

PRITHVI EXCHANGE (INDIA) LIMITED

(Formerly known as Prithvi Softech Limited)

CIN: L30006TN1995PLC031931

Registered Office Old No.6, New No.11, East Spur Tank Road, Chetpet, Chennai- 600031

Email id:secy@prithvifx.com, **Website:**www.prithvifx.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the members of **PRITHVI EXCHANGE (INDIA) LIMITED** will be held on Monday, July 01, 2019 at 11.00 A. M. at Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095 to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakhs) 6% Redeemable Preference Shares of 100/- (Rupees One Hundred Only) each be and is hereby reclassified as 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs 10/- (Rupees Ten Only) each;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each (Rupees Ten only) with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being. The Company has power from time to time to increase or reduce its Capital and to divide the Shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company and to vary, modify or abrogate any such right, privilege conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the Legislative, provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

ITEM NO. 2: ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of section 63, and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (**“SEBI”**) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“the ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Reserve Bank of India (**“RBI”**) or any other relevant authority from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee Authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for Capitalisation of a sum not exceeding Rs. 2,74,98,840/- (Rupees Two Crore Seventy Four Lakhs Ninety Eight Thousand Eight Hundred and Forty Only) from and out of the retained earnings and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus Equity Shares of Rs 10/- (Rupees Ten Only) each, credited as fully paid to eligible members of the Company holding Equity Shares of Rs 10/- (Rupees Ten Only) each of the Company whose names appear in the Register of Members as on ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up Equity share of Rs 10/- (Rupees Ten Only) each for every 2 (Two) existing fully paid-up Equity share of Rs. 10/- (Rupees Ten Only) each held by them and that the new bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such member and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank paripassu in all respects with the Existing fully paid-up Equity Shares of Rs.10/- each of the Company;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold the Shares in dematerialised form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold Equity Shares in certificate form, the share certificate(s) in respect of the Bonus Equity Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT in case of fractional Shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to such person(s)/entities, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting/deducting the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorised to take necessary steps for listing of such bonus Equity Shares on the Stock Exchanges where the securities

of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**By order of the Board of Directors
For Prithvi Exchange (India) Limited**

**Sd/-
Pavan Kumar Kavad
Whole Time Director
DIN: 07095542**

Registered Office:

Old No. 6, New No. 11,
East Spur Tank Road,
Chetpet, Chennai- 600031

Place : Chennai

Date : May 25, 2019

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty 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 shareholder.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting
5. This notice ("**EGM Notice**") will be sent to all the members, whose names appear in the Register of Members as on Friday, May 31, 2019. The EGM Notice is also posted on the website of the Company i.e. www.prithvifx.com.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
8. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
9. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's Shares is INE621B01021 and therefore Members holding Shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical Shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. Voting through electronic means:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - (b) **The remote e-voting period commences at 9.30 A.M on Friday, June 28, 2019 and ends at 5.00 P. M on Sunday, June 30, 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.**
 - (c) During the remote e-voting period, members of the Company, holding Shares either in physical form or dematerialized form, as on the cut off i.e **Monday, June 24, 2019**, may cast their vote electronically.
 - (d) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**

- (e) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e. **Monday, June 24, 2019**.
- (f) The facility for voting through polling paper shall be made available at the EGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through polling paper.
- (g) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (h) Any person who acquires Shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds Shares as on the cut-off date i.e. **Monday, June 24, 2019** should follow the instructions of E-voting as mentioned below. In case of any queries, the shareholder may also contact the Registrar and Transfer Agent viz. M/s. Integrated Registry Management Services Private Limited.
- (i) The 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 as well as voting at the EGM through ballot paper.
- (j) The procedure and instructions for the voting through electronic means is as follows:
 - a) In case of Shareholders' receiving e-mail from NSDL.
 - i. Open e-mail and open PDF file viz; "**Prithvi info e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login.
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Prithvi Exchange (India) Limited
 - viii. Now you are ready for e-Voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail esakics@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

- xiv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - xv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b) In case a Member receives physical copy of the Notice of EGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
11. The Board of Directors has appointed V. Esaki, Practicing Company Secretary (Membership No. 30353), Proprietor of M/s. V. Esaki & Associates to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall after conclusion of the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of EGM, prepare a consolidated scrutinizer's report of the total votes casts in favour or against, if any, and submit it to the chairman or any other person authorized by him in writing, who shall declare the results of the voting.
13. The results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz www.prithvifx.com and on the website of NSDL. The results shall also be forwarded to Exchange where the Shares of the Company are listed.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS
(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

ITEM NO. 1: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

The present Authorised Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of 10/- each (Rupees Ten Only) and 3,00,000 (Three Lakhs) 6% Redeemable Preference Shares of 100/- each (Rupees One Hundred Only) .

A separate proposal for Bonus issue of Equity Shares of face value of Rs. 10/- each has been submitted for the approval of Shareholders under Item no. 2 of this Notice.

As per the provisions of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders.

On reclassification of Authorised Capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital.

The preference Capital component of Authorised Capital is sought to be reclassified into Equity Shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakhs) 6% Redeemable Preference Shares of 100/- (Rupees One Hundred Only) each is reclassified as 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs 10/- (Rupees Ten Only) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend Clause V in the Memorandum of Association of the Company.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No.1 of this Notice except to the extent of their shareholding in the company.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the members.

