

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the Twenty-Fifth Annual General Meeting of M/s.Prithvi Exchange (India) Limited, will be held on 28<sup>TH</sup> September, 2020 at 11.00 AM IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2020, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.

2. To declare final dividend on Equity Shares for the Financial Year 2019-20

3. To appoint Mr. Suresh Kumar (DIN: 06691575), director who is retiring by rotation and being eligible offers himself for reappointment.

### **SPECIAL BUSINESS**

4. Reappointment of Mr. Mahavir Chand (DIN: 00671041) 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.:

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mahavir Chand (DIN: 00671041), who was appointed as an Independent Director of the Company for a term of five years up to September 28, 2020, by the members at the 20<sup>th</sup> Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 29, 2020 up to September 28, 2025 not liable to retire by rotation.”

5. Reappointment of Ms. Anuradha Jayaraman (DIN: 00747419) 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.:

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Anuradha Jayaraman (DIN: 00747419), who was appointed as an Independent Director of the Company for a term of five years up to September

28, 2020, by the members at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 29, 2020 up to September 28, 2025 not liable to retire by rotation.”

6. Reappointment of Mr. Pavan Kumar Kavad(DIN:07095542) as Whole Time Director of the Company for a term of five consecutive years, in terms of Section 196 of the Companies Act, 2013: To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special Resolution:

“RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (“Board”) and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Pavan Kumar Kavad as the Whole Time Director of the Company, not liable to retire by rotation, for a further period of five years from September 29, 2020 to September 28, 2025, on the payment of remuneration and other terms and conditions as set out below:

**A. Consolidated Salary**

Consolidated Salary: Upto a Maximum of Rs. 3 Lakhs p.m. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

**B. Overall Remuneration**

The Nomination and Remuneration Committee/Board as it may in its absolute discretion deem fit, revise the remuneration payable to Mr. Pavan Kumar Kavad, during any financial year, during the currency of the tenure of office of Mr. Pavan Kumar Kavad, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board and WTD, subject to the condition that the remuneration by way of salary and other benefits, shall be within the limits permissible under Section 197, read with Schedule V of the Act.

**C. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits, or its profits are inadequate, the Company will pay to the WTD, remuneration as specified above in para A.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which it may deem necessary in this behalf.”

For and on behalf of the Board

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

Place: Chennai

Date: 29-08-2020

## NOTES:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular No.20/2020 dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM, In compliance with the provisions of the Companies Act 2013, SEBI (LODR)

2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

3. The relevant details, pursuant to Regulations 26(4) and 6(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to esakics@gmail.com with a copy marked to evoting@nsdl.co.in.

6. The Company has fixed Monday, 21st September, 2020 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM. If the final dividend, as recommended by the Board of Directors, is 2.5% each per share on paid-up equity share capital of the Company. The register of members and transfer books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 both days inclusive, for the purpose of payment of final dividend.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Integrated Registry Management Services Private Limited for assistance in this regard.

8. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Integrated Registry Management Services Private Limited (RTA) in case the shares are held by them in physical form.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Integrated Registry Management Services Private Limited (RTA) in case the shares are held by them in physical form.

10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <http://prithvifx.com/>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to [srirams@integratedindia.in](mailto:srirams@integratedindia.in), Integrated Registry Management Services Private Limited (RTA) in case the shares are held in physical form

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Integrated Registry Management Services Private Limited (RTA), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21st September, 2020 through email on [secy@prithvifx.com](mailto:secy@prithvifx.com). The same will be replied by the Company suitably.

14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <http://prithvifx.com/>, websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. Instructions for e-voting and joining the AGM are as follows:

## **A. VOTING THROUGH ELECTRONIC MEANS**

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on 25th September 2020 (9:00 a.m. IST) and ends on 27th September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 21st September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

iii. The Board of Directors has appointed Mr. V Esaki (Membership No. ACS 30353) V Esaki & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

### **How to Log-in to NSDL e-voting website?**

1. 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.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders” section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

**5. Your password details are given below:**

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.

7. If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:

a) Click on “Forgot User Details/Password?”

(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.

9. Now, you will have to click on “Login” button

10. After you click on the “Login” button, Homepage of e-voting will open.

### **Details on Step 2 are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company, which is 113843

4. Now you are ready for e-voting as the Voting page opens

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.)

are required to send a scanned 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 email to [esakics@gmail.com](mailto:esakics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Integrated Registry Management Services Private Limited (RTA) at <a href="mailto:srirams@integratedindia.in">srirams@integratedindia.in</a>, providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none"> <li>a) Name and Branch of the Bank in which you wish to receive the dividend,</li> <li>b) the Bank Account type,</li> <li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>d) 9 digit MICR Code Number, and</li> <li>e) 11 digit IFSC Code</li> <li>f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ul>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>



## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager-NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553/ +91 9326781467.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [secy@prithvifx.com](mailto:secy@prithvifx.com) from 21st September, 2020 (9:00 A.M. IST) to 24th September, 2020 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### **Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.prithvifx.com](http://www.prithvifx.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the Businesses mentioned at Item no. 6 of the accompanying Notice:

### **Item No. 4**

Mr. Mahavir Chand (DIN: 00671041) was appointed as an independent Director on the Board of the Company on 29th September 2015. In terms of Section 149 and other applicable provisions of the

Companies Act, 2013, members of the Company at the 20th Annual General Meeting held on September 29, 2015 approved the appointment of Mr. Mahavir Chand as an Independent Director of the Company for a period of 5 years up to September 29, 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Mahavir Chand that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1) (b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Mahavir Chand as an Independent Director of the Company commencing from September 29, 2020 up to September 28, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Mahavir Chand fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Mahavir Chand, the Board of Directors at its meeting held on 25th July 2020 approved the continuance of office of Mr. Mahavir Chand as mentioned in the resolution. It will be in the best interests of the Company to continue him as a Board member for further period of five years.

