HUF.

***Meetings of the Board of Directors***

The Board of Directors is provided with all relevant information specified under Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its review, discussion and consideration at the Board Meetings. The Board also periodically reviews reports on compliance with all applicable laws, in accordance with Regulation 17(3) of the SEBI Listing Regulations.

The Company holds at least one (1) Board Meeting in each quarter, and the gap between two consecutive Board Meetings does not exceed one hundred and twenty (120) days. Additional Board Meetings are convened as and when required. Meetings of the Committees of the Board are generally held on the same day as the Board Meeting or separately, whenever required for transacting business.

Eight (08) Board meetings were held during the financial year ending March 31, 2026. The details of attendance at meeting of Board of Directors are as follows:

| Date of Board Meeting | Board Strength | No. of Director Present |
|---|---|---|
| Friday, May 30, 2025 | 8 | 8 |
| Thursday, August 14, 2025 | 8 | 7 |
| Monday, September 01, 2025 | 8 | 8 |
| Friday, October 03, 2025 | 8 | 8 |
| Friday, November 14, 2025 | 8 | 8 |
| Thursday, January 15, 2026 | 7 | 7 |
| Saturday, February 14, 2026 | 7 | 7 |
| Saturday, March 07, 2026 | 7 | 7 |

| Whether Attended Previous AGM held on September 26, 2025 | Name of Director | No. of Board Meetings | | % Of Attendance |
|---|---|---|---|---|
| | | Entitle to Attend | Attended | |

| | | | | |
|---|---|---|---|---|
| Yes | Goverdhan Das Lohiya (DIN: 7787326) | 8 | 8 | 100% |
| Yes | Priti Lohiya (DIN: 7789249) | 8 | 7 | 87.5% |
| Yes | Ritesh Lohiya (DIN: 7787331) | 8 | 8 | 100% |
| Yes | Leela Lohiya (DIN: 7787328) | 5 | 5 | 100% |
| No | Mahak Singhvi (DIN: 7397120) | 8 | 8 | 100% |
| Yes | Yogendra Chhangani (DIN: 06424580) | 8 | 8 | 100% |
| Yes | Sanjay Kumar (DIN: 06523237) | 8 | 8 | 100% |
| Yes | Tamanna Kumari* (DIN: 09678819) | 8 | 8 | 100% |

** The second term of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director was completed on August 12, 2026. Consequently, she ceased to be the Director of the Company with effect from August 13, 2026*

***Familiarisation Programmes for Independent Directors:***

The Company conducts a Familiarisation Programme for its Independent Directors to provide them with an understanding of the Company's business, operations, industry and regulatory framework. The programme includes orientation sessions and periodic updates on significant business, operational and regulatory developments.

Through these programmes, the Independent Directors are kept informed and equipped with the necessary knowledge to effectively discharge their duties and responsibilities and contribute to the decision-making process of the Company.

The details of the Familiarization Programmes undertaken have been disclosed on the Company's website and are available at (*https://pritihome.com/pages/investor*).

***Skills / Expertise and Competencies of the Board of Directors:***

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and the names of Directors who have such skills / expertise / competence:

| Skills / Expertise | Management Skills | Business Leadership | Financial Expertise | Industry Knowledge and Experience | Global Experience |
|---|---|---|---|---|---|
| Goverdhan Das Lohiya | ✓ | ✓ | ✓ | ✓ | ✓ |
| Priti Lohiya | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ritesh Lohiya | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mahak Singhvi | ✓ | ✓ | ✓ | ✓ | ✓ |

| | | | | | |
|---|---|---|---|---|---|
| Yogendra Chhangani | ✓ | ✓ | ✓ | ✓ | - |
| Sanjay Kumar | ✓ | ✓ | ✓ | ✓ | - |

## ***Committees of the Board***

The Board has constituted various Committees to focus on specific areas and facilitate effective oversight and decision-making. Each Committee operates within the scope of its terms of reference and assists the Board in discharging its responsibilities in accordance with the applicable statutory and regulatory requirements.

The composition, roles and responsibilities of the Committees are approved by the Board. The Company Secretary acts as the Secretary to the Committees and provides necessary assistance for their effective functioning.

The recommendations and observations of the Committees, wherever required, are placed before the Board for its consideration. During the financial year ended March 31, 2026, all recommendations made by the Committees were duly considered and accepted by the Board. The Committees meet as and when required under applicable laws or based on business requirements, and the minutes of their meetings are periodically placed before the Board for its review and noting.

The Committees of the Board are:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

### ***Audit Committee***

The primary objective of the Committee is to assist the Board in discharging its oversight responsibilities with respect to the following:

1. Ensuring the accuracy, integrity, and transparency of the Company's financial statements, along with adequate and timely disclosures.
2. Monitoring compliance with applicable legal and regulatory requirements.
3. Reviewing the professional qualifications, independence, and objectivity of the Company's independent auditors.
4. Evaluating the performance of the independent auditors and internal auditors; and
5. Overseeing the acquisitions and investments undertaken by the Company.

The Audit Committee, inter alia, provides strategic direction and oversight to the Company's audit functions and carries out the following responsibilities:

- Reviewing the Company's financial performance and ensuring compliance with applicable Accounting Standards.
- Overseeing the appointment, re-appointment, performance, and independence of statutory auditors, and facilitating direct interaction with them.
- Reviewing and approving related party transactions in accordance with applicable laws.
- Evaluating the adequacy and effectiveness of the internal control systems.

- Monitoring the functioning of the Whistle-Blower Mechanism; and
- Considering such other matters as are specified under Section 177 of the Companies Act, 2013, Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other terms of reference prescribed by law or entrusted by the Board from time to time.

All members of the Audit Committee are financially literate, and the Chairperson possesses accounting and/or financial management expertise. The Committee invites Senior Management personnel, including the Chief Financial Officer, along with the Statutory Auditors, Internal Auditors, and other financial experts, to attend its meetings as required.

The Audit Committee meets at least four times in a year and not more than one hundred and twenty days elapse between two meetings. Additional meetings are held as and when necessary.

Six (6) Meetings of Audit Committee were held during the financial year ending March 31, 2026. The details of meetings and attendance at Audit Committee meeting are as follows:

| Date of Audit Committee Meeting | Committee Strength | No. of Director Present |
|---|---|---|
| Friday, 30th May 2025 | 3 | 3 |
| Thursday, 14th August 2025 | 3 | 3 |
| Monday, 1 September, 2025 | 3 | 3 |
| Friday, 3 October, 2025 | 3 | 3 |
| Friday, 14 November, 2025 | 3 | 3 |
| Saturday, 14 February 2026 | 3 | 3 |

| Name of the Member | Category | Designation | No. of Audit Committee Meetings | |
|---|---|---|---|---|
| | | | Entitle to Attend | Attended |
| Mahak Singhvi (DIN: 07397120) | Non-Executive Independent Director | Chairperson | 6 | 6 |
| Tamanna Kumari (DIN: 09678819) | Non-Executive Independent Director | Member | 6 | 6 |
| Goverdhan Das Lohiya (DIN: 07787326) | Whole-time Director | Member | 6 | 6 |

***Nomination and Remuneration Committee***

The primary objective of the Nomination and Remuneration Committee is to:

1. Identify and recommend to the Board individuals qualified to be appointed as Directors and who may be appointed in Senior Management positions in accordance with the criteria approved by the Board.
2. Recommend to the Board the appointment, re-appointment, and removal of Directors and Senior Management personnel.

3. Formulate and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel, and Senior Management, ensuring that the remuneration is reasonable, sufficient, and linked to performance.
4. Devise a policy on Board diversity and succession planning for Directors and Senior Management; and
5. Carry out such other functions as are entrusted to it by the Board or prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Terms of Reference of the Nomination and Remuneration Committee, *inter alia*, include the following:

- Formulating criteria for the appointment and removal of Directors, Key Managerial Personnel (KMP), and Senior Management personnel.
- Recommending to the Board the Nomination and Remuneration Policy of the Company.
- Recommending to the Board the remuneration payable to Whole-time Directors, KMP, and Senior Management personnel.
- Reviewing the process for performance evaluation of the Board, its committees, and individual Directors, and providing necessary recommendations.
- Ensuring the implementation of the Board Diversity policy and succession planning; and
- Considering all other matters as specified under Section 178 of the Companies Act, 2013, Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other terms of reference as may be prescribed by law or entrusted by the Board from time to time.

The Committee has formulated Nomination and Remuneration Policy for Directors, KMPs and Senior Management of the Company and the same is available on Company's website at (*https://pritihome.com/pages/investor*)

The criteria for making payments to Non-Executive Directors is available on our website at (*https://pritihome.com/pages/investor*)

During the year under review, there was a change in the composition of the Nomination and Remuneration Committee. **Ms. Leela Lohiya (DIN: 07787328), ceased to be a Member of the Nomination and Remuneration Committee with effect from January 15, 2026.**

Thereafter, the Board of Directors, at its meeting held on **March 07, 2026**, reconstituted the Nomination and Remuneration Committee and **appointed Mr. Sanjay Kumar (DIN: 06523237), as a Member of the Nomination and Remuneration Committee**. Accordingly, the composition of the Committee was duly reconstituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Two (2) Meetings of Nomination and Remuneration Committee were held during the financial year ending March 31, 2026. The details of meeting and attendance at Nomination and Remuneration Committee meeting are as follows:

| Date of Nomination and Remuneration Committee Meeting | Committee Strength | No. of Director Present |
|---|---|---|
| Thursday, 15 January, 2026 | 2 | 2 |
| Saturday, 07 March, 2026 | 3 | 3 |

| Name of the Member | Category | Designation | No. of Board Meetings | |
|---|---|---|---|---|
| | | | Entitle to Attend | Attended |
| Mahak Singhvi (DIN: 07397120) | Non-Executive Independent Director | Chairperson | 2 | 2 |
| Tamanna Kumari (DIN: 09678819) | Non-Executive Independent Director | Member | 2 | 2 |
| Leela Lohiya (DIN: 7787328) | Non-Executive Woman Director (Promoter) | Ex-Member *(Resigned)* | 1 | 0 |
| Sanjay Kumar (DIN: 06523237) | Non-Executive Independent Director | Member | 1 | 1 |

***Stakeholders Relationship Committee***

In compliance with Section 178(5) of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee has been formed to specifically focus on the services to shareholders/investors.

During the year under review, there was a change in the composition of the Stakeholders Relationship Committee. **Ms. Leela Lohiya (DIN: 07787328) ceased to be the Chairperson of the Stakeholders Relationship Committee with effect from January 15, 2026.**

Subsequently, the Board of Directors, at its meeting held on **Saturday, March 07, 2026**, reconstituted the Stakeholders Relationship Committee and **appointed Mr. Sanjay Kumar (DIN: 06523237),** Non-Executive Independent Director, as the Chairperson of the Stakeholders Relationship Committee.

Consequently, the Stakeholders Relationship Committee meeting held on **March 07, 2026,** was conducted under the Chairmanship of Mr. Sanjay Kumar.

The Committee, as reconstituted, continued to perform its functions relating to the consideration and resolution of grievances of shareholders and other security holders and other matters falling within its terms of reference.

The composition of and attendance at Stakeholders Relationship Committee meetings are given below:

| Name of the Member | Category | Designation | No. of Board Meetings | |
|---|---|---|---|---|
| | | | Entitle to Attend | Attended |
| Tamanna Kumari (DIN: 09678819) | Non-Executive Independent Director | Member | 1 | 1 |
| Priti Lohiya (DIN: 07789249) | Managing Director | Member | 1 | 1 |
| Ritesh Lohiya (DIN: 07787331) | Executive Director and Chief Financial Officer | Member | 1 | 1 |
| Leela Lohiya (DIN: 7787328) | Non-Executive Woman Director (Promoter) | Ex-Chairperson (*Resigned*) | 0 | 0 |
| Sanjay Kumar (DIN: 06523237) | Non-Executive Independent Director | Chairperson | 1 | 1 |

***Meeting of Independent Directors:***

In terms of requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Listing Regulations, the Meeting of Independent Directors was held on **Saturday, 07 March 2026**. And **Mr. Mahak Singhvi** is the Lead Independent Director of the Company.

In such meeting, The Independent Directors, inter alia, evaluated:

a) The Performance of Non-Independent Directors and the Board of Directors as a whole.
b) The Performance of the Chairperson of the Board, considering the views of Executive Directors and Non-Executive Directors.
c) The Quality, Quantity and Timeliness of flow of Information between the Management of the Company and the Board of Directors necessary for effective and reasonable performance of the duties.

***Formal evaluation of the performance of the board, committee and individual directors:***

Pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Board of Directors, at its meeting held on **Saturday, March 07, 2026,** carried out the annual performance evaluation of the Board, its committees and individual Directors.

The Company has adopted a structured process for evaluating the performance of the Board, its committees and individual Directors, including the Chairman. The evaluation was carried out through a confidential feedback mechanism based on various qualitative and quantitative parameters.

The performance of the Board was evaluated on various parameters, including its composition and effectiveness, leadership and governance, strategic guidance, financial and business oversight, industry knowledge and overall contribution towards the growth and sustainability of the Company.

The performance of individual Directors was evaluated by the other Directors, excluding the Director being evaluated. The evaluation considered factors such as attendance and participation in Board and Committee Meetings, preparedness for meetings, understanding of the Company's business and operations, quality of contribution to deliberations, application of knowledge and experience, and interaction with fellow Board Members and the senior management.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairman of the Board after considering the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to perform their duties effectively and reasonably. The performance of the Committees was also evaluated based on their composition, effectiveness, fulfilment of their respective roles and responsibilities, quality of deliberations and contribution towards the overall governance framework of the Company.

The Independent Directors, at their separate meeting, also reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairman. They further assessed the quality, quantity and timeliness of information provided by the management to enable the Board to effectively discharge its duties and responsibilities.

During the year under review, questionnaires were circulated among the members of the Board and the respective Committees to obtain their feedback as part of the evaluation process. The outcome of the evaluation was placed before the Nomination and Remuneration Committee and the Board for their consideration. The key observations and areas for further improvement, if any, were discussed and appropriate action will be taken accordingly.

During the financial year under review, No Complaint was received from the Shareholders of the Company. Hence, as at the closure of the year was under review, there were no pending complaints from the shareholders.

Mr. Prem Karnani is the Company Secretary & Compliance Officer of the Company. The Contact details of the Company Secretary is as follows:

PLOT NO. F-43, M.I.A, PHASE-I, BASNI
JODHPUR, RAJASTHAN 342001
+91 291 2435699
cs.pritiinternationalltd@gmail.com

The Contact information of the designated officials, who are responsible for assisting and handling investor grievances is as follows:

**Mr. Goverdhan Das Lohiya**

PLOT NO. F-43, M.I.A, PHASE-I, BASNI
JODHPUR, RAJASTHAN 342001
+91 93142 25699
g.d.lohiya@gmail.com

***Senior Management Personnel***

Particulars of senior management, including the changes therein since the close of the previous financial year, are as follows:

| Sr. No. | Name | Designation | Date of Event of Change |
|---|---|---|---|
| 1. | Ritesh Lohiya | Executive Director and Chief Financial Officer | - |
| 2. | Rashi Shrimal | Company Secretary and Compliance Officer | 07-03-2026 (Resignation) |
| 3. | Rohit Kumar Sharma | Accounts Manager and General Manager | - |
| 4. | Prem Karnani | Company Secretary and Compliance Officer | 07-03-2026 (Appointment) |

## ***Remuneration of Directors***

In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company.

