Prithvi Exchange (India) Limited

(Erstwhile Prithvi Softech Limited)



26-09-2019

Bombay Stock Exchange Limited Department of Corporate Services Floor 25, PJ Towers Dalal Street Mumbai -400001

Dear Sir/Madam, Sub: 24th Annual General Meeting E-voting and poll Results

In compliance of the Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, please find the enclosed Voting Results along with Scrutinizer's Report on the resolutions passed at the 24th AGM held on 25th September 2019.

Kindly acknowledge and take this into your records.

Thanking you, Yours Faithfully,

For prithvi Exchange (India) Limited

Pavan Kumar Kavad Whole Time Director

Regd.Off: No. 11, East Spur Tank Road, Chetpet

Chennai - 600 031

CIN NO.: L30006 TN1995PLC031931.

Tel: 044 - 43434250 www.prithvifx.com

Prithvi Exchange (India) Limited

(Erstwhile Prithvi Softech Limited)



A. Details on Proceedings of the Meeting

| SI. No. | Particulars | Details |
|------------|---|----------------------------------|
| 1 | Date of the AGM | 25 th September 2019 |
| 2 | Total Number of shareholders as on record Date | 4660 |
| <u>3</u> | No. of Shareholders present in the meeting either in person or through proxy: | 52 |
| | Promoters and Promoter Group. | 3 |
| | 2. Public | 49 |
| <u>4</u> | No. of Shareholders attended the meeting through Video Conferencing: | Not Applicable |
| | Promoters and Promoter Group Public | Not Applicable Not Applicable |

B. Results of the Meeting:

| SI. No. | Agenda | Resolution Required (Ordinary/ Special) | Mode of Voting | Remarks |
|------------|---|---|---|--------------------------------|
| Ordin | ary Business | | | |
| 1 | To receive, consider and adopt the Audited Balance Sheet of the Company as on 31stMarch 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon | Ordinary Resolution | Remote e- voting and ballot paper at the EGM | Passed with requisite majority |
| 2 | To appoint Mr. Suresh Kumar (DIN: 06691575), director who is retiring by rotation and being eligible offers himself for reappointment | Ordinary Resolution | Remote e- voting and ballot paper at the EGM | Passed with requisite majority |
| Specia | al Business | | | |
| 3 | Reappointment of Mr. K.N Deenadayalan (DIN: 02910246) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. | Special Resolution | Remote e- voting and ballot paper at the EGM | Passed with requisite majority |

FOR PRITHVI EXCHANGE (INDIA) LTD.

