

Prithvi Exchange[®]



24th
ANNUAL
REPORT
2019

BOARD OF DIRECTORS

| Name of Director | DIN | Designation |
|---|----------|----------------------------|
| Mr. Deenadayalan Kuppuswamy Narayanaswamy | 02910246 | Chairman |
| Mr. Pavan Kumar Kavadi | 07095542 | Whole-time Director |
| Mr. Suresh Kumar | 06691575 | Director |
| Ms. Anuradha Jayaraman | 00747419 | Independent Woman Director |
| Mr. Mahavir Chand | 00671041 | Independent Director |

AUDITORS:

DIYALI B AND ASSOCIATES

Chartered Accountants,

A9, Maruti Apartments,

87 Dr. Alagappa Road,

Chennai – 600 084

Ph:044 2642 2500 / 94449 06021

REGISTRAR & TRANSFER AGENT

Integrated Registry Management Services Pvt Ltd,

2nd Floor, Kences Towers,

No.1 Ramakrishnan Street,

North Usman Road, T-Nagar,

Chennai – 600 017.

Tel : 044 - 2814 0801 / 02 / 03

REGISTERED OFFICE:

No. 11, East Spur Tank Road

Chetpet,

Chennai – 600 031.

CIN No: L30006TN1995PLC031931

Phone: 044 - 4343 4252

Website: www.prithvifx.com

CORPORATE LAW ADVISOR

V.ESAKI & ASSOCIATES

Company Secretaries

52/A, VOC Nagar, Nehru Street,

Anna Nagar, East,

Chennai – 600 102

BANKERS

Axis Bank Ltd. / HDFC Bank Ltd.

ICICI Bank Ltd. / IDBI Bank Ltd.

Bank of Baroda / IOB / RBL / YES Bank

State Bank of Mysore / IndusInd Bank

Andhra Bank / Corporation Bank

Karnataka Bank / Kotak Mahindra Bank

TWENTY FOURTH ANNUAL GENERAL MEETING

Date : 25/09/2019

Day : Wednesday

Time : 11.30 A.M

Place: Hotel Ashoka, 47, Pantheon Road, Egmore,

Chennai Tamil Nadu **600008****CONTENTS****PAGE NO**

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Dear shareholders,

It gives me great pleasure to address you in this Silver Jubilee Year of the Company. I am privileged to welcome you all at this 24th Annual General Meeting of Prithvi Exchange India Limited.

I am happy to share that the business of Prithvi Exchange India Limited experienced a rapid growth over the last years. We believe that it's time for us to focus on scaling up all the business verticals profitably and to open new branches.

Today, we are one of the leading players in this business of Foreign Exchange. Thanks to our customers. They have helped us grow to what we are today by giving their huge support and having continued faith in us. We have 16 branches all over the country and a wide network. We will endeavor to make every branch as profit centers.

I am happy to announce that plans are afloat to expand our presence in New Delhi and Pune. Also, we have plans to boost our network to more centers across India and abroad.

"Prithvi" registered a total income of Rs.10.95 Crores for the year ended 31st March 2019 against the previous year figure of 9.68 crores. This year marks the 24th successful year of the company. Also this year we have reached another milestone viz public turnover crossing 1000 crores. Our relentless focus on quality of services and our commitment to our customers and integrity have brought us to this stage.

Your company continues to win new accolades. During the calendar year 2018 Prithvi Exchange (India) Limited was recognized and named The Best Foreign Exchange Service Provider 2018 at the Tourism and Hospitality Award 2018 organized by The Associated Chambers of Commerce & Industry of India (ASSOCHAM).

We believe that our progress has and always will depend on the efforts and endeavors of our people. I would like to acknowledge their contribution to the Company's progress this far and extend my heartfelt gratitude to them. On behalf of the Board, I would also like to thank our shareholders, clients, business partners, financial institutions and regulators for their continued support.

We look forward to your good support.