The policy provides for criteria and qualifications for appointments of Directors, KMPs and SMPs, remuneration paid/payable to them, Board diversity, etc. The said policy has been uploaded on the website of the Company at (*https://pritihome.com/pages/investor*)

The Company has a Code of Director and Senior Management Personnel, which is available on website of the Company (*https://pritihome.com/pages/investor*).

The criteria for making payments to Non-Executive Directors is available on our website at (*https://pritihome.com/pages/investor*)

Remuneration of the Directors and Key Managerial personnel for the financial year 2026 is as follows:

| Name of Director and KMP | Salary | | Sitting Fees | Commission | Perquisites | Benefits | Bonus | Stock Options |
|---|---|---|---|---|---|---|---|---|
| | Fixed Pay | Variable Pay | | | | | | |
| Goverdhan Das Lohiya | 36,00,000.00 | - | - | - | - | - | - | - |
| Priti Lohiya | 36,00,000.00 | - | - | - | - | - | - | - |
| Ritesh Lohiya | 48,00,000.00 | - | - | - | - | - | - | - |
| Leela Lohiya | - | - | - | - | - | - | - | - |
| Mahak Singhvi | - | - | - | - | - | - | - | - |
| Tamanna Kumari | - | - | - | - | - | - | - | - |
| Yogendra Chhangani | - | - | - | - | - | - | - | - |
| Sanjay Kumar | - | - | - | - | - | - | - | - |
| Rashi Shrimal *(Resigned w.e.f 07/03/2026)* | 3,26,000.00 | - | - | - | - | - | - | - |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Prem Karnani | - | - | - | - | - | - | - | - |

The Company has not entered into any pecuniary relationship or transactions with any of its Non-Executive Directors, except mentioned below:

| Name of Director | Nature of Transaction | Total Amount paid/ received during the Financial Year 2026 |
|---|---|---|
| Leela Lohiya<br><br>(Non-Executive Non-Independent Director) | Payment of Rent Expenses | INR 36,00,000/- |

During the year under Review, no salary, commission, sitting fee, benefits etc. was paid to any of the Non-Executive Director. The Company does not have any stock option scheme.

The Company make payments to its directors in the form of Fixed pay only. The Company does not have a policy to make variable pay, thus the requirement for providing performance criteria of Director is not applicable.

The tenure of office of the Managing Director, Whole-time Director, and Chief Financial Officer is for 5 (five) years from their respective date of appointment.

Following perquisites are eligible to be provided to the Managing Director of the Company in terms of the resolution passed by the members at the Extra-Ordinary General Meeting held on July 20, 2022, and shall continue to be applicable for the existing tenure until the new Managing Director is re-appointed and the revised remuneration is approved by the members at the ensuing Annual General Meeting:

I. Provident fund and superannuation:
   A. The company's contribution towards provident funds as per rules of the company but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
   B. Gratuity is payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
   C. Encashment of leave at the end of tenure.

Other requirements as provided below:

II. Car with driver: The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purposes will be billed by the Company or if the Director uses her own vehicle, the company will make reimbursements to her in addition to the above payments.

III. The Company shall reimburse actual entertainment and travel expenses incurred by the Managing Director in connection with the Company's business.

Mrs. Priti Lohiya is also entitled to reimbursement of all legitimate expenses incurred by her in the performance of her duties and such reimbursement will not form part of her remuneration.

Following perquisites are eligible to be provided to Chief Financial Officer of the Company and shall continue to be applicable for the existing tenure until the new Chief Financial Officer is re-appointed and the revised remuneration is approved by the members at the ensuing Annual General Meeting:

I. Car with driver: The Chief Financial Officer will be provided with a car and driver for use on Company's business. Use of car for private purposes will be billed by the Company or in case the Director uses his own vehicle, the company will make reimbursements to him in addition to the above payments.

II. The Company shall reimburse actual entertainment and travel expenses incurred by the Chief Financial Officer in connection with the Company's business.

The Agreement of Service of Chief Financial Officer can be terminated by Company or Managing Director/ Chief Financial Officer (as applicable) by giving a Notice in writing of not less than three months.

## General Body Meetings

### *Annual General Meetings:*

The details pertaining to last three Annual General Meetings of the Company are provided:

| Financial Year | Date | Time | Venue | Particulars of Special Resolutions |
|---|---|---|---|---|
| 2024-25 | Saturday, September 27, 2025 | 11:00 A.M. | Held through video conferencing / other audit-visual means [Deemed Venue- Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)] | 1. Re-appointment of Mr. Goverdhan Das Lohiya (DIN: 07787326) as Director, liable to retire by rotation.<br>2. Appointment of M/s Reeptika Barmera & Associates, Company Secretaries, as Secretarial Auditor of the Company. |
| 2023-24 | Monday, September 30, 2024 | 10.30 A.M. | Held through video conferencing / other audit-visual means [Deemed Venue- Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)] | 1. Appointment of Mr. Yogendra Chhangani (DIN: 06424580) as the Non-Executive Independent Director of The Company.<br>2. Appointment of Mr. Sanjay Kumar (DIN: 06523237) as the Non-Executive Independent Director of The Company.<br>3. Re-appointment of Ms. Tamanna Kumari (DIN: 09678819) as an Independent Director in terms of Section 149 of the Companies Act, 2013 |

| Financial Year | Date | Time | Venue | Particulars of Special Resolutions |
|---|---|---|---|---|
| | | | | 4. Alteration of the Objects Clause of the Memorandum of Association of the Company. |
| 2022-23 | Wednesday, September 27, 2023 | 10.30 A.M. | Held through video conferencing / other auditvisual means [Deemed Venue-Plot No. F-43, Basni 1st Phase, Jodhpur-342001 (Rajasthan)] | No Special Resolution was passed. |

***Extraordinary General Meetings:***

During the year under review, no Extraordinary General meeting was held by the members of the Company.

***Postal Ballot:***

During the year under review, no resolution was passed by way of Postal Ballot.

## Means of communication

**Quarterly Results**: The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and are generally published in the following newspaper: -

*"Financial Express"*

*"Nafa Nuksan"*

*"Business Remedies"*

The said results are also available on the website of the Company.

**Website:** The Company maintains a website (https://pritihome.com/) which depicts detailed information about its business activities. It contains a separate dedicated section namely "Investors" where all information relevant to members is made available. The Company's other press coverage and Analyst / Investor / Corporate presentation is also made available on the website. The Annual Report of the Company is also available on the website of the Company at (https://pritihome.com/investor/)

**News releases, presentations:** Official news releases and official media releases are also communicated to Stock Exchanges and are also available on the website of the Company.

**Corporate announcements of material information:** The Company disseminates the requisite corporate announcements and material information through NSE Electronic Application Processing System (NEAPS) which is a web-based application and periodical fillings like shareholding pattern, corporate governance report, financial results, material/ price sensitive information, etc. are filed electronically on such designated platforms.

## General Shareholder Information

a) **Annual General Meeting:** The Date, Day, Time, and Venue of 9th Annual General Meeting of the Company have been set out in the Notice convening the Annual General Meeting, which forms part of this Annual Report.

b) **Financial Year:** The Company follows April 01 to March 31 as its Financial Year.

c) **Details of Stock Exchanges:** The Equity Shares of the Company are Listed on National Stock Exchange of India Limited.

The Scrip Code of Company is **PRITI**.

The Company has paid the Annual Listing Fees of the Stock Exchange for the Financial Year 2026.

d) **Registrar and Transfer Agent:** Bigshare Services Private Limited are appointed as Registrar and Share Transfer (R&T) Agents of the company for both Physical and De-mat form. The Address is given below:

S6-2, 6TH Floor, Pinnacle Business Park, next to Ahura Centre,
Mahakali Caves Road, Andheri (East), Mumbai –400093, Maharashtra
Contact: 022 6263 8200
Email: investor@bigshareonline.com

e) **Distribution of Shareholding as on March 31, 2026:**

| SHAREHOLDING OF NOMINAL | | NUMBER OF SHAREHOLDERS | % to Shareholders | No. of Shares | % of Shares |
|---|---|---|---|---|---|
| FROM | TO | | | RS. | |
| 1 | 5,000 | 19,176 | 92.76% | 16,378,110 | 12.27% |
| 5,001 | 10,000 | 834 | 4.03% | 6,155,320 | 4.61% |
| 10,001 | 20,000 | 379 | 1.83% | 5,474,880 | 4.10% |
| 20,001 | 30,000 | 102 | 0.49% | 2,527,440 | 1.89% |
| 30,001 | 40,000 | 46 | 0.22% | 1,607,050 | 1.20% |
| 40,001 | 50,000 | 31 | 0.15% | 1,432,900 | 1.07% |
| 50,001 | 100,000 | 59 | 0.29% | 4,233,580 | 3.17% |
| 100,001 and above | | 45 | 0.22% | 95,724,000 | 71.69% |
| **Total** | | **20,672** | **100.00%** | **133,533,280** | **100.00%** |

f) **Dematerialization of Shares & Liquidity and Share Transfer System:**

Approximately One Hundred Percent (100%) (Except 5 Shares) of Shareholding of Equity Shares of the Company is held in dematerialized form. These shares can be transferred through the depositories without the Company's involvement.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Equity shares is *INE974Z01015*.

The Company's equity shares are among the most liquid and actively traded shares on the National Stock Exchange (NSE). And in terms of Regulation 40 of SEBI Listing Regulations, all the Share Transfer are done only in dematerialized form.

**g) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on Equity:**

During the year under review, no GDRs/ADRs/Warrants or convertible instruments were outstanding in the Company.

**h) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The Company undertakes appropriate measures, from time to time, to hedge against foreign exchange risks in order to mitigate the impact of currency fluctuations. However, the Company has not engaged in any commodity price risk hedging activities, and accordingly, the disclosure under Clause 9(n) of Part C of Schedule V, as per SEBI Circular dated November 15, 2018, is not applicable.

The Company has a comprehensive Risk Management Policy, duly approved by the Board of Directors, which covers foreign exchange risks as well as other financial risks, including interest rate risks and credit risks.

Details of the Company's foreign exchange exposures for FY 2026 are provided in the Financial Statements, forming an integral part of this Annual Report.

**i) Plant Locations:**

The Company is carrying on its business, manufacturing and activities on following plants and location:

1. F-43 MIA, PHASE II BASNI JODHPUR, 342001
2. KHASARA NO. 20, OPP. MEERA SANSTHAN, BORANADA, JODHPUR, 342012
3. KHASARA NO. 130/2/3/4 MOGRA KALLAN BY THE SIDE OFF JIET COLLEGE BRIDGE, PALI ROAD 342802
4. NO. 13, 15TH CROSS ROAD, 4TH PHASE, SARAKKI J.P NAGAR, BENGALURU, BENGALURU URBAN, KARNATAKA 560078

**j) Address for Correspondence:**

**Registered Office-** Plot No. F-43, Basni Ist Phase, Jodhpur, Rajasthan- 342005 (+91 291 3527209)

**Company Secretary and Compliance Officer-** Mr. Prem Karnani Plot No. F-43, Basni Ist Phase, Jodhpur, Rajasthan- 342005 (+91 291 3527209, cs.pritiinternationalltd@gmail.com )

**Registrar and Share Transfer Agent–** Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra

Contact: 022 6263 8200
Email: investor@bigshareonline.com

### k) Materially Significant Related Party Transactions:

All contracts, arrangements and transactions entered into by the Company with related parties during the financial year 2025-26 were in the ordinary course of business and on an arm's length basis. During the year, the company did not enter into any transaction, contract or arrangement with related parties that could be considered material in accordance with the Company's policy on dealing with related party transactions.

As required under Regulation 23 of the Listing Regulations, the Company has formulated a policy on related party transactions for the purpose of identification and monitoring such transactions. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The Policy has been amended to incorporate regulatory amendments in the SEBI Listing Regulations. The said Policy can be accessed on the Company's website at (*https://pritihome.com/pages/investor*)

Apart from receiving director's remuneration, none of the Directors have any pecuniary relationships or transactions vis-à-vis the Company, except as provided above. During the financial year 2025-26, no transactions of material nature were entered into by the Company with the Management or their relatives that may have a potential conflict of interest with the Company, and the concerned officials have given undertakings to that effect as per the provisions of the Listing Regulations.

### l) Details of non-compliance by the Listed Entity and Penalties during the last three years:

The Company received a communication from the National Stock Exchange of India Limited ("NSE") on **October 14, 2024**, in respect of non-compliance with the provisions of **Regulation 44(3)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company paid a fine of **Rs. 11,800/- (Rupees Eleven Thousand Eight Hundred only), inclusive of applicable GST**. The said non-compliance did not have any material impact on the financial position, operations or other activities of the Company.

Further, except as stated above, the Company has complied with the applicable requirements of SEBI and the Stock Exchange(s) relating to the capital markets during the last three years.

### m) Details of Establishment of Vigil Mechanism:

As per requirements of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has established a Vigil Mechanism for directors and employees to enable directors and employees to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/Employee(s) or any other person who avails mechanism and provides direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Code also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code.

The Policy has been disclosed on the Company's website at (*https://pritihome.com/pages/investor*).

**n) Other Disclosures**

1. During the year under review, the Board accepted all the recommendations of Committees of the Board, which are mandatorily required under the Companies Act, 2013 and SEBI Listing Regulations.

2. Total fees for all services paid by the Company, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part, is given below:

| **Particulars** | **FY 2026** | **FY 2025** |
|---|---|---|
| Statutory Audit under the Companies Act, 2013 | 2,75,000.00 | 2,75,000.00 |
| Tax Audit under the Income Tax Act, 1961 | 1,25,000.00 | 1,25,000.00 |
| Internal Audit under the Companies Actm 2013 | 1,50,000.00 | 1,50,000.00 |
| Other Services | 1,00,000.00 | 1,00,000.00 |

*The above fees are exclusive of GST.*

3. The disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is **provided in Board report** of the Company.

4. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

5. Compliance with discretionary requirements:

   The Company is in the regime of financial statements with unmodified audit opinion.

   The Company has a separate post of Chairperson and Managing Director since Incorporation. Mr. Goverdhan Das Lohiya acts as Chairperson of the Board and Mrs. Priti Lohiya acts as Managing Director of the Company.

   The Internal Auditor directly reports to the Audit Committee and the Board.

6. Web link where Policy on dealing with Related Party Transactions is provided: (https://pritihome.com/investor/)

   The Company has uploaded all the documents and reports referred to in this Annual Report on its website at (https://pritihome.com/investor/)

7. The Company has no amount lying in its Demat suspense account/ unclaimed suspense account as on March 31, 2026.

8. During the financial year under review, the Company did not raise any funds through preferential allotment or any other mode of fund raising. Accordingly, disclosure regarding the utilisation of funds raised and deviation or variation in the utilisation of such funds is not applicable to the Company for the financial year ended March 31, 2026.

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

Sd/-
**Ritesh Lohiya**
Chairman
DIN: 07787331

Date: August 23, 2026
Place: Jodhpur

## Declaration

I, Ritesh Lohiya, Managing Director of Priti International Limited, hereby declare that as of March 31, 2026, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel laid down by the Company.

