

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 24th Annual General Meeting of the company will be held on Wednesday, 25th day of September, 2019 at 11.30 A.M. at Hotel Ashoka, 47, Pantheon Rd, Egmore, Chennai, Tamil Nadu 600008 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon
2. To appoint Mr. Suresh Kumar (DIN: 06691575), director who is retiring by rotation and being eligible offers himself for reappointment.

SPECIAL 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.:

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. K.N Deenadayalan (DIN: 02910246), who was appointed as an Independent Director of the Company for a term of five years up to September 27, 2019, by the members at the 19th 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 27, 2019 up to September 27, 2024, not liable to retire by rotation."

For and on behalf of the Board

Sd/-

Pavan Kumar Kavadi
Whole Time Director
DIN: 07095542

Place: Chennai

Date: 10-08-2019

NOTES:-

1. The information required to be provided as per section 102 of Companies Act, 2013, secretarial standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are furnished in the explanatory statement which is annexed hereto.
2. 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 instrument of proxy 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.
3. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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 here to
5. The Register of Members of the Company will remain closed from September 14, 2019 to September 25, 2019 (both days inclusive) for annual closing.
6. Pursuant to Section 124 (5) of the Companies Act, 2013, all unclaimed dividends shall be transferred to the 'Investor Education and Protection Fund' of the Central Government after a period of 7 years from the date of declaration. Shareholders who have not encashed the dividend warrants for the years 2011-2012 to 2017-18 are requested to write to the Registrar and Share Transfer Agents of the Company, M/s. Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No.1 Ramakrishnan Street, North Usman Road, T-Nagar, Chennai – 600 017 Tel : 044-28140801/02/03 for claiming the dividend
7. Dividend declared in the year 2011-12 for the financial year ending as on 31st March 2012 and remaining unclaimed will be transferred to Investor Education and Protection Fund after conclusion of this Annual General.
8. 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.
9. Members may also note that the notice of the Annual General Meeting and the Annual Report 2019 will be available on the Company's Website: www.prithvifx.com.
10. 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 Registry Management Service Private Limited, 2nd Floor, Kences Towers, No.1, Ramakrishnan Street, North Usman Road, T-Nagar, Chennai – 600 017. Tel: 044-28140801/02/03.

11. Members holding shares in dematerialized form may inform the change in their residential and e-mail address to their Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and Bank account details to Company in terms of SEBI Circular dated 20th April, 2018.
13. Institutional Members/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorised representatives to attend annual general meeting are requested to submit before the commencement of annual general meeting a duly certified copy of their board resolution.
14. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the depositories and the Company will not entertain any direct request from such member for change/deletion in such bank details. Members may therefore give instructions regarding bank accounts to their respective depository participants only.
15. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits Companies to send soft copies of the annual report to all those shareholders who have registered their e-mail address with the Company/depository participants. To support this green initiative, the shareholders holding shares both in physical/ demat form are requested to register/update their e-mail address with the Company/depository participants. Accordingly, the Annual Report for the financial year ended 31st March, 2019, notice for Annual General Meeting etc, are being sent in electronic mode to those shareholders who have registered their e-mail address with the Company/ depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.
16. 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.
17. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
18. All documents referred to in the accompanying notice and the explanatory statement pursuant to section 102 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.
19. Brief resume, details of shareholding and Directors inter-se relationship of Directors seeking election / reelection, as required under Reg. 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are provided where ever required.
20. Any member who needs any clarification on accounts or operations of the company shall write to the compliance officer which should reach at least 7 days before the meeting, so that the information required can be made available at the meeting.

21. E-Voting:

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 Regulation 44 of the SEBI (LODR) 2015, 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 21/09/2019 (9:30 AM) and ends on 24/09/2019 (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 18/09/2019, 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 resolutions are cast by the members, the members 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 18/09/2019.

(vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 18/09/2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

(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, 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 downloads section of 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 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) V. Esaki, Practicing Company Secretary (Membership No. 30353), Proprietor of M/s. V. Esaki & Associates 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.

(xv) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.prithvifx.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

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. 3 of the accompanying Notice:

Item No. 3

Mr. K.N Deenadayalan (DIN: 02910246) was appointed as a Director on the Board of the Company on 21st August 2007. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 19th Annual General Meeting held on September 27, 2014 approved the appointment of K.N Deenadayalan as an Independent Director of the Company for a period of 5 years up to September 27, 2019.

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. K.N Deenadayalan 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. K.N Deenadayalan as an Independent Director of the Company commencing from September 27, 2019 up to September 27, 2024 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. K.N Deenadayalan 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. K.N Deenadayalan, the Board of Directors at its meeting held on 10th August, 2019 approved the continuance of office of Mr. K.N Deenadayalan 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. K.N Deenadayalan 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. K.N Deenadayalan, 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.3 for approval of the members at the 24th Annual general Meeting, by way of Special Resolution.

**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.**

Name of the Director	Mr. SURESH KUMAR
DIN	06691575
Father's Name	DELICHAND
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

Name of the Director	MR. K.N DEENADAYALAN
DIN	02910246
Father's Name	KUPPUSWAMY NARAYANASWAMY
Date of Birth	13/04/1956
Educational Qualification	B.Sc., CAIIB (Certified Associate of Indian Institute of Bankers)
Experience	33 Years
Date of Appointment	27/09/2014
Directorships in other listed company	Nil
Committee Memberships in other listed company	Nil
Number of shares held	0

For and on behalf of the Board

Sd/-

Pavan Kumar Kavadi

Whole Time Director

DIN No: 07095542

Place: Chennai

Date: 10-08-2019