Whole Time Director

Regd.Off: No. 11, East Spur Tank Road, Chetpet

Chennai - 600 031

CIN NO.: L30006 TN1995PLC031931

Tel: 044 - 43434250 www.prithvifx.com

| Promoter promoter Promoter and adopt the Directors and Auditions Interested in the agenda/resolution Ordinary | | | | | runiyi Everlariye (Illula) Elimted | a) cirillited | | | | |
|--|-------|-------------------------------|--|--|------------------------------------|---|------------------------------|-------------------|---|--------------------------------|
| Ordinary Interested in the agenda/resolution? No No Abalance Sheet of the Company as on 31stMarch 2019, the Profit and Loss Account for the year and Auditors thereon. No. of votes polled No. of votes poll | | | | | Kesolution (1) | | | | | 118 |
| Promoter Promoter group are interested in the agenda/resolution? No receive, consider and adopt the Audited Balance Sheet of the Company as on 31stMarch 2019, the Profit and Loss Account for the year date and the Reports of the Directors and Audited Balance Sheet of the Company as on 31stMarch 2019, the Profit and Loss Account for the year date and the Reports of the Directors and Audited Balance Sheet of the Company as on 31stMarch 2019, the Profit and Loss Account for the year date and the Reports of the Directors and Audited Shares No. of votes police N | Ses : | solution required: | (Ordinary / Specia | (le | 3.5 | Ordinary | | | | |
| Promoter Mode of Voting Foundations the Auditors the recompany as on 31stMarch 2019, the Profit and Loss Account for the performant of the Reports and the Reports and the Reports of the Directors and Auditors thereon No. of votes polled No. of votes poll | 5 5 | ether promoter/ | promoter group a | re interested in the a | genda/resolution? | No | | | | |
| Promoter Mode of Voting Total No. of Shares No. of votes polled No. of votes p | pat | receive, consider and the Rep | and adopt the Audiorts of the Director | ited Balance Sheet of rs and Auditors therec | the Company as on 3 | 11stMarch 2019, tl | he Profit and | Loss Acco | unt for the ye | ar ended on |
| Promoter and Group E-Voting 595382 5935382 71.95 595382 6 = (4/2)*100 Promoter and Group Postal Ballot (if outline) 0 | | Promoter /Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes - | % of Votes in favor on votes nolled | % of Votes in against on votes |
| Promoter and Group E-Voting 5935382 5935382 71.95 5935382 0 100 Group Group Postal Ballot (if Omericable) 0 <td< td=""><td></td><td></td><td></td><td>1</td><td>2</td><td>3 = (2/1)*100</td><td>4</td><td>2</td><td>9</td><td>7 =</td></td<> | | | | 1 | 2 | 3 = (2/1)*100 | 4 | 2 | 9 | 7 = |
| Promoter Postal Ballot (if applicable) 0 | | Promoter and | E-Voting | 5935382 | 5935382 | 71.95 | 5935382 | c | (4/2)*100 | (5/2)*100 |
| Group postel Ballot (ff applicable)) Operated Ballot (ff | | Promoter | Poll | 0 | 0 | 0 | 0 | 0 0 | 001 | |
| Public-Institutional Holders E-Voting 60 | | Group | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutional holders E-Voting 0 | | | Total | 5935382 | 5935382 | 71.95 | 5935382 | 0 | 100 | c |
| tutional Poll 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | | Public - | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| ers Postal Ballot (if applicable) 0 <t< td=""><td></td><td>Institutional</td><td>Poll</td><td></td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></t<> | | Institutional | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| Total 0 100 <td></td> <td>holders</td> <td>Postal Ballot (if applicable)</td> <td>0</td> <td>-0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> | | holders | Postal Ballot (if applicable) | 0 | -0 | 0 | 0 | 0 | 0 | 0 |
| c-Others E-Voting 960390 960390 11.64 960390 0 100 Poll applicable) 90 0 0.0011 90 0 100 Total 960480 960480 960480 11.64 960480 0 100 Foli 90 90 0.0011 90 0 100 0 Poll applicable) 90 0 0 0 0 0 0 0 Total 6895862 6895862 6895862 0 0 0 0 0 | | | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Poll Postal Ballot (if applicable) 90 90 0.00011 90 0 100 Total Applicable) 960480 960480 11.64 960480 0 100 0 E-Voting Foul Ballot (if applicable) 90 0.0011 90 0 100 0 Postal Ballot (if applicable) 0 0 0 0 0 0 0 0 Total 6895862 6895862 83.59 6895862 0 100 0 | | Public-Others | E-Voting | 960390 | 960390 | 11.64 | 960390 | 0 | 100 | 0 |
| Postal Ballot (if applicable) 0 0 0 0 0 0 0 Total applicable) 960480 960480 11.64 960480 0 100 100 E-Voting E-Voting Poll applicable) 6895772 6895772 83.59 6895772 0 100 Postal Ballot (if applicable) 0 0 0 0 0 0 0 Total Total 6895862 6895862 83.59 6895862 0 100 0 | | 8 | Poll | 06 | 90 | 0.0011 | 90 | 0 | 100 | 0 |
| Total 960480 960480 960480 11.64 960480 0 100 E-Voting 6895772 6895772 83.59 6895772 0 100 Postal Ballot (if applicable) 0 0 0 0 0 0 Total 6895862 6895862 83.59 6895862 0 100 | | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| E-Voting 6895772 6895772 83.59 6895772 0 100 Postal Ballot (if applicable) 0 0 0 0 0 0 0 Total 6895862 6895862 83.59 6895862 0 100 | | | Total | 960480 | 960480 | 11.64 | 960480 | 0 | 100 | |
| 90 90 0.0011 90 0 100 cable) 0 0 0 0 0 6895862 6895862 83.59 6895862 0 100 | | Total | E-Voting | 6895772 | 6895772 | 83.59 | 6895772 | 0 | 100 | |
| cable) 6895862 6895862 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | | ii. | Poll | 90 | 90 | 0.0011 | 90 | 0 | 100 | |
| 6895862 6895862 83.59 6895862 0 100 | | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | | Total | 6895862 | 6895862 | 83.59 | 6895862 | 0 | | 0 |
| | | | | | | | - | | | |