For Priti International Limited
Sd/-
Ritesh Lohiya
Managing Director

Place: Jodhpur
Date: August 23, 2026

## COMPLIANCE CERTIFICATE

(Pursuant to Regulation 17(8) and Schedule II Part B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,**
**The Board of Directors**
**PRITI INTERNATIONAL LIMITED**
**F-43, BASNI IST PHASE, JODHPUR, RAJASTHAN- 342001 INDIA**

We, Ritesh Lohiya, Managing Director and Goverdhan Das Lohiya, Executive director and Chief Financial Officer of Priti International Limited ("Company"), to the best of our knowledge, hereby certify:

**A.** We have reviewed Financial Statements and the Cash Flow Statement for the year ending March 31, 2026, and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

**B.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

**C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

**D.** We have indicated to the Auditors and the Audit Committee:

(1) Significant changes in Internal Control over Financial Reporting during the year
(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements, and
(3) Instances of Significant Fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

| | | |
|---|---|---|
| Sd/- | Sd/- | |
| Ritesh Lohiya | Goverdhan Das Lohiya | Place: Jodhpur |
| Managing Director | Executive Director & Chief Financial Officer | Date: August 23, 2026 |
| DIN: 07787331 | DIN: 07787326 | |

# INDEPENDENT AUDITOR'S REPORT

**TO,**
**THE MEMBERS**
**M/s PRITI INTERNATIONAL LIMITED**
**JODHPUR (RAJASTHAN)**

## REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

## OPINION

We have audited the accompanying Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** (CIN:L36994RJ2017PLC058454) ("The Company"), which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended on that date and notes to financial statements, including a summary of significant accounting policies and other explanatory information (after referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

## BASIS FOR OPINION

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing ("SA") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

**KEY AUDIT MATTER**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a Whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's Response |
|---|---|---|
| 1. | As disclosed in Note II to the financial statements, the Company has Property, Plant and Equipment (PPE) amounting to ₹ 650.35 lakhs as at March 31, 2026.<br>During the year, the management did not carry out physical verification of Property, Plant & Equipment in accordance with its established policy.<br>Consequently, there is an increased risk regarding the existence, condition, and completeness of the Property, Plant & Equipment recorded in the books of account.<br><br>Considering the materiality of the Property, Plant & Equipment balance and the potential impact of non-verification on the financial statements, this matter required significant auditor attention and was therefore considered a Key Audit Matter. | Reviewing the Fixed Asset register and reconciling it with the general ledger balances.<br>Examining supporting documents for significant additions and disposals of Property, Plant & Equipment during the year.<br>Based on the procedures performed, we evaluated the reasonableness of management's assertions and the related disclosures in the financial statements. |

**INFORMATION OTHER THAN THE STANDALONE IND AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Management & Board of Director's is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility, Corporate Governance and Shareholders' Information, but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information therein; we are required to report that fact. We have nothing to report in this regard.

**RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS**

The Company's Management and Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, Management & Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

**AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatements, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143 (3) (i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place with reference to Standalone Ind AS Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure - A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Standalone Ind AS Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of aforesaid Standalone Ind AS Financial Statements have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of accounts and the records maintained for the purpose of preparation of Standalone Ind AS Financial Statements.

d) In our opinion, the aforesaid Standalone Ind AS Financial Statement comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the Directors as on March 31, 2026 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2026 from being appointed as a Director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls in place with reference to Standalone Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure - B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Ind AS Financial Statements.

g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.
ii. The Company does not have any material foreseeable losses on long-term contracts including derivative contracts. Hence, reporting under this clause is not applicable.
iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been

advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend declared or paid during the year by the Company under the provision of section 123 of the Companies Act, 2013.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**FOR P SINGHVI & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FRN 113602W**

**SD/-**
**(PRAVEEN SINGHVI)**
**PARTNER**
**M. NO. 071608**
**UDIN: 26071608EENVMD2300**

**PLACE: JODHPUR**
**DATED: 29TH MAY, 2026**

PRAVEEN SINGHVI
B.Com.,LL.B.,D.C.L.L.,F.C.A.

P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS

D-166, SHASTRI NAGAR, JODHPUR (O) 2624933, 2612933 (R) 2613933 (M) 94-141-30933

## "ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in paragraph 1 under the heading "Report on Other Legal & Regulatory Requirements" of our report of even date to the Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** for the year ended March 31, 2026, we report that:

I. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a)

(i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment.

(ii) As per the books of accounts produced before us & explanations received by us, the Company does not have any intangible assets.

(b) The Property, Plant and Equipment have not been physically verified by the management during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore we are unable to comment on whether such material discrepancies have been properly dealt with in the books of accounts.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the records of the Company provided to us, we report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold, are not held in the name of the Company as at the balance sheet date as detailed below:

| **Description of property** | **Gross carrying value (in Lacs)** | **Held in name of** | **Whether promoter, director or their relative or employee** | **Period held –indicate range, where appropriate** | **Reason for not being held in name of company** |
|---|---|---|---|---|---|
| F-43 Basni | 36.73 | G D Lohiya | Director & Promoter | Since 2020-21 | Land obtained on rent by the company from Directors/ Promoters |
| Plot No. 3, 18, 19, 20, 40, 41, 42 Mogra | 46.31 | G D Lohiya | Director & Promoter | Since 2020-21 | |
| F-43A Basni | 36.73 | Leela Lohiya | Promoter | Since 2020-21 | |
| Plot No. 81, 82, 83, 84, 23, 24, 25, 36, 37, 38, 39, 4A Mogra | 57.89 | Leela Lohiya | Promoter | Since 2020-21, | |

112, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD-380009 TELE:(O) 27913933 (M): 93-273-55933, 94-261-79643
e-mail : capsinghvi@gmail.com

| | | | | | |
|---|---|---|---|---|---|
| Plot No. 5, 14, 15, 16, 17, 30, 31, 32 Mogra | 57.89 | Ritesh Lohiya | Promoter | Since 2020-21 | |
| Plot No. 33, 34, 35, 6, 21, 22, 26 Mogra | 46.31 | Priti Lohiya | Director & Promoter | Since 2020-21 | |
| K. No. 20/2 Boranada | 45.33 | Ritesh Lohiya HUF | Promoter | Since 2017 | |

In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company as at March 31, 2026, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

II. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has not been physically verified by the management during the year at reasonable intervals.

(b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from the banks or financial institutions on the basis of security of current assets and hence reporting under clause 3 (ii) (b) of the order is not applicable.

III. (a) According to the information and explanations provided to us, the Company has made investments in companies but not in nature of loans. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties.

(b) According to the information and explanation given to us, there are no investments made, where terms and conditions are prejudicial to the company's interest. Further, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured.

(c) According to the information and explanation given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirements under paragraph 3(iii) clause (c) to (f) are not applicable to the Company.

IV. According to information & explanation given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made in other companies.
The Company has not given loan or provided any guarantee or security to directors as specified under section 185 of Companies Act, 2013. Hence, clause (iv) of paragraph 3 of "the Order" is not applicable to the Company in context of section 185 of Companies Act, 2013.

V. The Company has not accepted any deposits, therefore directive issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, clause (v) of paragraph 3 of "the Order" is not applicable to the Company.

VI. According to information & explanation given to us, the Company is registered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 and so the requirements of maintenance of cost record is not applicable to the Company as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

VII. In respect of Statutory Dues:

a) On the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, Goods and Services Tax, duties of customs and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
There were no disputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no specified statutory dues applicable to the Company which have not been deposited on account of any dispute.

VIII. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

IX. (a) As per the information and according to the explanations given to us, the Company has not defaulted in repayment of any loans or other borrowings therefore clause 3(ix) (a) of the Order is not applicable.

(b) As per the information and according to the explanations given to us, the company is not a declared willful defaulter by any bank or financial institution or other lender.

(c) As per the information and according to the explanations given to us, the company does not have any term loan during the year therefore clause 3(ix) (c) of the Order is not applicable.

(d) As per the information and according to the explanations given to us, the Company has not raised any funds on short-term basis that have been, prima facie, used for long-term purposes during the year.

(e) The company doesn't have subsidiaries, associates or joint ventures therefore clause 3 (ix) (e) of the Order is not applicable.

(f) The company doesn't have subsidiaries, joint ventures or associate companies therefore clause 3(ix) (f) of the Order is not applicable.

X. (a) During the year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) therefore clause 3(x) (a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the order is not applicable.

XI. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) As per the information and according to the explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year therefore there is no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) As represented to us by the management, there were no whistle blower complaints received by the company during the year.

XII. The company is not a Nidhi Company as defined under section 406 of Companies Act, 2013. Therefore; clause (xii) of paragraph 3 of the order is not applicable to the company.

XIII. As per the information and explanation given to us, all transactions with related parties are in compliance with the provision of section 177 and section 188 of Companies Act, 2013. The relevant disclosure as required by Ind AS-24 has been made in Note Number 27 in the Standalone Ind AS Financial Statements.

XIV. In our opinion and according to the information and explanations given to us:

(a) The company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the internal audit reports of the company issued during the year and till the date of report, in determining the nature, timing and extent of our audit procedures.

XV. According to the information and explanation given to us, Company has not entered in to any non-cash transactions with its directors or persons connected with the directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

XVI. In our opinion, considering the nature of operations of the Company at present, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC and is not a core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, clause 3(xvi) (a) (b) (c) (d) of the Order is not applicable.

XVII. In our opinion and according to the information and explanations given to us the company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. (a) There are no unspent amount towards Corporate Social Responsibility ("CSR") on other than on-going projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3 (xx) (a) of the order is not applicable for the year.

(b) There are no unspent amounts towards Corporate Social Responsibility ("CSR") related to on-going projects at the end of the previous financial year which is required to be transferred to special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act. Accordingly, reporting under clause 3 (xx) (b) of the order is not applicable for the year.

**FOR P SINGHVI & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FRN 113602W**

**SD/-**
**(PRAVEEN SINGHVI)**
**PARTNER**
**M. NO. 071608**
**UDIN: 26071608EENVMD2300**

**PLACE: JODHPUR**
**DATED: 29TH MAY, 2026**

**"ANNEXURE-B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF M/s PRITI INTERNATIONAL LIMITED**

**Report on the Internal Financial Controls with reference to Standalone Ind AS Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls with reference to Standalone Ind AS Financial Statements of **M/s PRITI INTERNATIONAL LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining Internal Financial controls with reference to Standalone Ind AS Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control with reference to Standalone Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Ind AS Financial Statements includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Ind AS Financial Statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**BASIS OF QUALIFIED OPINION**

The Company's internal financial controls relating to the physical verification of Property, Plant, and Equipment (PPE) were not operating effectively, as regular and appropriate physical verification procedures were not performed.

**QUALIFIED OPINION**

In our opinion with an exception of the matter described in paragraph above and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Ind AS Financial Statements and such internal financial controls with reference to Standalone Ind AS Financial Statements were operating effectively as at March 31, 2026 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**FOR P SINGHVI & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FRN 113602W**

**SD/-**
**(PRAVEEN SINGHVI)**
**PARTNER**
**M. NO. 071608**
**UDIN: 26071608EENVMD2300**

**PLACE: JODHPUR**
**DATED: 29TH MAY, 2026**

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**
**Audited Balance Sheet as at 31st March, 2026**

| Particulars | Notes | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-Current Assets** | | | |
| a) Property, Plant and Equipment | 2 | 65,035,239.98 | 67,840,873.82 |
| b) Capital Work-In-Progress | 2 | - | - |
| c) Financial Assets | | | |
| i) Investments | 3 | 7,285,313.67 | 16,707,900.00 |
| ii) Other Financial Assets | 4 | 262,137,595.01 | 250,291,410.57 |
| d) Deferred Tax Assets (Net) | | - | - |
| e) Other Non-Current Assets | 6 | 61,995.00 | 227,315.00 |
| **Total Non-Current Assets** | | **334,520,143.66** | **335,067,499.39** |
| **Current Assets** | | | |
| a) Inventories | 7 | 353,215,154.10 | 316,041,659.15 |
| b) Financial Assets | | | |
| i) Trade Receivables | 8 | 30,540,368.25 | 65,032,083.72 |
| ii) Cash and Cash Equivalents | 9 | 5,257,076.56 | 723,493.43 |
| iii) Other Financial Assets | 4 | 8,186,789.04 | 2,964,789.97 |
| c) Current Tax Assets (Net) | 5 | 4,530,057.60 | 18,386,646.48 |
| d) Other Current Assets | 6 | 46,116,133.80 | 45,716,905.62 |
| **Total Current Assets** | | **447,845,579.35** | **448,865,578.37** |
| **TOTAL ASSETS** | | **782,365,723.01** | **783,933,077.76** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| a) Equity Share Capital | 10 | 133,533,280.00 | 133,533,280.00 |
| b) Other Equity | 11 | 588,068,854.13 | 582,687,749.89 |
| **Total Equity** | | **721,602,134.13** | **716,221,029.89** |
| **Liabilities** | | | |
| **1 Non-Current Liabilities** | | | |
| a) Deferred Tax Liability (Net) | 12 | 327,615.00 | 312,336.75 |
| b) Other Non-Current Liabilities | 15 | 3,410,845.00 | 3,634,101.00 |
| **Total Non-Current Liabilities** | | **3,738,460.00** | **3,946,437.75** |
| **2 Current Liabilities** | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 13 | - | 3,448,215.80 |
| ii) Trade Payables | | | |
| a) Total outstanding dues of micro enterprise and small enterprises | 14 | 2,991,945.20 | 1,936,751.60 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 14 | 14,299,968.96 | 16,977,143.12 |
| b) Other Current Liabilities | 15 | 31,931,800.71 | 19,866,263.31 |
| c) Provisions | 16 | 4,220,504.00 | 5,342,041.53 |
| d) Current Tax Liabilities (Net) | 5 | 3,580,910.00 | 16,195,194.76 |
| **Total Current Liabilities** | | **57,025,128.87** | **63,765,610.12** |
| **Total Liabilities** | | **60,763,588.87** | **67,712,047.87** |
| **TOTAL EQUITY AND LIABILITIES** | | **782,365,723.01** | **783,933,077.76** |
| **Significant Accounting Policies** | 1 | | |

The accompanying notes are integral part of the standalone financial statements.

