

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the company will be held on Tuesday 27/09/2016 at 11:00 a.m. at Namma Veedu Vasantha Bhavan No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite Mgr University, Chennai – 95 for transacting the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To Declare dividend on Equity Shares.
3. To appoint Mr. Pavan Kumar Kavad (DIN No 07095542), director who is retiring by rotation and being eligible offers himself for reappointment
4. To ratify appointment of Auditors M/S. CHANDARANA & SANKLECHA (ICAI Registration No.000557S) Chartered Accountants, Chennai, and to fix their remuneration.

### **Special Business**

#### **5. Appointment of Managing director**

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

"RESOLVED THAT in accordance with the provisions of the Section 196, 197 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ashok Kumar Kavad be and is hereby appointed as managing director of the company to the remuneration Rs.3,00,000/-per month (Rupees Three lac) for a period of three years from 01/10/2016 subject to a maximum as may be determined by the board from time to time subject to schedule V of the companies Act 2013. (Including the remuneration to be paid to him in the event of loss of inadequacy of profits in any financial year during the above said period)."

#### **6. Delivery of Documents**

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 20 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder ("the Rules") (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules for the time being in force) authority be and is hereby given to the Board of Directors of the Company and any committee which the Board of Directors may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution to determine the fee to be charged from member(s) who requests delivery of any document through a particular mode."

For and on behalf of the Board

Place: Chennai  
Date :01/08/2016

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





## NOTES:-

1. Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxies should however be deposited at the registered office of the company not less than 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto
4. The Register of Members of the Company will remain closed from September 21, 2016 to September 27, 2016 (both days inclusive) for annual closing.
5. The Notice of the AGM along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your Depository Participant(s) / Registrar and Share Transfer Agent (RTA) or write to us
6. Members may also note that the notice of the Annual General Meeting and the Annual Report 2016 will be available on the Company's Website: [WWW.prithvifx.com](http://WWW.prithvifx.com)
7. Members holding shares in physical form are requested to notify to the Company immediately of any change in their residential and e-mail address to the Registrar and Transfer Agents: INTEGRATED ENTERPRISES INDIA LIMITED, 2nd Floor, Kences Towers, No.1 Ramakrishnan Street, North Usman Road, T-Nagar, Chennai – 600 017. Tel : 044-28140801/02/03
8. Members holding shares in dematerialized form may inform the change in their residential and e-mail address to their Depository Participants.
9. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.
10. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.





11. All documents referred to in the accompanying notice and the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of declaration of results of the Annual General Meeting of the Company.

12. Information pursuant to Listing Agreement with the stock exchanges in respect of the Directors seeking appointment /re-appointment at the AGM are furnished in the Annual Report and this Notice. The Directors have furnished the requisite consents /declarations for their appointment re-appointment.

13. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

(i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

(ii) The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

(iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(iv) The remote e-voting period commences on 23/09/2016 (9:00 am) and ends on 26/09/2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20/09/2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20/09/2016.

(vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20/09/2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company / RTA.

(vii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

(viii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.





(ix) 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}.

(x) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

(xi) 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 as well as voting at the AGM through ballot paper.

(xii) Mr. N K BHANSALI ,Practising Company Secretary (Membership No. FCS 3942 ), Proprietor, M/s. N K BHANSALI & CO.,Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the AGM and the remote e-voting process in a fair and transparent manner.

(xiii)The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(xiv)The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast.

#### **Explanatory statement as per Section 102 of the Companies Act,2013**

##### **Item No 5**

Mr.Ashok Kumar Kavad was appointed as Managing Director of the Company w.e.f. 1<sup>st</sup>October , 2013 for a period of three years by the members of the Company in the Annual General Meeting held on 28/09/2013. His appointment was approved in accordance with Schedule XIII of the Companies Act, 1956.

The Board at its meeting held on 01/08/2016 on the recommendation of Nomination and Remuneration Committee has accorded in approval to the appointment of Mr.Ashok Kumar Kavad as managing director of the company for three years w.e.f. 01/10/2016 subject to the approval of the shareholders.

Except Mr.Ashok Kumar Kavad and Mr.Pavan Kumar Kavad , none of the other directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution proposed in item No.5. The Board of Directors recommends the above Resolution for the approval of the shareholders.