PAVAN KUMARKAVAD

| | | | | Prithvi Exchange (India) Limited |) Limited | | | | |
|-------------|-----------------------|---|---|---|---|------------------------------|------------------------------|---|---------------------------------------|
| | | | | Resolution (2) | | | | | |
| Resc | olution required: | Resolution required: (Ordinary / Special) | () | | Ordinary | | | | |
| Whe | sther promoter/ μ | oromoter group ar | Whether promoter/ promoter group are interested in the a | agenda/resolution? | No | | | | |
| Тоа | ppoint Mr. Suresh | ո Kumar (DIN: 066 <u>s</u> | To appoint Mr. Suresh Kumar (DIN: 06691575), director who i | is retiring by rotation and being eligible offers himself for reappointment | and being eligible | offers hims | elf for reap | pointment | |
| SI . No. | Promoter /Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes - against | % of Votes in favor on votes polled | % of Votes in against on votes polled |
| | | S | | 2 | 3 = (2/1)*100 | 4 | 2 | = 9 | 7 = |
| | | | | | | | | (4/2)*100 | (5/2)*100 |
| - | Promoter and | E-Voting | 5935382 | 5935382 | 71.95 | 5935382 | 0 | 100 | 0 |
| Ħ | Promoter | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Group | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 5935382 | 5935382 | 71.95 | 5935382 | 0 | 100 | 0 |
| 2 | Public - | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Institutional | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | holders | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0, | 0 |
| | | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| m | Public-Others | E-Voting | 960390 | 960390 | 11.64 | 960390 | 0 | 100 | 0 |
| | | Poll | 06 | 06 | 0.0011 | 90 | 0 | 100 | 0 |
| | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 960480 | 960480 | 11.64 | 960480 | 0 | 100 | 0 |
| | Total | E-Voting | 6895772 | 6895772 | 83.59 | 6895772 | 0 | 100 | 0 |
| | | Poll | 06 | 06 | 0.0011 | 90 | 0 | 100 | 0 |
| | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 6895862 | 6895862 | 83.59 | 6895862 | 0 | 100 | 0 |

FOR PRITHVI ENCHANGE (INDIA) LTD.