**As per our report of even date attached.**

**FOR P SINGHVI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN 113602W

SD/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN:

PLACE : JODHPUR
DATED: 29TH MAY, 2026

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
**PRITI INTERNATIONAL LIMITED**

SD/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

SD/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

SD/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

SD/-
PREM KARNANI
(COMPANY SECRETARY)

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**
**Statement of Profit and Loss for the year ended 31st March, 2026**

| Particulars | Notes | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|---|
| **INCOME** | | | |
| I Revenue from Operations | 17 | 257,433,531.37 | 770,635,496.70 |
| II Other Income | 18 | 25,646,916.55 | 31,986,388.86 |
| **III TOTAL INCOME (I+II)** | | **283,080,447.92** | **802,621,885.56** |
| **IV EXPENSES** | | | |
| a) Cost of Material Consumed | 19 | 71,630,657.83 | 114,049,143.50 |
| b) Purchase of Stock-in-Trade | | 83,585,403.48 | 514,942,711.94 |
| c) Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade | 20 | 6,132,277.15 | (29,863,454.88) |
| d) Employee Benefit Expenses | 21 | 26,504,557.00 | 29,403,303.00 |
| e) Finance Cost | 22 | 36,622.00 | 648,432.00 |
| f) Depreciation, Depletion and Amortisation Expenses | 2 | 5,532,526.00 | 5,416,593.84 |
| g) Other Expenses | 23 | 76,990,029.96 | 104,047,819.81 |
| **TOTAL EXPENSES** | | **270,412,073.42** | **738,644,549.21** |
| **V Profit before exceptional items and tax (III-IV)** | | **12,668,374.50** | **63,977,336.35** |
| VI Exceptional items | | - | |
| **VII Profit before tax after Exceptional Items (V-VI)** | | **12,668,374.50** | **63,977,336.35** |
| **VIII Tax Expenses** | | | |
| a) Current Tax | | 3,580,910.00 | 16,195,194.76 |
| b) Deferred tax | | 72,277.16 | 243,058.80 |
| **IX Profit after tax for the period** | | **9,015,187.34** | **47,539,082.79** |
| **X Other Comprehensive Income** | | | |
| (A) Items that will not be reclassified to profit or loss | | | |
| - Changes in fair value of equity instruments | | (4,143,437.00) | (7,657,512.61) |
| - Remeasurement of post-employment benefit obligations | 25 | 1,010,099.00 | 329,823.00 |
| - Income tax relating to these items | | | |
| (a) Changes in fair value of equity instruments | | (300,063.00) | 1,663,274.03 |
| (b) Remeasurement of post-employment benefit obligations | | 254,280.40 | (83,009.85) |
| (B) Items that will be reclassified to profit or loss | | - | - |
| **Other Comprehensive Income for the period (Net of tax)** | | **(3,179,120.60)** | **(5,747,425.42)** |
| **XI Total Comprehensive Income for the Period (IX+X)** | | **5,836,066.74** | **41,791,657.37** |
| XII Paid up Equity Share Capital (Face Value of Rs. 10/-) | | 133533280.00 | 133533280.00 |
| XIII Other Equity | | 588068854.13 | 582688000.00 |
| **XIV Earnings per equity share** | 24 | | |
| Basic (INR) | | 67,512.66 | 356,008.63 |
| Diluted (INR) | | 67,512.66 | 356,008.63 |
| **Significant Accounting Policies** | 1 | | |

The accompanying notes are integral part of the standalone financial statements.

As per our report of even date attached.

**FOR P SINGHVI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN 113602W

SD/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN:

PLACE : JODHPUR
DATED: 29TH MAY, 2026

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
**PRITI INTERNATIONAL LIMITED**

SD/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

SD/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

SD/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

SD/-
PREM KARNANI
(COMPANY SECRETARY)

## PRITI INTERNATIONAL LIMITED

**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**
**Statement of Cash Flows for the year ended 31st March, 2026**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| **Profit /(Loss) before tax** | 12,668,374.50 | 63,977,336.35 |
| Adjustments for: | | |
| Depreciation and Amortisation | 5,532,526.00 | 5,416,593.84 |
| Finance Cost Incurred | 36,622.00 | 648,432.00 |
| Loss arising on Financial Assets | - | - |
| | **18,237,522.50** | **70,042,362.19** |
| Interest Received on Bank Deposits | (19,146,232.43) | (19,988,942.11) |
| Dividend Received | (74,790.00) | (147,055.00) |
| **Operating Profit before working capital changes** | **(983,499.93)** | **49,906,365.08** |
| **Adjustments for working capital changes** | | |
| **Change in Current/Non-Current Assets** | | |
| (Increase)/Decrease in Trade Receivables | 34,491,715.47 | 44,670,109.88 |
| (Increase)/Decrease in Other Current Assets | 13,622,680.70 | (9,513,158.71) |
| (Increase)/Decrease in Inventories | (37,173,494.95) | (109,750,146.15) |
| (Increase)/Decrease in Other Financial Assets | (53.44) | |
| **Change in Current/Non-Current Liabilities** | | |
| Increase/(Decrease) in Other Current Liabilities | (21,659,532.76) | (26,028,087.13) |
| Increase/(Decrease) in Provisions | (1,121,537.53) | 555,448.00 |
| Increase/(Decrease) in Trade Payables | (1,621,980.56) | (21,466,393.72) |
| Increase/(Decrease) in Other Financial Liabilities | 12,065,537.40 | - |
| Increase/(Decrease) in Current Tax Assets | - | - |
| **Cash Generated from/(Used in) Operations** | **(2,380,165.60)** | **(71,625,862.75)** |
| Taxes (paid)/ refund | (1,552,000.00) | (9,787,000.00) |
| **Net Cash Generated from/(Used in) Operating Activities (A)** | **(828,165.60)** | **(61,838,862.75)** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of Property, Plant and Equipment | (2,729,509.46) | (7,667,829.92) |
| Investments in Fixed Deposits | (12,387,873.22) | 26,629,995.42 |
| Other Investments / Security Deposits | 10,086,675.31 | 480,365.88 |
| Interest Received on Bank Deposits | 19,146,232.43 | 19,988,942.11 |
| Dividend Received | 74,790.00 | 147,055.00 |
| **Net Cash Generated from/(Used in) Investing Activities (B)** | **14,190,315.06** | **39,578,528.50** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Finance Cost | (36,622.00) | (648,432.00) |
| Proceeds from Borrowings | - | 3,448,215.80 |
| Security Premium Received | - | - |
| Issue of Share Capital | - | - |
| Short Term Borrowing Repayment | (3,448,215.80) | |
| Money Received against Share Warrant | - | - |
| **Net Cash Generated from/(Used in) Financing Activities (C)** | **(3,484,837.80)** | **2,799,783.80** |
| **Net Increase/(Decrease) in Cash and Cash equivalents (D) (A+B+C)** | **9,877,311.66** | **(19,460,550.46)** |
| **Cash and Cash equivalents at the Beginning of the Year** | | |
| Cash in hand and Balance with Bank | 723,493.43 | 20,184,004.89 |
| | **723,493.43** | **20,184,004.89** |
| **Cash and Cash equivalents at the End of the Year** | | |
| Cash in hand | 309,716.00 | 507,618.19 |
| Balance with Banks | 4,947,360.37 | 215,875.24 |
| **Total** | **5,257,076.37** | **723,493.43** |

**Notes:**

(i) The above Statement of Cash Flow has been prepared using the "Indirect Method" as set out in the Ind AS-7 Statements of Cash Flows.

(ii) Previous year figures have been regrouped & reclassified wherever considered necessary to confirm to the current year's figures.

The accompanying notes are integral part of the standalone financial statements.

**As per our report of even date attached.**

**FOR P SINGHVI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN 113602W

SD/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN:

PLACE : JODHPUR
DATED: 29TH MAY, 2026

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
**PRITI INTERNATIONAL LIMITED**

SD/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

SD/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

SD/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

SD/-
PREM KARNANI
(COMPANY SECRETARY)

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**

**Standalone Statement of Changes in Equity (SOCIE) for the year ended on 31st March, 2026**

**A. Equity Share Capital** (₹ in Lacs)

| Particulars | No. of Shares | Amount |
|---|---|---|
| **Issued, subscribed and paid up share capital**<br>Equity Shares of Rs. 10/- each fully paid up | | |
| **Balance as at 1st April,2024** | **13,353,328** | **1,335.33** |
| Changes due to prior period error | **-** | **-** |
| **Restated balance as at 1st April, 2024** | **13,353,328** | **1,335.33** |
| Movements during the year | | |
| Changes in Equity Share Capital during the period (Warrrant Conversion) | - | - |
| **Balance as at 31st March,2025** | **13,353,328** | **1,335.33** |
| Changes due to prior period error | **-** | **-** |
| **Restated balance as at 1st April, 2025** | **13,353,328** | **1,335.33** |
| Changes in Equity Share Capital during the period | | - |
| **Balance as at 31st March,2026** | **13,353,328** | **1,335.33** |

**B. Other Equity**

| Particulars | Reserve & Surplus | | | Other Comprehensive Income FVTOCI - Equity Investments | Total Other Equity |
|---|---|---|---|---|---|
| | Securities Premium | Retained Earnings | Money Received against Share Warrant | | |
| **Balance at April 1, 2024** | **274,952,033.00** | **266,897,283.00** | | **(953,263.06)** | **540,896,052.94** |
| Changes in accounting policy / prior period errors | - | - | - | - | - |
| **Restated balance at April 1, 2024** | **274,952,033.00** | **266,897,283.00** | **-** | **(953,263.06)** | **540,896,052.94** |
| Profit for the year | - | 47,539,121.79 | - | - | 47,539,121.79 |
| Income Tax Not Reclassified in P&L | - | - | - | 1,580,264.18 | 1,580,264.18 |
| Appropriation for Actuarial Loss on Gratuity | - | - | - | 329,823.00 | 329,823.00 |
| Change in Fair Value of Investment | - | | - | (7,657,512.61) | (7,657,512.61) |
| Profit on Sale of Investment related to Previous Year | - | 2,045,086.42 | - | (2,045,086.42) | - |
| **Total comprehensive income for the year** | **-** | **49,584,208.21** | **-** | **(7,792,511.85)** | **41,791,696.36** |
| **Balance at March 31, 2025** | **274,952,033.00** | **316,481,491.21** | **-** | **(8,745,774.91)** | **582,687,749.31** |
| Changes in accounting policy / prior period errors | - | - | - | - | - |
| **Restated balance at April 1, 2025** | **274,952,033.00** | **316,481,491.21** | **-** | **(8,745,774.91)** | **582,687,749.31** |
| Profit for the year | - | 9,015,187.34 | - | - | 9,015,187.34 |
| Income Tax Not Reclassified in P&L | - | - | - | 45,782.60 | 45,782.60 |
| Appropriation for Actuarial Loss on Gratuity | - | - | - | 1,021,315.00 | 1,021,315.00 |
| Change in Fair Value of Investment | - | (29,247.00) | - | (4,143,437.00) | (4,172,684.00) |
| Earlier Year Tax Provision | - | (528,496.70) | - | - | (528,496.70) |
| **Total comprehensive income for the year** | **-** | **8,457,443.64** | **-** | **(3,076,339.40)** | **5,381,104.24** |
| **Balance at March 31, 2026** | **274,952,033.00** | **324,938,934.85** | **-** | **(11,822,114.31)** | **588,068,853.54** |

**Purpose of Reserves & Surplus:**

**(i) Securities Premium:** Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

**(ii) Retained Earnings:** The amount that can be distributed by the Company as dividends to its equity shareholders out of accumulated reserves is determined considering the requirements of the Companies Act, 2013. Thus, the closing balance amounts reported above are not distributable in entirety.

**As per our report of even date attached.**

**FOR P SINGHVI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN 113602W

SD/-
(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608
UDIN:

PLACE : JODHPUR
DATED: 29TH MAY, 2026

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
**PRITI INTERNATIONAL LIMITED**

SD/-
GOVERDHAN DAS LOHIYA
(CHAIRMAN)
DIN 07787326

SD/-
PRITI LOHIYA
(MANAGING DIRECTOR)
DIN 07789249

SD/-
RITESH LOHIYA
(CHIEF FINANCIAL OFFICER)
DIN 07787331

SD/-
PREM KARNANI
(COMPANY SECRETARY)

1. **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026**

**CORPORATE INFORMATION**

M/s Priti International Limited ('the company') was incorporated in 2017 is a public limited company, limited by shares, domiciled in India and incorporated under the Companies Act, 2013. The registered office of the Company is located at plot no. F-43 Basni 1st phase, Jodhpur. The company got listed on Emerge Platform of National Stock Exchange (NSE) on 21st June, 2018 and was subsequently migrated on the main board of NSE with effect from 2nd March, 2022.

The Company is mainly engaged in manufacturing and exporting of wooden, metal and textile based furniture and handicrafts products, up cycling and recycling of various kinds of raw, unusable and waste metal and wooden articles. The products range from solid wooden and metal furniture articles, home furnishing items, creative wooden and metal articles for various uses, textile based products like cushions, pillow covers, rugs and carpets, handbags, travel bags and backpacks, pet products etc. and trading of Solar products.

**(A) GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS**

These Standalone Ind AS Financial Statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. The financial statements are presented in Indian Rupees ("₹") which is also the functional currency of the Company.

The revision to financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

**(B) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and disclosures thereon comply with requirements of Ind AS, stipulations contained in Schedule- III (revised) as applicable under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, Companies (Indian Accounting Standards) Rules 2015 as amended from time to time, MSMED Act, 2006, other pronouncements of the Institute of Chartered Accountants of India, provisions of the Companies Act, 2013 and Rules and guidelines issued by SEBI as applicable.

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. All amounts included in the financial statements are reported in absolute figures of Indian Rupees.

Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in revised Schedule – III to the Companies Act, 2013 and Para 60 and 64 of Ind AS 1"Presentation of Financial Statements".

**(C) USE OF ESTIMATES AND JUDGEMENTS**

The preparation of financial statements in conformity with accounting standard requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, if any at the end of the reporting period. Accounting estimates could change from period to period.

Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the Notes to Financial Statements.

**(D) REVENUE RECOGNITION**

Revenue of the company mainly consists of export sales. Other revenue sources are domestic sales, online domestic sales, interest income, duty drawback received from customs, exchange fluctuation from export sales, discount received. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. Revenue is measured at fair value of the consideration receivable. The Company collects Goods and Service tax as applicable on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.
Revenue from domestic and export sales are recognized in the Statement of Profit and Loss when the significant risks and rewards in respect of ownership of goods has been transferred to the buyer as per the terms of the respective sales order, and the income can be measured reliably. In case of Export Sales, Revenue is booked as

soon as container is dispatched from port.

Interest income is recognized as soon as bank credits the same to account.
Revenue from duty drawback is recognized when the right to receive the same is established.

Revenue from exchange fluctuation is recognized on the date on which monetary items are settled or on Balance Sheet date for outstanding monetary items considering the exchange rate applicable on that date.

Revenue from discount is recognized as soon as the right to receive is established.

**(E) COST RECOGNITION**

Costs and Expenses are recognized when incurred and are classified according to their nature. Expenditure capitalized represents employee costs, stores and other manufacturing supplies and other expenses incurred for construction including product development undertaken by the Company.

**(F) PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS**

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise duty etc.) pending in appeal / court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in Notes to Accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability.

Contingent asset is disclosed by the way of Notes to Accounts, if any.

**(G) FOREIGN CURRENCY**

Transactions in foreign currencies entered into by the company are recorded, on initial recognition, in the Functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Monetary assets (export debtors) denominated in foreign currencies are translated at the functional currency closing spot rates of exchange at the reporting date. Exchange difference arising on settlement of monetary items or on reporting at each balance sheet date of the company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

**(H) TAXATION**

i. **Income Tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

ii. **Deferred Tax**

Deferred tax is provided using balance sheet approach on temporary differences at the reporting date as difference between the tax base and the carrying amount of assets and liabilities. Deferred tax is recognized subject to the probability that taxable profit will be available against which the temporary differences can be reversed.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax relates to the same taxable entity and the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

**(I) EARNINGS PER SHARE**

Basic Earnings / (Loss) Per Share are calculated by dividing the Net Profit / (Loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the Profit/(Loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving Basic Earnings Per Share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

**(J) INVENTORIES**

Inventories include finishing material which is valued at cost or net realizable value whichever is lower. Due to the scale of Inventory it is not possible for the management to give quantitative details.