Thank you

Chairman

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. 30A.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/-

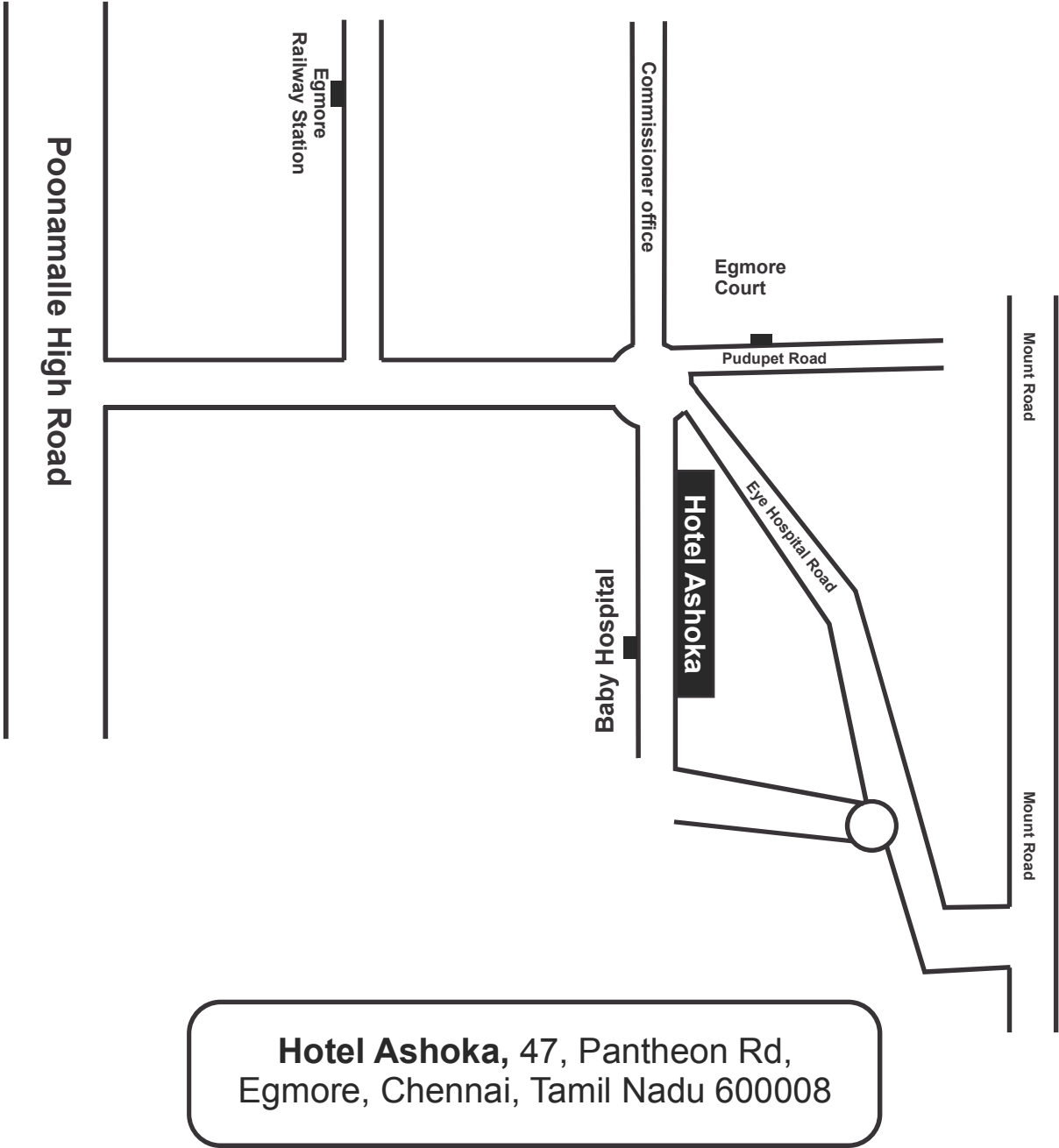
Pavan Kumar Kavadi

Whole Time Director

DIN No: 07095542

Place: Chennai

Date: 10-08-2019



DIRECTORS' REPORT FOR THE YEAR ENDED 31stMARCH, 2019

Dear Shareholders,

We have pleasure in presenting the 24th Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2019.