MANA KUMAR KAVAD Whole Time Director

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| | | | | Resolution (3) | on (3) | | | | |
|--|--|----------------------------------|----------------------|---------------------|---|----------------|-------------|---------------|---------------|
| Res | Resolution required: (Ordinary / Special) | linary / Special) | | | Special | | | | |
| Whe | Whether promoter/ promoter group are interested in the agenda/ | noter group are inter | ested in the agenda/ | resolution? | N | | | | |
| Rea | Reappointment of Mr. K.N Deenadayalan (DIN: 02910246) | K.N Deenadayala | | as an Independent | Director of the Comm | out for a con | 3 | | |
| S | Promoter /Public | Mode of Voting | | No of many | No effective model of the company for a second term of five consecutive years | ally for a sec | ond term of | TIVE consecut | ive years |
| S | | 9 | Charles of | No. or votes polled | % of Votes Polled on | No. of Votes | No. of | % of Votes | % of Votes in |
| <u>.</u> | | , | snares Held | | outstanding shares | in favour | Votes - | in favor on | against on |
| | | , | | | | | against | votes polled | votes polled |
| • | | | Н | | 3 = (2/1)*100 | 4 | 5 | = 9 | 7 = (5/2)*100 |
| 1 | Promoter and | E-Voting | 2021203 | | | | | (4/2)*100 | |
| | Promoter Groun | ב-עספוופ | 2935382 | 5935382 | 71.95 | 5935382 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 5935382 | 5935382 | 71.95 | 5935382 | 0 | 100 | 0 |
| 7 | Public - | E-Voting | 0 | 0 | 0 | 0 | 0 | 200 | |
| | Institutional | Poll | 0 | 0 | 0 | 0 | U | 0 0 | |
| | cianion | Postal Ballot (if | 0 | 0 | | , (| , | o | 5 |
| | | applicable) |) | > | 0 | 0 | 0 | 0 | 0 |
| | ٨ | Total | 0 | 0 | 0 | 0 | 0 | | |
| m | Public-Others | E-Voting | 960390 | 960390 | 11.64 | 06030 | 0 0 | 200 | |
| | | Poll | 06 | 00 | 0000 | 000000 | | TOO | 0 |
| | | Att telled letted | 00 | 06 | 0.0011 | 90 | 0 | 100 | 0 |
| | | applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | 960480 | 960480 | 11.64 | 960480 | 0 | 100 | 0 |
| | Total | E-Voting | 6895772 | 6895772 | 83.59 | 6895772 | 0 | 100 | 0 |
| | | Poll | 06 | 06 | 0.0011 | 06 | 0 | | 0 |
| 19-20-20-20-20-20-20-20-20-20-20-20-20-20- | | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | | 0 |
| | | Total | 6895862 | 6895862 | 83.59 | 6895862 | 0 | 100 | 0 |
| | | | 8 | | | - | | | |
| | | | | | 1 | | | | |

FOR PRITHVI EXCHANGE (INDIA) LTD.

AVAN KUMAR KAVAD

GSTIN: 33AAWPE9242Q1ZX Phone: 044-26194692 Mobile: +91 9789804692

Email: esakics@gmail.com

Scrutinizer's Report

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

PRITHVI EXCHANGE (INDIA) LIMITED

CIN: L30006TN1995PLC031931

Chennai - 600 031.

Dear Sir,

Sub: Report of Scrutinizer for e-voting of the Company.

1) I, V.Esaki, Proprietor of M/s.V.Esaki & Associates Company Secretaries in Practice, have been appointed as Scrutinizer, for the purpose of scrutinizing for conducting the postal ballot and e-voting process in a fair and transparent manner on the resolution contained in the Notice to 24th Annual General Meeting of the company held on 25th September 2019 at 11.30 AM. Annual General Meeting Notice was given pursuant to section 108 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014,

- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and poll on the resolutions contained in the Notice of the AGM of the Company.
- 3) My responsibility as Scrutinizer for the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports downloaded from the e-voting system

provided by NDSL for e-voting and the Polling Papers received on the Poll conducted at the AGM.

4) I submit my report as under:

- a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice through remote e-voting services provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 18th September, 2019 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 3 in the Notice of the AGM of the Company.
- c) The period for e-voting commenced on Saturday, 21st September, 2019 at 9.30 A.M. and ended on Tuesday, 24th September, 2019 at 5.00 P.M. and thereafter, the NSDL e-voting platform was blocked.
- d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, who are not in the employment of the Company.
- e) After conclusion of the Polling at the AGM of the Company held on 25th September, 2019, I have unlocked the Polling Box in the presence of two witnesses, who are not in the employment of the Company. On the conclusion of the Annual General Meeting, the full details of votes cast through remote evoting were made available to me by the NDSL.
- f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the NDSL e-voting system and on Poll based on the Polling Papers received at the AGM.
- g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:



Resolution No: 1

Nature of resolution: Ordinary Resolution

Consideration & Adoption of Audited Accounts for the year ended on 31st March, 2019.