**(K) PROPERTY, PLANT AND EQUIPMENT**

Property, Plant and Equipment are stated at cost net of GST and VAT less depreciation and impairment loss, if any. Cost of fixed assets comprises of purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use. When significant parts of Plant and Equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Each part of an item of Property, Plant and Equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately. Depreciation for assets purchased/sold during the year is proportionately charged. Depreciation on Property, Plant and Equipment is provided on the Straight-line method over the useful lives of assets. The company has applied the estimated useful life as specified in Schedule II and calculated depreciation based on rates worked as per applicable Indian Accounting Standard and Guidance Note issued by the Institute of Chartered Accountants of India as under:

| | Years |
|---|---|
| **Factory Buildings** | 30 |
| **Buildings Shed (Other than Factory Buildings)** | 19 |
| **Plant & Machinery** | 15 |
| **Furniture & Fixtures and Laboratory Equipments** | 10 |
| **Vehicles** | 8 |
| **Office Equipments** | 5 |
| **Computers** | 3 |

On transition to Ind AS, the Company had elected to carry forward the previous GAAP net carrying value of all its Property, Plant and Equipment recognized as at 1st April,2017 as the deemed cost.

**(L) OTHER INTANGIBLE ASSETS**

Intangible Assets if any are initially recognized at:

i. In case the assets are acquired separately, then at cost,
ii. In case the assets are internally generated, then at capitalized development cost subject to satisfaction of criteria of recognition (identifiability, control and future economic benefit) laid down from clause 11 to 17 of IND AS 38.

Following initial recognition, Intangible assets are carried at cost less any accumulated amortization and accumulated impairment loss. Research costs are recognized as expense in the period in which it is incurred.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Intangible assets with infinite useful life including goodwill are tested for impairment annually.

Intangible assets with finite useful life are amortized over the useful economic life on a Straight line basis. In case of Trademarks the useful life is taken to be 5 years and in case of Software, the useful life is taken as 3 years.

Any item of intangible assets is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the intangible asset (calculated as the difference between the net disposal proceeds and the carrying amount of the intangible asset) is charged to revenue in the Income Statement when the Intangible asset is de-recognized.

**(M) LEASES**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

a) <u>Right-of-use assets</u>

The Company recognizes right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a Straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments primarily comprise of fixed payments.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

**(N) IMPAIRMENT**

At each balance sheet date, the Company assesses whether there is any indication that any Property, Plant and Equipment and Intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

The company assesses impairment based on Expected Credit Losses (ECL) model at an amount equal to:

- 12 months Expected Credit Losses, or
- Lifetime Expected Credit Losses depending upon whether there has been a significant increase in credit risk since initial recognition.

However, for Trade Receivables, the company does not track the changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**(O) EMPLOYEE BENEFITS**

Employee benefits payable wholly within 12 months of rendering services are classified as Short Term Employee Benefits. These comprise of Salaries and Wages. Defined contributions to Provident Fund and Employee State Insurance Corporation are charged to the Statement of Profit & Loss of the year, when the employee renders the related service. There are no other obligations other than the contribution payable to the respective statutory authorities. The Company is required to assess its liability for gratuity based on Actuarial Valuation done as per Indian Accounting Standard 19 and make provision for the same each year accordingly.

Gratuity Liability is provided on the basis of actuarial valuation as per IND AS-19. Liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets.

Actuarial Gain / Loss pertaining to re-measurement of net defined benefit liability (asset) are accounted for as OCI. All remaining components of costs are accounted for in Statement of Profit & Loss.

**(P) DIVIDENDS**

Any dividend declared or paid by the Company for any financial year is based on the profits available for distribution as reported in the Statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the Statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act, 2013. However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and payment of Dividend) Rules, 2014.

**(Q) SEGMENTS**

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Board of Directors of the Company allocate resources and assess the performance of the Company, thus are the CODM.The Company is engaged mainly in the business of manufacturing and selling of handicraft/wooden items, textile items and trading of solar products. These in the context of Ind AS 108 - operating segments reporting is considered to constitute three reportable segment.

**(R) FINANCIAL INSTRUMENTS**

**i) Classification, initial recognition and measurement:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through Profit or Loss and at amortized cost. Financial assets that are equity instruments are classified as fair value through Profit or Loss or Fair Value through Other Comprehensive Income. Financial liabilities are classified into financial liabilities at Fair Value through Profit or Loss and other financial liabilities.

Financial instruments are recognized in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

- Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI):

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of Principal and Interest on the principal amount outstanding.

- Financial Liabilities:
  All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

**ii) Derecognition of financial assets and financial liabilities:**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity which qualifies for de-recognition as per Ind AS 109. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged, cancelled or expires.

**iii) Impairment of financial assets:**

The Company recognizes a loss allowance for expected credit losses (ECL) on a financial asset that is at amortized cost. Loss allowance in respect of financial assets is measured at an amount equal to life time ECL and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

## (S) BORROWING COST

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing cost are charged to Statement of Profit and Loss for the period for which they are incurred.

## (T) CASH AND CASH EQUIVALENTS

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash equivalents includes cash on hand, Deposits held at call with Financial Institutions, Other Short term, highly liquid Investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## (U) INVESTMENTS

Long term investments intended to be held for more than a year from the date of acquisition, are classified as long-term investments and are carried at cost. Provision is made for diminution, other than temporary, in value of investments. Current investments are valued at lower of cost and market value.

## (V) EVENTS AFTER THE REPORTING PERIOD

Adjusting Events:
The Company is adjusting the amounts recognized in the Financial Statements to reflect adjusting events after reporting period.

Non adjusting Events:
All material non adjusting events are disclosed by way of notes stating its nature and material impact or a statement that its estimate cannot be made.

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-14, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**
**Notes to Financial Statements for the year ended 31st March, 2026**

**Note 2**

**A. Property, Plant & Equipment as at 31st March, 2026**

| Particulars | Useful Life (in Years) | Gross Block | | | Depreciation, Depletion and Amortization | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|
| | | As at 1st April, 2025 | Addition during the year | As at 31st March, 2026 | As at 1st April, 2025 | Addition during the year | As at 31st March, 2026 | As at 31st March, 2026 | As at 31st March, 2025 |
| **(A) Tangible Assets** | | | | | | | | | |
| **Plant and Machinery** | | | | | | | | | |
| Plant and Machinery | 10/15 | 36,581,009.04 | 26,450.00 | 36,607,459.04 | 9,361,503.73 | 2,517,811.11 | 11,879,314.84 | 24,728,144.20 | 27,219,505.31 |
| Plant and Machinery-Solar Plant | 15 | 9,627,355.55 | - | 9,627,355.55 | 544,403.49 | 495,242.63 | 1,039,646.12 | 8,587,709.43 | 9,082,952.06 |
| **Building** | | | | | | | | | |
| Boranada Shed | 19 | 11,929,359.00 | - | 11,929,359.00 | 1,955,874.26 | 329,462.34 | 2,285,336.60 | 9,644,022.40 | 9,973,484.74 |
| Factory Building | 30 | 20,790,058.06 | - | 20,790,058.06 | 2,970,763.58 | 1,111,802.70 | 4,082,566.28 | 16,707,491.78 | 17,819,294.48 |
| **Office Equipment** | | | | | | | | | |
| Office Equipment | 5/10 | 982,196.53 | 55,247.46 | 1,037,443.99 | 607,710.24 | 196,846.14 | 804,556.38 | 232,887.61 | 374,486.29 |
| Office Equipment | 15 | 188,380.60 | - | 188,380.60 | 48,307.80 | - | 48,307.80 | 140,072.80 | 140,072.80 |
| **Computer & Units** | | | | | | | | | |
| Computer | 3 | 1,055,242.77 | - | 1,055,242.77 | 923,963.08 | 93,493.23 | 1,017,456.31 | 37,786.46 | 131,279.69 |
| **Furniture & Fittings** | | | | | | | | | |
| Fan | 10 | 193,295.97 | 67,812.00 | 261,107.97 | 122,179.57 | 23,562.21 | 145,741.78 | 115,366.19 | 71,116.40 |
| Furniture | 10 | 139,969.28 | 2,580,000.00 | 2,719,969.28 | 38,426.08 | 46,370.92 | 84,797.00 | 2,635,172.28 | 101,543.20 |
| **Motor Vehicles** | | | | | | | | | |
| Motor Car | 8 | 10,549,231.30 | - | 10,549,231.30 | 7,622,092.45 | 720,552.02 | 8,342,644.47 | 2,206,586.83 | 2,927,138.85 |
| **Total Property, Plant & Equipment** | | **92,036,098.10** | **2,729,509.46** | **94,765,607.56** | **24,195,224.28** | **5,535,143.30** | **29,730,367.58** | **65,035,239.98** | **67,840,873.82** |
| **B Capital Work in Progress** | | - | - | - | - | - | - | - | - |
| **Total Property, Plant & Equipment** | **(A+B)** | **92,036,098.10** | **2,729,509.46** | **94,765,607.56** | **24,195,224.28** | **5,535,143.30** | **29,730,367.58** | **65,035,239.98** | **67,840,873.82** |

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**

**Note 2**
**Capital Work in Progress**
**A. Capital Work in Progress as at 31st March, 2026**

| Assets | Gross Block | | | Accumulated Depreciation | | | Net Block |
|---|---|---|---|---|---|---|---|
| | Balance as at 1st April, 2025 | Addition during the Year | Balance as at 31st March, 2026 | Balance as at 1st April, 2025 | Addition during the Year | Balance as at 31st March, 2026 | Balance as at 31st March, 2026 |
| **Tangible Assets** | | | | | | | |
| Building under Construction | | | | | | | |
| Basni Factory New Showroom | | - | - | - | - | - | - |

**Details of Capital Work in Progress as on 31st March, 2026**

| CWIP | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Years | |
| Project in Progress | - | | | | - |
| Project Temporarily Suspended | | | | | |

| Assets | Gross Block | | | Accumulated Depreciation | | | Net Block |
|---|---|---|---|---|---|---|---|
| | Balance as at 1st April, 2024 | Addition during the Year | Balance as at 31st March, 2025 | Balance as at 1st April, 2024 | Addition during the Year | Balance as at 31st March, 2025 | Balance as at 31st March, 2025 |
| **Tangible Assets** | | | | | | | |
| Building under Construction | - | - | - | - | - | - | - |
| Basni Factory New Showroom | | | - | | | | - |

**Details of Capital Work in Progress as on 31st March, 2025**

| CWIP | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Years | |
| Project in Progress | | | | | - |
| Project Temporarily Suspended | | | | | |

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**
**Notes to Standalone Financial Statements for the year ended 31st March, 2026**

**Note 3**
**Investments**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Non-Current** | | |
| Investment in quoted equity shares of other company (measured at fair value through OCI) | | |
| 2000 (31st March, 2024: 2000) fully paid up equity shares of Confidence Futuristics Energitech Limited of Rs. 10 each | 62,360.00 | 150,440.00 |
| 50000 (31st March, 2024: 50000) fully paid up equity shares of Bohra Industries Limited of Rs. 10 each | 776,000.00 | 1,848,500.00 |
| 15000 (31st March, 2024: 15000) fully paid up equity shares of Music Broadcast Limited of Rs. 10 each | 69,600.00 | 135,750.00 |
| 2000 (31st March, 2024: 2000) fully paid up equity shares of Satia Industries Limited of Rs. 10 each | 108,940.00 | 132,080.00 |
| 10000 (31st March, 2024: 5000) fully paid up equity shares of Gujarat Gas Limited of Rs. 10 each | 3,179,500.00 | 8,252,000.00 |
| 500 fully paid up equity shares of Astral Limited of Rs. 10 each | 809,963.67 | 646,450.00 |
| 8000 fully paid up equity shares of Esprit Stones Limited of Rs. 10 each | 422,400.00 | 851,200.00 |
| 50000 fully paid up equity shares of Ola Electric Mobility Limited of Rs. 10 each | 1,213,500.00 | 2,648,500.00 |
| 5000 fully paid up equity shares of Saraswati Saree Depot Limited of Rs. 10 each | 260,600.00 | 402,200.00 |
| 2000 fully paid up equity shares of Rashtriya Chemicals and Fertilizers Limited of Rs. 10 each | 224,500.00 | 251,100.00 |
| 5000 fully paid up equity shares of Vishnu Prakash R. Pungaliya Limited of Rs. 10 each | - | 813,500.00 |
| 800 fully paid up equity shares of Cyber Media Research and Services Limited of Rs. 10 each | 44,160.00 | 55,080.00 |
| 600 fully paid up equity shares of Sakshi Meditech & Panels Limited of Rs. 10 each | 113,790.00 | 77,100.00 |
| 50000 fully paid up equity shares of Praxis Home Retail Limited of Rs. 10 each | - | 444,000.00 |
| **Total Non Current Investments** | **7,285,313.67** | **16,707,900.00** |

**Note 4**
**Other Financial Assets**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Non-Current** | | |
| Security Deposits | 98,734.00 | 98,734.00 |
| Rent Security | 533,111.02 | 1,197,200.00 |
| Fixed Deposits with Indusind Bank | 179,313,903.80 | 178,103,607.85 |
| Fixed Deposits with IDBI Bank | 81,555,920.19 | 70,290,178.72 |
| Fixed Deposits with Axis Bank | 635,926.00 | 601,690.00 |
| **Total Non-Current Financial Assets** | **262,137,595.01** | **250,291,410.57** |

| | | |
|---|---|---|
| **Current** | | |
| Fixed Deposit with Banks | 832,519.87 | 954,920.07 |
| Other Current Assets | 7,354,269.17 | 2,009,869.90 |
| Unamortised expenses | | |
| **Total Current Financial Assets** | **8,186,789.04** | **2,964,789.97** |

4.1 Other Current Assets Includes Balance with E-Commerce parties.

**Note 5**
**(A) Current Tax Assets (Net)**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| TDS Receivable | 2,030,057.60 | 2,386,646.48 |
| Advance Tax | 2,500,000.00 | 16,000,000.00 |
| **Current Tax Assets (Net)** | **4,530,057.60** | **18,386,646.48** |

Current tax assets contains net of advance tax deposited during the year, TDS Receivable and TDS payables.