##### **Item No.6 :**

Section 20 of the Companies Act,2013 read with Rule 35 of the Companies(Incorporation) Rules,2014 provides the mode of service of documents inter alia to the members of the Company.The proviso to sub-section(2) of that Section states that where a member requests for delivery of any document through a particular mode,he shall pay fees as may be determined by the company in its annual General Meeting.Since such fee will be determined by the mode, weight and place of delivery of the document sought,,it is not possible to quantify the amount,and hence it is appropriate that the board of directors be authorized to determine the fee.None of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested in the Resolution,except as a shareholder of the Company.The Board of Directors accordingly recommends the ordinary Resolution set out at Item no.6 of the accompanying notice for approval of the shareholders which is an enabling resolution.



**Statement pursuant to sub-clause (iv) of Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013**

I. GENERAL INFORMATION																				
1.	Nature of Industry	FOREIGN EXCHANGE.																		
2.	Date of Commencement of Business	11 <sup>th</sup> August, 1995.																		
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable																		
4.	Financial Performance 31/03/2016	<table border="1"> <tr> <td>Income from operation</td> <td>Rs. 862 Lakhs</td> </tr> <tr> <td>Profit after Tax</td> <td>Rs. 201 lakhs</td> </tr> <tr> <td colspan="2">(Rs. in lakhs)</td> </tr> <tr> <td>Paid-up Share Capital</td> <td>549</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>1467</td> </tr> <tr> <td>Total</td> <td>2016</td> </tr> <tr> <td>Less: Investments</td> <td>198</td> </tr> <tr> <td>Preliminary Expenses (To The extent not written off)</td> <td>0</td> </tr> <tr> <td>Effective Capital as on 31-03-16</td> <td>1818</td> </tr> </table>	Income from operation	Rs. 862 Lakhs	Profit after Tax	Rs. 201 lakhs	(Rs. in lakhs)		Paid-up Share Capital	549	Reserves & Surplus	1467	Total	2016	Less: Investments	198	Preliminary Expenses (To The extent not written off)	0	Effective Capital as on 31-03-16	1818
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Effective Capital as on 31-03-16	1818																			
6.	Foreign investments or Collaborations, if any	NIL																		
<p><b>II. INFORMATION ABOUT APPOINTEE:</b></p> <p>Mr. Ashok Kumar Kavad</p>																				
1.	Background details	Mr. Ashok Kumar Kavad 52 years, has been the managing director of the company since December 2004. He is by profession a Chartered Accountant. Due to his continuous thrust for knowledge he pursued many courses and had been awarded Doctorate.																		
2.	Past Remuneration	Rs. 3,00,000/- per month (cost to the company)																		
3.	Recognition or awards	Doctorate in Jainology by Madras University																		
4.	Job Profile and his suitability	Mr. Ashok Kumar Kavad is entrusted with substantial powers of management and is responsible for the general day to day conduct of the business and affairs of the Company subject to the superintendence, control and supervision of the managing director and Board of Directors of the Company. In his tenor as managing director																		





		the company had improved its profitability	
5	Remuneration proposed	Rs.3,00,000/- per month (cost to the company)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration, is the minimum as compared with that one paid by other companies in the same line of business and of similar size. for a professional of his stature and experience.	
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He is related to Mr.Pavan Kumar kavad, Whole time director of the company	
1	III. OTHER INFORMATION		
	Reasons for loss or inadequate profits	Though the company is in to profits but due to limit prescribed in the statute the same is inadequate to pay the remuneration as proposed in the resolution It is to be noted that there is no increase proposed in the remuneration as compared to the remuneration drawn and approved by shareholders earlier in this regard	
2	Steps taken for improvement	Company is taking steps to reduce costs and to increase sales so as to increase the profits.	
3	Expected increase in productivity and profits in measurable terms	The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield higher growth in sales and in terms of Profit.	



**Information about director seeking appointment / re-appointment in this Annual General Meeting**

Name of the Director	Mr. Ashok Kumar Kavad	Mr.Pavan Kumar Kavad
DIN	01686091	07095542
Father's Name	Mr.P.Delichand Jain	Mr. Ashok Kumar Kavad
Date of Birth	12/05/1963	21/06/1993
Educational Qualifications	MA,FCA,PHD	B.COM (CS)
Experience	Finance	Finance & Foreign
Date of Appointment	30/11/2004	16/01/2015
Directorships in other listed company	NIL	NIL
Committee Memberships in other listed company	Nil	NIL
Number of shares held	2544842	30720

Place:Chennai  
Date :01/08/2016

For and on behalf of the Board  
Sd/

Pavan Kumar Kavad  
Whole Time Director  
DIN No: 07095542