ITEM NO. 2: ISSUE OF BONUS SHARES

The Board of Directors at its meeting held on May 25, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus Equity Shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up Equity share of Rs. 10/- (Rupees Ten only) each for every 2 (Two) existing fully paid-up Equity share of Rs. 10/- (Rupees Ten only) each by Capitalising a sum not exceeding Rs. 2,74,98,840 (Rupees Two Crore Seventy Four Lakhs Ninety Eight Thousand Eight Hundred and Forty only) out of retained earnings and/or any other permitted reserves / surplus of the Company, as may be considered appropriate based on the Audited Accounts of the Company for the Financial Year Ended March 31, 2019.

Article 59 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued Shares to be issued to the members as fully paid bonus Shares.

The issue of bonus Equity Shares by way of capitalisation of the sums standing to the credit of retained earnings and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus Equity Shares requires members' approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No.2 of this Notice except to the extent of their shareholding in the company.

The Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the members.

**By order of the Board of Directors
For Prithvi Exchange (India) Limited**

**Sd/-
Pavan Kumar Kavad
Whole Time Director
DIN: 07095542**

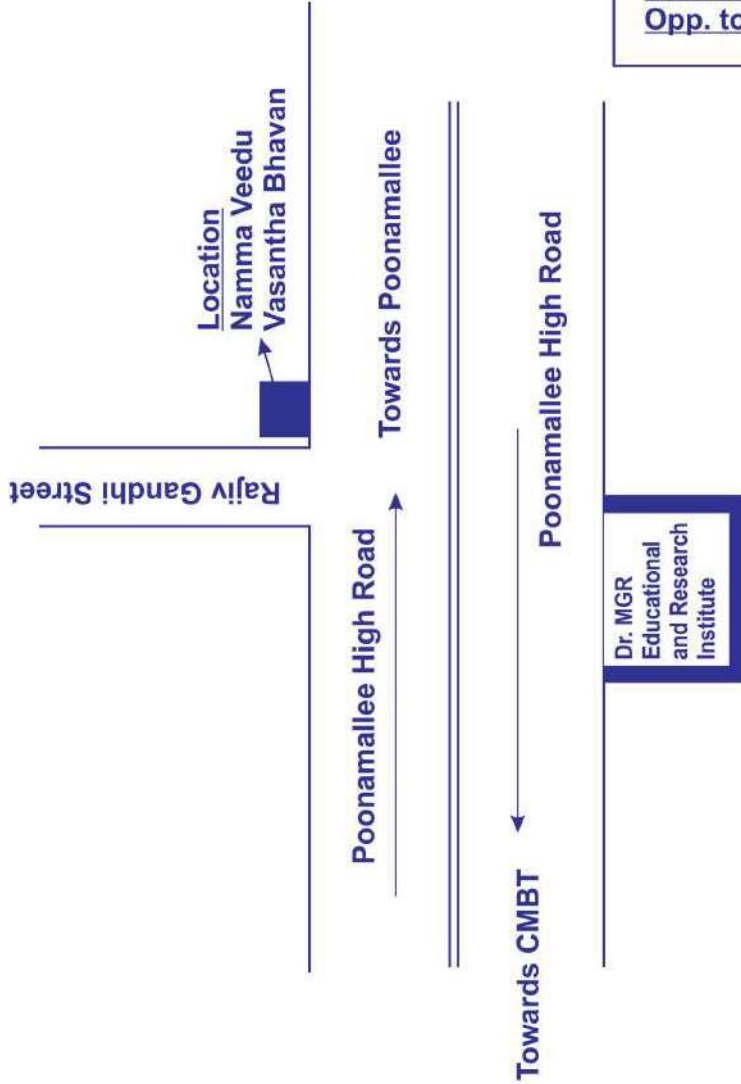
Registered Office:

Old No. 6, New No. 11,
East Spur Tank Road,
Chetpet, Chennai- 600031

Place : Chennai

Date : May 25, 2019

ROUTE MAP



Location
Namma Veedu Vasantha Bhavan
No.2, Poonamallee High Road,
Maduravoyal, Varalakshmi Nagar,
Chennai - 600 095,
Opp. to Dr. MGR University

PRITHVI EXCHANGE (INDIA) LIMITED

(Formerly known as Prithvi Softech Limited)

CIN : L30006TN1995PLC031931

Reg. Office: Old No.6, New No.11, East Spur Tank Road, Chetpet, Chennai - 31

Email id : secy@prithvifx.com, **Website :** www.prithvifx.com

ATTENDANCE SLIP

(To be presented at the entrance)

I hereby record my presence at the Extra Ordinary General Meeting on Monday, July 01, 2019 at 11.00 A.M at Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095.

Folio No. ----- DP. ID No. ----- Client ID. -----

Name of the Member / proxy holder

Signature -----

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the EGM notice etc. for reference at the Meeting

PRITHVI EXCHANGE (INDIA) LIMITED
(FORMERLY KNOWN AS PRITHVI SOFTECH LIMITED)
CIN: L30006TN1995PLC031931
Office: No. 11, East Spurtank Road, Chetpet
Chennai – 600 031 WEBSITE: www.prithvifx.com

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 Shareholder(s).....

Registered Address.....

Email Id.....

Folio No. /Client Id.....DPID.....

I/We, being the member (s) of Shares of the above named company, hereby appoint

1. Name:E-mail Id:

Address:

.....Signature:

or failing him

2. Name:E-mail Id:

Address:

.....Signature:

or failing him

3. Name:E-mail Id:

Address:

.....Signature:

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General meeting of the members of the Company, to be held on Monday, July 01, 2019 at Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095 at 11.00 A. M and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1.Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association
- 2.Issue of Bonus Shares

Signed this..... day of..... 2019

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s).....

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.