Mr. Mahavir Chand does not hold any shares of Prithvi Exchange India Limited. He is not related to any other Directors/KMPs of the Company. He is not a Member/Chairman of Committees of other Companies.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Mahavir Chand, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No.4 for approval of the members at the 25th Annual general Meeting, by way of Special Resolution.

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

Ms. Anuradha Jayaraman (DIN: 00747419) was appointed as an independent Director on the Board of the Company on 29th September 2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 20th Annual General Meeting held on September 29, 2015 approved the appointment of Ms. Anuradha Jayaraman as an Independent Director of the Company for a period of 5 years up to September 29, 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Ms. Anuradha Jayaraman that, she is not

disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1) (b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Ms. Anuradha Jayaraman as an Independent Director of the Company commencing from September 29, 2020 up to September 28, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under, she is not liable to retire by rotation.

In the opinion of the Board, Ms. Anuradha Jayaraman fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Anuradha Jayaraman, the Board of Directors at its meeting held on 25th July 2020 approved the continuance of office of Ms. Anuradha Jayaraman as mentioned in the resolution. It will be in the best interests of the Company to continue her as a Board member for further period of five years.

Ms. Anuradha Jayaraman does not hold any shares of Prithvi Exchange (India) Limited. She is not related to any other Directors/KMPs of the Company. She is not a Member/Chairperson of Committees of other Companies.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Ms. Anuradha Jayaraman, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No.4 for approval of the members at the 25th Annual general Meeting, by way of Special Resolution.

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

Mr. Pavan Kumar Kavad (DIN: 00671041) was appointed as a Whole Time Director on the Board of the Company on 29th September 2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 20th Annual General Meeting held on September 29, 2015 approved the appointment of Mr. Pavan Kumar Kavad as Whole Time Director of the Company for a period of 5 years up to September 28, 2020.

The resolution seeks the approval of members for the re-appointment of Mr. Pavan Kumar Kavad as whole Time Director of the Company commencing from September 29, 2020 up to September 28, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

Consolidated Salary: Upto a Maximum of Rs. 3 Lakhs p.m. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

In the event of inadequacy of profits in any financial year during the aforesaid period, the Company will pay the remuneration and perquisites to Mr. Pavan Kumar Kavad, as mentioned in the resolution.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Pavan Kumar Kavad, the Board of Directors at its meeting held on 25th July 2020 approved the continuance of office of Mr. Pavan Kumar Kavad as mentioned in the resolution. It will be in the best interests of the Company to continue him as a Board member for further period of five years.

Mr. Pavan Kumar Kavad hold 2982060 shares of Prithvi Exchange India Limited. He is not a Member/Chairman of Committees of other Companies.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Pavan Kumar Kavad, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No.6 for approval of the members at the 25th Annual general Meeting, by way of Special Resolution.

### **Pursuant to Item No 3**

Name of the Director	Mr. SURESH KUMAR
DIN	06691575
Date of Birth	01/06/1958
Educational Qualification	B.COM
Experience	5 Years
Date of Appointment	22/01/2014
Directorships in other listed company	Nil
Committee Memberships in other listed company	Nil
Number of shares held	0

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015) AND SECRETARIAL STANDARDS-2.

### **Details of Directors seeking re-appointment at the Annual General Meeting**

#### **Pursuant to item No. 4**

<b>Particulars</b>	<b>Mr. Mahavir Chand</b>
DIN	00671041
Date of Birth	03-09-1972
Date of Appointment	29-09-2015
Qualifications	Chartered Financial Analyst- ICFAI M.Com
Expertise in specific functional areas	Information Technology
Directorships held in other companies	GodB Tech Private Limited
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	0

Pursuant to item No. 5

<b>Particulars</b>	<b>Ms. Anuradha Jayaraman</b>
DIN	00747419
Date of Birth	14-04-1955
Date of Appointment	29-09-2015
Qualifications	1. F. C.A (Chartered Accountant) 2. A.C.S (Company Secretary) 3. A.I.C.M.A (Cost Accountant)
Expertise in specific functional areas	Taxation, Auditing and Company Law
Directorships held in other companies	1. Procon Systems Private Limited 2. Candeo Infotech Private Limited 3. Surana & Surana International Accountants Private Limited
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	0

Pursuant to item No. 6

<b>Particulars</b>	<b>Mr. Pavan Kumar Kavad</b>
DIN	07095542
Date of Birth	21-06-1993
Date of Appointment	29-09-2015
Qualifications	B.Com (Corporate Secretaryship)
Expertise in specific functional areas	Money Changing
Directorships held in other companies	NIL
Memberships / Chairmanships of committees of other companies	NIL
Number of shares held in the Company	2982060 (As on 31st March 2020)

For and on behalf of the Board

Sd/-

Pavan Kumar Kavad

Whole Time Director

DIN No: 07095542

Place : Chennai

Date : 29-08-2020