**B) Tax Expense**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| Current Income Tax | 3580910.00 | 16195194.76 |
| Deferred Tax Expense | 72277.16 | 243058.80 |
| Excess provision of income tax in respect of previous years | | |
| **Total Tax Expense for the Year** | **3653187.16** | **16438253.56** |

*** Current Income Tax include provision for tax on OCI Item.**

**PRITI INTERNATIONAL LIMITED**
**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**
**(CIN : L36994RJ2017PLC058454)**

**Reconciliation of effective income tax rate**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Profit before tax** | 12,668,374.50 | 63,977,375.35 |
| Tax using the Company's domestic tax rate @ 25.168% (Last Year @ 25.168%) | | |
| Reduction in tax rate | | |
| **Tax effect of:** | | |
| **Non-deductible tax expenses** | | |
| Contribution to CSR U/s 37 | 1,915,000.00 | 1,900,000.00 |
| Lease Amortised U/s 28 to 44DA | 165,320.00 | 237,647.50 |
| Depreciation as per Statement of Profit and Loss | 5,532,526.00 | 5,416,593.84 |
| MSME Interest and Expense Disallowed | 148,901.00 | - |
| Previous Year Income Tax | (270,676.32) | |
| Other Items (FVTPL) | | |
| **Disallowance U/s 43B** | | |
| Any sum payable by way of contribution to any provident fund or superannuation fund or gratuity fund or any other fund for the welfare of employees-Gratuity, Bonus, Leave Encashment | 1,667,249.00 | 2,084,955.00 |
| **Deductions** | | |
| Depreciation as per Income tax act | 7,568,641.00 | 8,420,679.00 |
| **Deduction allowable - Others** | | |
| Income taxed to Other Head - Capital Gain | 146,233.00 | 5,612,339.00 |
| **Total Taxable Income** | 14,111,820.18 | 59,583,553.69 |
| **Tax expense recognised in Statement of Profit and Loss at the effective tax rate of 25.168 % (PY : 25.168%)** | **3,551,662.90** | **14,995,988.79** |
| Defered Tax Liability | 72,277.16 | 243,058.80 |
| Tax recognised on Capital Gain | 29,247.00 | 1,199,205.76 |
| **Total Tax Liability recognised in Statement of Profit and Loss account** | **3,653,187.06** | **16,438,253.36** |
| Capital Gain on Other Comprehensive Income (Investment) | - | 859,749.22 |
| **Effective Tax Rate** | **25.11** | **24.52** |

**Note 6**
**Other assets**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Non-Current** | | |
| Prepaid Rent-Banglore | 61,995.00 | 227,315.00 |
| **Total Non-Current Non-Financial Assets** | **61,995.00** | **227,315.00** |
| **Current** | | |
| Advance to Suppliers | 4,068,083.43 | 4,825,837.06 |
| Drawback Receivable | 98,689.00 | 153,014.00 |
| Balance with Government Authorities | 41,571,720.36 | 40,520,284.38 |
| Prepaid Expense | 377,641.01 | 217,770.18 |
| **Total Current Non-Financial Assets** | **46,116,133.80** | **45,716,905.62** |

6.1 Balance with Government Authorities includes receivable from GST & VAT Department

**Note 7**
**Inventories (For valuation, refer significant accounting policy)**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| Finished Material Stock | 28,878,828.79 | 38,595,388.28 |
| Raw Material | 317,670,107.30 | 274,364,335.20 |
| Finished Goods in Transit | 6,666,218.01 | 3,081,935.67 |
| **Total Inventories** | **353,215,154.10** | **316,041,659.15** |

**PRITI INTERNATIONAL LIMITED**
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**Note 8**
**Trade Receivables**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Current** | | |
| Trade Receivable considered good - Unsecured | 30,540,368.25 | 65,032,083.72 |
| Trade Receivable considered doubtful - Unsecured | - | - |
| Trade Receivable Credit Impaired | - | - |
| Less : Impairment on account of expected credit loss assessment | - | - |
| **Total Trade Receivables** | **30,540,368.25** | **65,032,083.72** |

The Company has exposure to regulated entities, hence the credit risk is limited. All trade receivables are reviewed and assessed for default on a monthly basis and the risk is mitigated by timely monitoring of receivables. Based on historical experience of collecting receivables, supported by the level of default, we conclude that the credit risk is low. Accordingly our provision for expected credit loss on trade receivable is not material, so not made.

**a. Details of Trade Receivable Ageing**
**As at 31st March, 2026**

| Particulars | Unbilled | Not Due | Outstanding for following period from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Considered good | - | 3554357.55 | 12,714,895.70 | 6,934,368.00 | 7,336,747.00 | - | - | **30,540,368.25** |
| Undisputed Trade Receivables - Considered doubtful | - | NIL | | | | | | |
| Less : Impairment on account of expected credit loss assessment | - | | | | | | | - |
| Disputed Trade Receivables - Considered good | - | | | | | | | - |
| Disputed Trade Receivables - Considered doubtful | - | | | | | | | - |
| Less : Impairment on account of expected credit loss assessment | - | - | - | - | - | - | - | - |
| **Total Trade Receivables** | - | **3,554,357.55** | **12,714,895.70** | **6,934,368.00** | **7,336,747.00** | **-** | **-** | **30,540,368.25** |

**As at 31st March, 2025**

| Particulars | Unbilled | Not Due | Outstanding for following period from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Considered good | **-** | 7,571,652.69 | 31,794,588.48 | 14,101,465.11 | 11,564,377.44 | - | **-** | **65,032,083.72** |
| Undisputed Trade Receivables - Considered dubtful | - | NIL | | | | | | - |
| Less : Impairment on account of expected credit loss | - | | | | | | | - |
| Disputed Trade Receivables - Considered good | - | | | | | | | - |
| Disputed Trade Receivables - Considered doubtful | - | | | | | | | - |
| Less : Impairment on account of expected credit loss | - | - | - | - | - | - | - | - |
| **Total Trade Receivables** | **-** | **7,571,652.69** | **31,794,588.48** | **14,101,465.11** | **11,564,377.44** | **-** | **-** | **65,032,083.72** |

**Note 9**
**Cash and Cash Equivalents & Other Bank Balances**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Cash in Hand** | | |
| Cash in hand | 309,716.19 | 507,618.19 |
| Other Bank Balances | 4,947,360.37 | 215,875.24 |
| **Total Cash and Cash Equivalents** | **5,257,076.56** | **723,493.43** |

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**Notes to Financial Statements for the year ended 31st March, 2026**

**Note 10**
**Equity share capital**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Authorised share capital*** | | |
| 1,50,00,000 equity shares of Rs. 10 each | 150,000,000.00 | 150,000,000.00 |
| **Total** | **150,000,000.00** | **150,000,000.00** |

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Issued, subscribed and paid up capital*** | | |
| 25,94,332 Equity Shares of Rs. 10 each | 25,943,320.00 | 25,943,320.00 |
| 77,82,996 Equity Bonus Shares of Rs. 10 each | 77,829,960.00 | 77,829,960.00 |
| 12,41,500 Converted Equity Shares of Rs. 10 each | 12,415,000.00 | 12,415,000.00 |
| 17,34,500 Converted Equity Shares of Rs. 10 each | 17,345,000.00 | 17,345,000.00 |
| **Total** | **133,533,280.00** | **133,533,280.00** |

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

| Particulars | No. of Shares | Rs |
|---|---|---|
| | Equity Shares of Rs. 10 each fully paid | |
| Shares outstanding at 1st April, 2024 | 13,353,328 | 133,533,280 |
| Add : Issued during the year (Warrant Converted) | - | - |
| **As at 31st March, 2025** | **13,353,328** | **133,533,280.00** |
| Shares outstanding at 1st April, 2025 | 13,353,328 | 133,533,280.00 |
| Add : Issued during the year (Warrant Converted) | - | - |
| **As at 31st March, 2026** | **13,353,328** | **133,533,280.00** |

**Details of shareholder(s) holding more than 5% Equity Shares in the company:**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Number of Equity Shares** | | |
| Priti Lohiya | 6,501,730 | 6,501,730 |
| **% Holding in Equity Shares** | | |
| Priti Lohiya | 48.69% | 48.69% |

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**Disclosure of Shareholding of Promoters**

| Promoter Name | Class of Shares | As at 31st March, 2026 | | As at 31st March 2025 | | % Change during the year |
|---|---|---|---|---|---|---|
| | | No. of Shares | %of total shares | No. of Shares | %of total shares | |
| Goverdhan Das Lohiya HUF | Equity | 520,153 | 3.90% | 520,153 | 3.90% | 0.00% |
| Goverdhan Das Lohiya | Equity | 403,800 | 3.02% | 403,800 | 3.02% | 0.00% |
| Ritesh Lohiya HUF | Equity | 549,464 | 4.11% | 549,464 | 4.11% | 0.00% |
| Ritesh Lohiya | Equity | 391,928 | 2.94% | 391,928 | 2.94% | 0.00% |
| Priti Lohiya | Equity | 6,501,730 | 48.69% | 6,501,730 | 48.69% | 0.00% |
| **Total** | | **8,367,075** | **62.66%** | **8,367,075** | **62.66%** | **0.00%** |
| Promotor Group | Equity | 258,810 | 1.94% | 258,810 | 1.94% | 0.00% |
| **Total** | | **8,625,885** | **64.60%** | **8,625,885** | **64.60%** | **0.00%** |

| Promoter Name | Class of Shares | As at 31st March 2025 | | As at 31st March 2024 | | % Change during the year |
|---|---|---|---|---|---|---|
| | | No. of Shares | %of total shares | No. of Shares | %of total shares | |
| Goverdhan Das Lohiya HUF | Equity | 520,153 | 3.90% | 520,153 | 3.90% | 0.00% |
| Goverdhan Das Lohiya | Equity | 403,800 | 3.02% | 403,800 | 3.02% | 0.00% |
| Ritesh Lohiya HUF | Equity | 549,464 | 4.11% | 549,464 | 4.11% | 0.00% |
| Ritesh Lohiya | Equity | 391,928 | 2.94% | 391,928 | 2.94% | 0.00% |
| Priti Lohiya | Equity | 6,501,730 | 48.69% | 6,501,730 | 48.69% | 0.00% |
| **Total** | | **8,367,075** | **62.66%** | **8,367,075** | **62.66%** | **0.00%** |
| Promotor Group | Equity | 258,810 | 1.94% | 258,810 | 1.94% | 0.00% |
| **Total** | | **8,625,885** | **64.60%** | **8,625,885** | **64.60%** | **0.00%** |

**Note 11**
**Other equity**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| Securities Premium | 274,952,033.00 | 274,952,033.00 |
| Retained Earnings | 324,938,935.44 | 316,481,491.80 |
| Money Received Against Share Warrant | - | - |
| Other Comprehensive Income | (11,822,114.31) | (8,745,774.91) |
| **Total Other Equity** | **588,068,854.13** | **582,687,749.89** |

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| **Securities Premium** | | |
| Opening Balance | 274,952,033.00 | 274,952,033.00 |
| Add: On Converted Equity Share Issued during the year | - | |
| **Total Securities Premium** | **274,952,033.00** | **274,952,033.00** |

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**Notes to Financial Statements for the year ended 31st March, 2026**

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| **Retained Earnings** | | |
| Opening Balance | 316,481,491.80 | 266,897,283.59 |
| **Add:** | | |
| Profit/(Loss) during the year | 9,015,187.34 | 47,539,121.79 |
| Fair Value of Investment | (29,247.00) | 2,045,086.42 |
| Tax Provision related to Previous Year | (528,496.70) | |
| **Total Retained Earnings** | **324,938,935.44** | **316,481,491.80** |

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| **Money Received Against Share Warrant** | | |
| Opening Balance | - | - |
| Converted into Equity Share & Security Premium | - | - |
| **Total Money Received Against Share Warrant** | **-** | **-** |

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| **Other Comprehensive Income** | | |
| Opening Balance | (8,745,774.91) | (953,263.06) |
| Provided during the year | (3,179,122.06) | (7,792,511.85) |
| **Total Money Received Against Share Warrant** | **(11,924,896.97)** | **(8,745,774.91)** |

**Note 12**
**Deferred Tax Liability (Net)**

| **Particulars** | **31st March, 2026** | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **Net Balance April, 1 2025** | **Recognised in profit or loss** | **Recognised in OCI** | **Recognised directly in equity** | **Other** | **Net** | **Deferred tax asset** | **Deferred tax liability** |
| **Deferred tax asset/ (liabilities)** | | | | | | | | |
| On deficit of carrying value of PPE over Tax base | (3,224,912.00) | (512,449.00) | - | - | - | (3,737,361.00) | - | (3,737,361.00) |
| Provision for Employee Benefit | 547,039.34 | 406,570.30 | (254,280.40) | - | 11,216.00 | 710,545.24 | 710,545.24 | - |
| Change in Fair Value of Equity Investment | 1,922,181.03 | - | 300,063.00 | - | - | 2,222,244.03 | 2,222,244.03 | - |
| Provision for Expenses | 443,355.18 | 33,601.55 | - | - | - | 476,956.73 | 476,956.73 | - |
| **Tax Asset / (Liabilities)** | | **(72,277.16)** | **45,782.60** | **-** | **11,216.00** | **(327,615.00)** | **3,409,746.00** | **(3,737,361.00)** |
| **Net Tax Asset / (Liabilities)** | **(312,336.45)** | | | | | | **(327,615.00)** | |

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**Notes to Financial Statements for the year ended 31st March, 2026**

| Particulars | 31st March, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **Net Balance April, 1 2025** | **Recognised in profit or loss** | **Recognised in OCI** | **Recognised directly in equity** | **Other** | **Net** | **Deferred tax asset** | **Deferred tax liability** |
| **Deferred tax asset/ (liabilities)** | | | | | | | | |
| On deficit of carrying value of PPE over Tax base | (2,468,844.00) | (756,068.00) | - | - | - | (3,224,912.00) | - | (3,224,912.00) |
| Provision for Employee Benefit | 117,040.00 | 513,009.19 | (83,009.85) | - | - | 547,039.34 | 547,039.34 | - |
| Change in Fair Value of Equity Investment | 258,907.00 | - | 1,663,274.03 | - | - | 1,922,181.03 | 1,922,181.03 | - |
| Provision for Expenses | 443,354.88 | - | - | - | - | 443,354.88 | 443,354.88 | - |
| **Tax Asset / (Liabilities)** | **(1,649,542.12)** | **(243,058.81)** | **1,580,264.18** | **-** | **-** | **(312,336.75)** | **2,912,575.25** | **(3,224,912.00)** |
| **Net Tax Asset / (Liabilities)** | **(1,649,542.12)** | | | | | | **(312,336.75)** | |

**Note 13**
**Borrowings**

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| IDBI Bank | - | 3,448,215.80 |
| **Total Borrowings** | **-** | **3,448,215.80** |

Temporary overdraft availed by the company during the reported period against hypothecation towards FDR.

**Note 14**
**Trade Payables**

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises | 2,991,945.20 | 1,936,751.60 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 14,299,968.96 | 16,977,143.12 |
| **Total Trade Payables** | **17,291,914.16** | **18,913,894.72** |

**PRITI INTERNATIONAL LIMITED**
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**Notes to Financial Statements for the year ended 31st March, 2026**

**a. Trade Payable ageing schedule:**

**As at 31st March, 2026**

| Particulars | Unbilled | Not Due | Outstanding for following period from due date of payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| **(i) MSME** | - | 2,991,943.86 | 133,509.00 | - | - | - | **3,125,452.86** |
| **(ii) Others** | - | - | 14,299,968.96 | - | - | - | **14,299,968.96** |
| **TOTAL** | **-** | **2,991,943.86** | **14,433,477.96** | **-** | **-** | **-** | **17,425,421.82** |

**As at 31st March, 2025**

| Particulars | Unbilled | Not Due | Outstanding for following period from due date of payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| **(i) MSME** | - | 1,936,751.60 | - | - | - | - | **1,936,751.60** |
| **(ii) Others** | - | - | 16,977,143.12 | - | - | - | **16,977,143.12** |
| **TOTAL** | **-** | **1,936,751.60** | **16,977,143.12** | **-** | **-** | **-** | **18,913,894.72** |

**b. Disclosure as required by the Micro, Small and Medium Enterprises Development Act, 2006**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| 1. The principal amount outstanding as at the end of accounting year. | | |
| a) Trade payable | 2,991,945.20 | 1,936,751.60 |
| b) Capital creditors | - | - |
| 2. Principal amount due and remaining unpaid as at the end of accounting year. | 133,509.00 | - |
| 3. Interest paid by the company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during accounting year. | 8,014,663.00 | - |
| 4. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. | | - |
| 5. Interest accrued and remaining unpaid at the end of accounting year (Refer Note below). | 15,392.00 | - |
| 6. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |

There are overdues to Micro, Small and Medium Enterprises as at March 31, 2026, as reported in column 2. Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2026 is given above. This information has been determined to the extent such parties have been identified on the basis of information available with the company.