(i) Voted in favour of the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------|-------------------------|-------------------------------|---------------------------------------|
| E-Voting | 14 | 6895772 | 100 |
| Poll | 6 | 90 | 0 |
| Total | 20 | 6895862 | 100 |

(ii) Voted against the resolution:NIL

| | Number members voted | of | Number of cast (Shares | | % of total number of valid votes cast |
|----------|-------------------------|----|------------------------|---|---------------------------------------|
| E-Voting | | 0 | | 0 | 0 |
| Poll | | 0 | N. | 0 | 0 |
| Total | | 0 | | 0 | 0 |

| Total valid votes(i) | 20 | 6895862 | 100 |
|----------------------|-----|---------|-----|
| + (ii) | , p | | |

(iii) Invalid Votes:

| | Number members voted | of | Number of cast (Shares) | | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|---|---------------------------------------|
| E-Voting | 1 100 | 0 | | 0 | 0 |
| Poll | | 0 | | 0 | 0 |
| Total | | 0 | | 0 | 0 |



Resolution No: 2

Nature of Resolution: Ordinary Resolution

To Appoint Mr SURESH KUMAR (DIN 06691575), director who is retiring by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution:

| 4 | Number of members voted | of | Number cast (Sha | | | % of total number of valid votes cast |
|----------|-------------------------|-----|---------------------|----|-------|---------------------------------------|
| E-Voting | 1 | 4 | | 68 | 95772 | 100 |
| Poll | | 6 | | | 90 | 0 |
| Total | 2 | 0.9 | | 68 | 95862 | 100 |

(ii) Voted against the resolution: NIL

| | Number members voted | of | Number of cast (Shares) | | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|---|---------------------------------------|
| E-Voting | | 0 | 1 | 0 | 0 |
| Poll | | 0 | 1 | 0 | 0 |
| Total | | 0 | | 0 | 0 |

| Total valid votes(i) + | 20 | 6895862 | 100 |
|------------------------|----|---------|-----|
| (ii) | | | |

(iii) Invalid Votes:

| | Number members voted | of | Number of cast (Shares | | % of total number of valid votes cast |
|----------|-------------------------|----|------------------------|---|---------------------------------------|
| E-Voting | | 0 | | 0 | 0 |
| Poll | | 0 | | 0 | 0 |
| Total | | 0 | | 0 | 0 |



Resolution No: 3

Nature of Resolution: Special Resolution

Reappointment of K.N.Deenadayalan, as an Independent Director of the Company for a Second term of Five Consecutive Years, In terms of Section 149 of the Companies Act 2013.

Voted in favour of the resolution: (i)

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------|-------------------------|-------------------------------|---------------------------------------|
| E-Voting | 14 | 6895772 | 100 |
| Poll | 6 | 90 | 0 |
| Total | 20 | 6895862 | 100 |

(ii) Voted against the resolution: NIL

| | Number members voted | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting | | 0 | 1 | 0 | 0 |
| Poll | | 0 | 1 | 0 | 0 |
| Total | | 0 | 1 | 0 | 0 |

| Total valid votes(i) + | 20 | 6895862 | 100 |
|------------------------|----|---------|-----|
| (ii) | | | |

(iii) Invalid Votes:

| | Number members voted | of | Number of cast (Share | | % of total number of valid votes cast |
|----------|-------------------------|----|-----------------------|---|---------------------------------------|
| E-Voting | | 0 | | 0 | 0 |
| Poll | | 0 | | 0 | 0 |
| Total | | 0 | | 0 | 0 |

Thanking You,

Yours Faithfully,

V.Esaki & Associates

Company Secretaries

Proprietor Member Ship No: 30353

Place: Chennai Date: 25.09.2019 For PRITHVI EXCHANGE (INDIA) LTD.

(K.N. DEENADAYALAN) Chairman Of the meeting