**Note 15**
**Other Liabilities**
**Non Current Liabilities**

| Particulars | As at 31st March, 2026 | As at 31st March, 2025 |
|---|---|---|
| Provision for Gratuity-Non Current Part | 3,410,845.00 | 3,634,101.00 |
| **Total Current Liabilities** | **3,410,845.00** | **3,634,101.00** |

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**Current Liabilities & Provisions**

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| Advance from Buyers | 31,931,800.71 | 19,866,263.31 |
| **Total Current Liabilities** | **31,931,800.71** | **19,866,263.31** |

**Note 16**
**Provisions**

| **Particulars** | **As at 31st March, 2026** | **As at 31st March, 2025** |
|---|---|---|
| Wages Payable | 60,412.00 | 9,586.00 |
| Bonus Payable | 1,060,936.00 | 721,219.00 |
| Leave Encashment Payable | 1,423,514.00 | 1,107,250.00 |
| Provision for Gratuity-Current Part | 1,675,642.00 | 1,503,271.00 |
| Other Payables | - | 2,000,715.53 |
| **Total Provisions** | **4,220,504.00** | **5,342,041.53** |

16.1 Other Payables includes Provision for Expenses, Duties & Taxes and Inter Branch Balance.

**PRITI INTERNATIONAL LIMITED**

**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**

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**Notes to Financial Statements for the year ended 31st March, 2026**

**Note 17**
**Revenue from Operations**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Sale of Products | | |
| Export Sales | 93,164,197.95 | 155,543,395.00 |
| Domestic Sales | 164,269,333.42 | 615,092,101.70 |
| **Total Revenue from Operations** | **257,433,531.37** | **770,635,496.70** |
| **a. Sale of Products comprises of:** | | |
| (a) Wooden and Iron Handicraft | 172,564,423.12 | 728,092,691.28 |
| (b) Textile Handicraft | 10,383,108.25 | 2,649,805.42 |
| (b) Solar Items | 74,486,000.00 | 39,893,000.00 |
| | **257,433,531.37** | **770,635,496.70** |

**Note 18**
**Other Income**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Discount and Rebate | 646,558.45 | 536,380.05 |
| Duty Drawback | 1,121,701.00 | 1,868,937.00 |
| Sale of License | 3,517,725.66 | 1,702,715.75 |
| Interest Received from FDRs | 19,146,232.43 | 19,988,942.11 |
| Gain on Currency Fluctuations | 794,897.58 | 1,396,887.83 |
| Miscellaneous Receipt | 10,003.41 | 27,458.00 |
| Income from Dividend | 74,790.00 | 147,055.00 |
| Interest Received on Income Tax Refund | 132,864.00 | 466,040.00 |
| Interest Income on Banglore PV Rent | 55,911.02 | 239,634.12 |
| Gain on Sale of Shares | 146,233.00 | 5,612,339.00 |
| **Total Other Income** | **25,646,916.55** | **31,986,388.86** |

**Note 19**
**Cost of Material Consumed**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Opening Inventory | 274,364,335.20 | 99,260,701.30 |
| Add : Reclassification from Closing Stock of Finished Goods | - | 95,216,982.46 |
| Add: Purchases During The Year | 114,936,429.93 | 193,935,794.94 |
| Less: Closing Inventory | (317,670,107.30) | (274,364,335.20) |
| **Total Cost of Material Consumed** | **71,630,657.83** | **114,049,143.50** |

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**Notes to Financial Statements for the year ended 31st March, 2026**

**Note 20**

**Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade** **(₹ in Lacs)**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| **Inventories (at closing)** | | |
| Finished Goods | 35,545,046.80 | 41,677,324.95 |
| Work-in-progress | - | - |
| **(A)** | **35,545,046.80** | **41,677,324.95** |
| **Inventories (at beginning)** | | |
| Finished Goods | 41,677,324.95 | 11,813,870.07 |
| Work-in-progress | - | - |
| **(B)** | **41,677,324.95** | **11,813,870.07** |
| **Total Change in Inventories of Finished Goods** | **6,132,277.15** | **(29,863,454.88)** |

**Note 21**
**Employee Benefits Expenses**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Director Remuneration | 7,200,000.00 | 7,200,000.00 |
| Contribution to Provident Fund & others | 1,720,816.00 | 1,770,424.00 |
| Salary Expense | 13,639,305.00 | 16,326,538.00 |
| Wages Expense | 3,944,436.00 | 4,106,341.00 |
| **Total Employee Benefit Expenses** | **26,504,557.00** | **29,403,303.00** |

**Note 22**
**Finance Costs**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Interest Paid on OD | 36,622.00 | 648,432.00 |
| **Total Finance Costs** | **36,622.00** | **648,432.00** |

**PRITI INTERNATIONAL LIMITED**

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**Notes to Financial Statements for the year ended 31st March, 2026**

**Note 23**

**Other Expenses**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Advertisement Expense | 309,574.00 | 1,401,918.97 |
| Online Sale Expense | 24,331,238.10 | 24,673,602.03 |
| Bank Charges | 542,063.45 | 772,968.32 |
| Branch Store Development Expense | 1,472,538.00 | 4,826,029.40 |
| Clearing and Transportation Expense | 9,374,621.78 | 14,868,270.08 |
| CSR Contributions | 1,915,000.00 | 1,900,000.00 |
| Domestic & International Fair Participation Expense | - | - |
| Electricity Expense | 1,832,185.92 | 2,420,539.08 |
| Freight Expense | 4,011,839.26 | 13,690,435.87 |
| Insurance Expense | 284,740.17 | 237,317.82 |
| Job Work Charges | 10,072,562.50 | 11,892,036.68 |
| Legal and Professional Charges | 1948415.43 | 2591593.40 |
| Miscellaneous Machinery Items | 104730.00 | 323,373.00 |
| Office Expense | 868309.73 | 994,655.86 |
| Payment to Auditors | 650000.00 | 650,000.00 |
| Postage and Courier Expense | 0.00 | - |
| Printing and Stationary Expense | 108796.43 | 337,471.37 |
| Rent Expense | 17428521.00 | 17,433,072.00 |
| Repair and Maintenance Expense | 262490.04 | 507,985.07 |
| Telephone and Mobile Expense | 18012.00 | 18,012.00 |
| Travelling Expense | 241753.62 | 245,230.00 |
| Packing Charges | 0.00 | 2,172,358.38 |
| Other Expenses | 1212638.53 | 2,090,950.48 |
| | | - |
| **Total Other Expenses** | **76,990,029.96** | **104,047,819.81** |

**a. Payment to Auditors**

| **Particulars** | **For the year ended 31st March, 2026** | **For the year ended 31st March, 2025** |
|---|---|---|
| Statutory Audit Fees | 275,000.00 | 275,000.00 |
| Internal Audit Fees | 150,000.00 | 150,000.00 |
| Tax Audit Fees | 125,000.00 | 125,000.00 |
| Other Services | 100,000.00 | 100,000.00 |
| **Total payment to Auditors** | **650,000.00** | **650,000.00** |

**PRITI INTERNATIONAL LIMITED**

**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**

**(CIN : L36994RJ2017PLC058454)**

**Notes to Financial Statements for the year ended 31st March, 2026**

**b. Corporate social responsibility expenses**

As per Section 135 of the Companies Act, 2013, the Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| Gross amount required to be spent by the Company during the year | 1,915,000.00 | 1,900,000.00 |
| Amount approved by the Board to be spent during the year | 1,915,000.00 | 1,900,000.00 |
| Amount spent during the year on: | 1,915,000.00 | 1,900,000.00 |
| **Shortfall at the end of the year** | - | - |

**Nature of CSR Activities**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| **Expenditure during the year** | | |
| Contribution to Charitable Trust for Welfare of Society | 1,915,000.00 | 1,900,000.00 |
| **Total** | **1,915,000.00** | **1,900,000.00** |

**Details of CSR expenses other than ongoing project:**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| Opening balance | - | - |
| Amount required to be spent during the year | 1,915,000.00 | 1,900,000.00 |
| Amount spent during the year | (1,915,000.00) | (1,900,000.00) |
| **Closing balance** | **-** | **-** |

**Details of CSR expenses other than ongoing project:**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| **Opening Balance** | - | - |
| Add: Increased during the year | 1,915,000.00 | 1,900,000.00 |
| Less: Utilisation during the year | (1,915,000.00) | (1,900,000.00) |
| **Closing Balance** | **-** | **-** |

**Details of CSR expenses other than ongoing project:**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| **Opening Balance** | - | - |
| Add: Excess spent during the year | - | - |
| **Closing Balance (Available for set off in succeeding years)** | **-** | **-** |

**Note 24**

**Earnings per Share**

| Particulars | For the year ended 31st March, 2026 | For the year ended 31st March, 2025 |
|---|---|---|
| **Profit Attributable to Equity Holders for (Rs. in Lacs):** | | |
| Basic earnings | 9,015,187.34 | 47,539,000.00 |
| No. of Share outstanding at the end of the year | 13,353,328 | 13,353,328 |

**PRITI INTERNATIONAL LIMITED**

**Plot No. F-43 MIA, Basni Ist Phase, Jodhpur**

**(CIN : L36994RJ2017PLC058454)**

**Notes to Financial Statements for the year ended 31st March, 2026**

| | | |
|---|---|---|
| **Weighted Average Number of Equity Shares for:** | | |
| Basic EPS | 13,353,328 | 13,353,328 |
| Diluted EPS | 13,353,328 | 13,353,328 |
| | | |
| **Earnings per Equity Share (EPS) (Face Value of Rs.10/-)** | | |
| Basic (INR) | 67,512.66 | 356,008.63 |
| Diluted (INR) | 67,512.66 | 356,008.63 |

**Note 25**

**A. As per Ind AS 19 "Employee Benefits", the disclosures as defined are given below:**

**Assumptions used for valuation: In arriving at the valuation for gratuity, following assumptions were used:**

| Particulars | 2025-26 Gratuity (Unfunded) | 2024-25 Gratuity (Unfunded) |
|---|---|---|
| Mortality | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) |
| Rate of Employee Turnover | 1% to 8% | 1% to 8% |
| Rate of Discounting | 7.32% | 6.64% |
| Rate of Return on Plan Assets | NA | NA |
| Rate of Salary escalation | 6.00% | 6.00% |

The following table sets out status of gratuity plan and leave salary as required under Indian Accounting Standard 19 on "Employee Benefit".

| Particulars | 2025-26 Gratuity (Unfunded) | 2024-25 Gratuity (Unfunded) |
|---|---|---|
| **I. Table showing change in employee benefit obligation** | | |
| Opening defined benefit obligation | 51.37 | 44.47 |
| Interest Cost | 3.41 | 3.16 |
| Current Service Cost | 6.18 | 7.05 |
| Past Service Cost | - | - |
| Benefit Paid | - | - |
| Actuarial Loss / (gain) on Obligations | | |
| Due to Demographic Assumptions | - | - |
| Due to Financial Assumptions | (2.88) | 2.26 |
| Due to Experience | (7.23) | (5.56) |
| **Liability at the end of the period** | **50.85** | **51.37** |
| **II. Table showing change in Fair Value of Plan Assets** | | |

| Particulars | 2025-26 Gratuity (Unfunded) | 2024-25 Gratuity (Unfunded) |
|---|---|---|
| Fair Value of Plan Assets at the beginning | - | - |
| Adjustment to Opening fund | - | - |
| Expected Return on Plan Assets | - | - |
| Contributions | - | - |
| Benefit Paid | - | - |
| Actuarial gain /(loss) on Plan Assets | - | - |
| **Fair Value of Plan Assets at the end of the period** | **-** | **-** |
| **III. Expense recognized in Statement of Profit & Loss** | | |
| Current Service cost | 6.18 | 7.05 |
| Past Service Cost | - | - |
| Interest cost | 3.41 | 3.16 |
| **Total Expense recognized in Statement of Profit & Loss during the year** | **9.59** | **10.21** |
| **IV. Actual Gain / loss recognized in Other Comprehensive Income** | | |
| Actuarial (gain) / loss on obligations | 10.10 | 3.30 |
| Actuarial (gain) / loss on Plan Assets | - | - |
| Income Tax relating to Actuarial Gain / Loss | (2.54) | (0.83) |
| **Net Actuarial (gain) / loss recognized during the year** | **7.56** | **2.47** |
| **V. Amount recognized in Balance Sheet** | | |
| Liability at the end of the period | 50.85 | 51.37 |
| Fair Value of Plan Asset at the end of the period | - | - |
| **Net Amount recognized in Balance Sheet** | **50.85** | **51.37** |

| Particulars | 2025-26 Gratuity (Unfunded) | 2024-25 Gratuity (Unfunded) |
|---|---|---|
| Current liability | 16.76 | 15.03 |
| Non-current liability | 34.11 | 36.34 |
| **Total Liability** | **50.85** | **51.37** |

**VI. Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

| Sensitivity analysis - Gratuity | 2025-26 | | 2024-25 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | (3.76) | 4.43 | (4.24) | 5.07 |
| Salary growth rate (1% movement) | 1.89 | (1.82) | 2.51 | (2.54) |
| Withdrawal rate (1% movement) | 1.69 | (1.89) | 1.45 | (1.64) |
| Mortality rate (10% movement) | 0.04 | (0.04) | 0.04 | (0.04) |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

**Notes to Standalone Financial Statements for the year ended 31st March, 2026**

**Note 26. FINANCIAL INSTRUMENTS, FAIR VALUE AND RISK MEASUREMENTS**

**A. Financial instruments by category and their fair value**

*(₹ in Lacs)*

**As at March 31, 2026**

| Financial assets | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Investments-Non-Current | - | 72.85 | | 72.85 | 72.85 | | | 72.85 |
| Trade Receivables - Non-current | - | - | | - | | | | - |
| Trade Receivables - Current | - | - | 305.40 | 305.40 | | 305.40 | | 305.40 |
| Loans-Current | - | - | - | - | | | | - |
| Cash and Cash Equivalents | - | - | 52.57 | 52.57 | | 52.57 | | 52.57 |
| Other Bank Balances | - | - | - | - | | | | - |
| Other financial assets - Non-current | - | - | 2621.38 | 2621.38 | | 2621.38 | | 2621.38 |
| Other financial assets - Current | - | - | 81.87 | 81.87 | | 81.87 | | 81.87 |
| **Total financial assets** | **-** | **72.85** | **3061.22** | **3134.07** | **72.85** | **3061.22** | **-** | **3134.07** |
| **Financial liabilities** | | | | | | | | |

| Financial assets | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Long-term borrowings (incl. current maturities) | - | - | - | - | | | | - |
| Short-term borrowings | - | - | - | 0.00 | | | | 0.00 |
| Trade Payables | - | - | 172.92 | 172.92 | | 172.92 | | 172.92 |
| Other financial liabilities - Non-Current | - | - | - | - | | | | - |
| Other financial liabilities - Current | - | - | - | - | | | | - |
| **Total financial liabilities** | **-** | **-** | **172.92** | **172.92** | **-** | **172.92** | **-** | **172.92** |

**As at March 31, 2025**

| Financial assets | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Investments- Non-Current | - | 167.08 | | 167.08 | 167.08 | | | 167.08 |
| Trade Receivables | - | - | 650.32 | 650.32 | | 650.32 | | 650.32 |
| Loans- Current | - | - | - | - | | | | - |

| Financial assets | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Cash and Cash Equivalents | - | - | 7.23 | 7.23 | | 7.23 | | 7.23 |
| Other Bank Balances | - | - | - | - | | | | - |
| Other financial assets - Non-current | - | - | 2502.91 | 2502.91 | | 2502.91 | | 2502.91 |
| Other financial assets - Current | - | - | 29.65 | 29.65 | | 29.65 | | 29.65 |
| **Total financial assets** | **-** | **167.08** | **3190.12** | **3357.20** | **167.08** | **3190.12** | **-** | **3357.20** |
| **Financial liabilities** | | | | | | | | |
| Long-term borrowings (incl. current maturities) | - | - | - | - | | | | - |
| Short-term borrowings | - | - | 34.48 | 34.48 | | 34.48 | | 34.48 |
| Trade Payables | - | - | 189.14 | 189.14 | | 189.14 | | 189.14 |
| Other financial liabilities - Non-Current | - | - | - | - | | | | - |

| Financial assets | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Other financial liabilities - Current | - | - | - | - | | | | - |
| **Total financial liabilities** | **-** | **-** | **223.62** | **223.62** | **-** | **223.62** | **-** | **223.62** |

A. Fair value hierarchy

Level I - Quoted prices in active markets for identical assets or liabilities such as quoted price for an equity security on Security Exchanges.

Level II - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level III - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**B. Financial Risk Management**

The Company's activities expose it to variety of financial risks such as credit risk, liquidity risk, settlement risk and market risk. The Company's senior management overseas the management of these risk and also ensure that its financial risk activities are identified, measured and managed in accordance with its policies and risk objectives.

***(i) Credit risk***

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Since the company has exposure to regulated entities, the credit risk is limited. It is mitigated by timely monitoring of receivables. The company has robust accounts receivable collection mechanism which has ensured near zero level of credit risk since inception. The investment of the company is in high grade investment categories which reducing the credit risk exposure to near minimal.

**Exposure to credit risk**

There is no requirement for providing for expected credit loss as the company has robust collection mechanism and has not written off any amount due to client credit risk exposure.

***(ii) Liquidity risk***

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's principal sources of liquidity are cash and cash equivalents and FDR's classified under other financial assets.

**Exposure to liquidity risk**

There are no such major borrowings needs to repay except temporary OD against FDR for a time being. Available liquidity is sufficient to repay the contractual maturities of financial liability. There are no such non current financial liabilities exists hence we are not providing age wise contractual cash flow.

**C. Market risk**

Under the current changing dynamics of the market, there is always a business of market risk of the company. More innovation and R&D for new products, will be made so as to maintain its competitiveness. Value addition on the existing products will be carried out so as to maintain its leadership in the market. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprise three type of risk: interest rate risk, currency risk and other price risk, such as commodity risk.

***(i) Interest Rate Risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the overdraft etc. Facilities provided by the respective banks to the company carrying variable interest rates.

Since, the Company has not availed any long term credit facilities, therefore there is no need for the company to enter into hedge contract to mitigate the possible exposure risk.

***(ii) Foreign currency exchange risk***

Foreign currency is the risk that the fair values or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities.

The following table sets forth information relating to foreign currency exposure as at March 31, 2026:

| PARTICULARS | AMOUNT |
|---|---|
| **Financial Assets** | |

| PARTICULARS | AMOUNT |
|---|---|
| Trade Receivables | 113.75 |
| **Current Liabilities** | |
| Advance from Buyers | 116.14 |

**Note 27. RELATED PARTY DISCLOSURES**

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

| S. No. | Name of Related Party | Designation | Nature of Relationship |
|---|---|---|---|
| 1 | Priti Lohiya | Director | |
| 2 | Goverdhan Das Lohiya | Director | |
| 3 | Leela Lohiya | Director | Key Managerial Personnel (KMP) |
| 4 | Ritesh Lohiya | CFO | |
| 5 | Rashi Shrimal | CS | |
| 6 | Ritesh Lohiya-HUF | Director-HUF | Relative of Key Managerial Personnel (RKMP) |
| 7 | M/s Priti Innovations Private Limited | Common Director | Related Parties where KMP/RKMP exercise significant influence |
| 8 | M/s Urban Den | Proprietor Firm of RKMP | |

(ii) Transactions during the year with related parties: The following table summarizes related party transactions and balances for the year ended/as at March 31, 2026

| S.NO. | Nature of Transactions | KMP | RKMP | Entities in which KMP/RKMP have Significant Influence |
|---|---|---|---|---|

| S.NO. | Nature of Transactions | KMP | RKMP | Entities in which KMP/RKMP have Significant Influence |
|---|---|---|---|---|
| 1 | Rent | 144.00 | 30.00 | - |
| 2 | Remuneration | 123.26 | - | - |
| 3 | Sale of Goods | - | - | 34.11 |
| 4 | Purchase | - | - | - |
| 5 | Reimbursement of Expense | 0.45 | - | - |
| **Balance as at March 31, 2026** | | | | |
| 1 | Purchase / Sales | - | - | 48.85 |
| 2 | Remuneration | 84.86 | 0.25 | - |
| 3 | Rent | 74.52 | - | - |
| 4 | Reimbursement | 0.42 | - | - |

The following table summarizes related party transactions and balances for the year ended/as at March 31, 2025

| S.NO. | Nature of Transactions | KMP | RKMP | Entities in which KMP/RKMP have Significant Influence |
|---|---|---|---|---|
| 1 | Rent | 144.00 | 30.00 | - |
| 2 | Remuneration | 126.9 | - | - |
| 3 | Sale of Goods | - | - | 21.70 |
| 4 | Purchase | - | - | 27.35 |
| 5 | Conveyance Expense | - | - | - |
| 6 | Reimbursement of Expense | 8.99 | - | - |
| **Balance as at March 31, 2025** | | | | |
| 1 | Purchase | - | - | 25.61 |

| S.NO. | Nature of Transactions | KMP | RKMP | Entities in which KMP/RKMP have Significant Influence |
|---|---|---|---|---|
| 2 | Remuneration | 0.65 | - | - |

**Note 28.**

The Company has identified Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act, 2006.

| S.NO. | PARTICULARS | AS ON | |
|---|---|---|---|
| | | 31.03.2026 | 31.03.2025 |
| 1 | Principal amount due to suppliers registered under the MSMED Act, 2006 and remaining unpaid as at year end | 29.92 | 19.37 |
| 2 | Interest due to suppliers registered under the MSMED Act, 2006 and remaining unpaid as at year end | 1.34 | NIL |
| 3 | Principal amounts paid to suppliers registered under the MSMED Act, 2006, beyond the appointed day during the year | 80.15 | NIL |
| 4 | Interest paid, other than under Section 16 of MSMED Act, 2006, to suppliers registered under the MSMED Act, beyond the appointed day during the year | NIL | NIL |
| 5 | Interest paid, under Section 16 of MSMED Act, 2006, to suppliers registered under the MSMED Act, 2006, beyond the appointed day during the year | 0.15 | NIL |

| S.NO. | PARTICULARS | AS ON | |
|---|---|---|---|
| | | 31.03.2026 | 31.03.2025 |
| 6 | Interest due and payable towards suppliers registered under MSMED Act, 2006, for payments already made | NIL | NIL |
| 7 | Further interest remaining due and payable for earlier years | NIL | NIL |

*28.1 There are MSME creditors payable for 45 days and above, hence provision for interest is done as per the provision of the Micro and Small Enterprises Development Act, 2006*

**Note 29. SEGMENT INFORMATION (IND AS-108-Operating Segments)**

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting:

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

c) As per the provisions of Ind AS 108 "Operating Segments", the identification of operating segments which are 'Manufacturing and Selling of Handicraft/Wooden Items, Textile Items and Solar Products' are as per the performance assessment and resource allocation by the management.

Summarised segment information for the years ended March 31, 2026 and 2025 is as follows:

| S. No. | Particulars | 31-Mar-26 (Audited) | 31-Mar-25 (Audited) |
|---|---|---|---|
| 1 | **Segment Revenue** | | |
| | a) Wooden and Iron Handicraft | 1,725.64 | 7,280.93 |
| | b) Textile Handicraft | 103.83 | 26.50 |
| | c) Solar Product | 744.86 | 398.93 |
| | **Revenue from Operations** | **2,574.34** | **7,706.35** |

| S. No. | Particulars | 31-Mar-26 (Audited) | 31-Mar-25 (Audited) |
|---|---|---|---|
| 2 | **Segment Result** | | |
| | a) Wooden and Iron Handicraft | 643.59 | 1,620.39 |
| | b) Textile Handicraft | 38.72 | 5.90 |
| | c) Solar Product | 277.80 | 88.78 |
| | **Total Segment Profit before Interest and Tax** | **960.12** | **1715.07** |
| | (i) Finance Cost | 0.37 | (14.21) |
| | (ii) Interest Income | 191.46 | 199.89 |
| | (iii) Un-allocated (Expense)/Income (Net) | (1,025.26) | (1,260.97) |
| | **Profit Before Tax** | **126.68** | **639.77** |
| 3 | **Segment Assets** | | |
| | a) Wooden and Iron Handicraft | 3,837.56 | 3,792.68 |
| | b) Textile Handicraft | 28.23 | 18.06 |
| | c) Solar Product | - | 97.81 |
| | d) Unallocated | 3,957.88 | 3,930.78 |
| | **Total Segment Assets** | **7,823.66** | **7839.33** |
| 4 | **Segment Liabilities** | | |
| | a) Wooden and Iron Handicraft | 156.98 | 179.89 |
| | b) Textile Handicraft | 15.94 | 9.25 |
| | c) Solar Product | - | - |
| | d) Unallocated | 434.72 | 487.98 |
| | **Total Segment Liabilities** | **607.64** | **677.12** |

**Note 30. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

- maintain an optimal capital structure to reduce the cost of capital.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The following summarizes the capital of the Company:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Equity* | 7,216.02 | 7,162.21 |
| Short term borrowings and current maturities of long term borrowings | - | 34.48 |
| Long term borrowings | - | - |
| Total borrowings | - | 34.48 |
| **Total capital (Debt+Equity)** | **7,216.02** | **7,196.69** |

**Note 31.**
In the ordinary course of business, the Company faces claims and assertions by various parties. The company assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

**Note 32. Corporate Social Responsibility**
The provisions contained in Section 133 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 were applicable to the Company.

**Note 33.**
As at the balance sheet date, the Company has reviewed the carrying amount of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.

**Note 34. Other Notes**
(i) The Company does not have any Benami Property where any proceedings has been initiated or pending against company for holding any Benami Property.

(ii) The Company does not have granted any loan or advance in the nature of loan to promotors, KMP, Directors and related parties where it is repayable on demand or without specifying any terms of repayment.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(v) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vii) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

(viii) The Company does not undertake any transactions with respect to crypto currency or virtual currency during the financial year.

(ix) The Company does not have any transactions with Companies Struck off.

**Note 35.**
Sundry Debtors, Creditors, Loans and Advances balances as shown in the balance sheet are subject to confirmation from the parties concerned and consequential adjustments, if any.

**Note 36.**
Previous year figures have been re-grouped, re-arranged and re-casted wherever it is considered necessary to make them comparable with those of current year.

**Note 37. RECLASSIFICATION OF COMPARATIVE FIGURES**

Certain reclassifications have been made to the comparative period's financial statements to:

- enhance comparability and ensure consistency with the current year's financial statements; and

- ensure compliance with the Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013 (Revised).

The Company believes that such presentation is more relevant for understanding of the Company's performance. However, this does not have any material impact on the profit, equity and statement of cash flows for the comparative period.

**Items of balance sheet before and after reclassification as at 31st March, 2026:**

| Particulars | Balance before reclassification | Reclassification amount | Balance after reclassification |
|---|---|---|---|
| Retained Earnings (Note no. 11) | 2666.23 | (2.74) | 2,668.97 |
| Other Comprehensive Income (Note no. 11) | (6.79) | 2.74 | (9.53) |

**Note 38**
**Financial Ratios**

| Ratio | Numerator | Denominator | 2025-26 | 2024-25 | % Variance | Reason for variance |
|---|---|---|---|---|---|---|
| Current ratio (in times) | Current Assets | Current Liabilities | 7.85 | 7.04 | 12% | - |
| Return on equity ratio (in %) | Net profits after taxes | Average Shareholder's Equity | 1.25% | 6.84% | -82% | Revenue from operations was adversely impacted during the period as a result of changes in export tariff levies, leading to a decline in export-related sales. |

| Ratio | Numerator | Denominator | 2025-26 | 2024-25 | % Variance | Reason for variance |
|---|---|---|---|---|---|---|
| Inventory turnover ratio (in times) | Cost of Traded Goods + Changes in Inventories + Production Expenditure | Average Inventory | 0.48 | 2.29 | -79% | Average inventory levels were lower compared to the previous period, mainly due to a slowdown in export demand and the consequent reduction in inventory holdings. |
| Trade receivables turnover ratio (in times) | Revenue from operations | Average Accounts Receivables | 5.39 | 8.82 | -39% | The reduction in trade receivables was driven by lower export turnover during the period, leading to a decrease in amounts outstanding from customers. |

| Ratio | Numerator | Denominator | 2025-26 | 2024-25 | % Variance | Reason for variance |
|---|---|---|---|---|---|---|
| Trade payables turnover ratio (in times) | Cost of Traded Goods + Production Expenditure | Average Trade Payables | 8.57 | 21.22 | -60% | The decrease in trade payables during the period was primarily attributable to lower production levels, resulting in reduced procurement of raw materials and other production-related inputs. |
| Net capital turnover ratio (in times) | Revenue from Operations | Working Capital | 0.66 | 2.00 | -67% | Lower export orders during the period led to a decline in production volumes, consequently reducing the working capital requirements of the Company. |

| Ratio | Numerator | Denominator | 2025-26 | 2024-25 | % Variance | Reason for variance |
|---|---|---|---|---|---|---|
| Net profit ratio (in %) | Profit After Tax | Total Revenue from Operations | 3.50% | 6.17% | -43% | The Company's overall business declined compared to the previous period resulting in lower Profit After Tax. |
| Return on capital employed (in %) | Net Profit after taxes + Depreciation & Amortisation Expenses + Finance Costs - Other Income + Taxes | Tangible Net Worth + Total Debt + Deferred Tax Liability | -1.03% | 5.29% | -119% | Revenue from sales has decreased, resulting in a reduction in Return on Capital Employed (ROCE) compared to the previous year. |