FINANCIAL RESULTS AND STATE OF COMPANY'S AFFAIRS

The financial results for the year ended 31st March, 2019 are as under:

Rs. (In.Lacs)

| Particulars | 31.03.2019 | 31.03.2018 | 31.03.2017 |
|----------------------------|------------|------------|------------|
| Income | 1,094 | 968 | 952 |
| Total Expenses | 706 | 671 | 625 |
| Profit before depreciation | 406 | 316 | 343 |
| Depreciation | 18 | 19 | 16 |
| Profit/(loss) before Tax | 388 | 297 | 327 |
| Provision for taxation | 144 | 113 | 115 |
| Profit/(loss) After Tax | 244 | 184 | 212 |

STATE OF COMPANY'S AFFAIRS

Our Company has earned a net profit of INR. 2.44 crores compared to the previous year net profit which was INR. 1.84 crores (ie) 33% growth of net profit.

CHANGES IN SHARE CAPITAL

The Paid up Equity Share Capital as on March 31, 2019 was Rs. 5,49,97,670/- comprising 54,99,767 shares of 10/- each. During the year under review the company has not made any fresh issue of shares.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There was no material change or commitment, affecting the financial position of the Company between the end of the financial year of the Company and the date of the report other than those disclosed in the financial statements.

DIVIDEND

The board recommended an interim dividend, on 25th May 2019, of Rs.0.75 Per share exclusive of dividend tax which will absorb a sum of Rs. 41.25 lakhs.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of the Companies Act, 2013 any unclaimed or unpaid Dividend relating to the financial year 2011-12, will be transferred to the Investor Education and Protection Fund established by the Central Government, after the conclusion of this Annual General Meeting.

TRANSFER TO GENERAL RESERVE

The company has transferred the surplus amount to Reserves & surplus account.

FIXED DEPOSIT

The company has not accepted any fixed deposit during the year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans given and investment made by the company have been given in notes to the Financial Statement.

The company has not given any guarantee / security during the year pursuant to the provisions of Section 186 of the Companies Act, 2013.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| Name of Director | Designation |
|---|---------------------------------|
| Mr. Deenadayalan Kuppuswamy Narayanaswamy | Chairman (Independent Director) |
| Mr. Pavan Kumar Kavadi | Whole-time Director |
| Ms. Anuradha Jayaraman | Independent Director |
| Mr. Mahavir Chand | Independent Director |
| Mr. Suresh Kumar | Director |
| Mr. S P Mahesh | Chief Financial Officer |
| Mr. Prince Thomas | Company Secretary |

There was no change in the composition of the Board of Directors of the Company since last Annual General Meeting.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Suresh Kumar, Director is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offers himself for re-appointment. Your directors recommend the re-appointment of Mr. Suresh Kumar.

Key managerial personnel Ms. Gayathri, resigned from the position of Company Secretary on 10th August 2018 and Mr. Prince Thomas got appointed as Company Secretary on 01st February 2019.

DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the Listing Regulations'). In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management..

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any joint venture, subsidiary or associate company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees. The directors held separate discussions with each of the Directors of the Company and obtained their feedback on overall board effectiveness as well as each of the other Directors.

A Separate meeting of the independent directors was convened, which reviewed the performance of the Board (as a whole), then non-independent directors and the Chairman. Post the separate meeting of the Independent Directors, collective feedback of each Independent Directors, was discussed by the Chairman of the meeting.

MEETINGS OF THE BOARD OF DIRECTORS

During the year 2018-2019, Six (6) Board meetings were held on the following dates:

| Date of Meeting | No. of Directors entitled to attend meeting | No. of Directors attended meeting |
|------------------------|--|--|
| 19-05-2018 | 5 | 4 |
| 10-08-2018 | 5 | 4 |
| 05-10-2018 | 5 | 3 |
| 10-11-2018 | 5 | 4 |
| 05-01-2019 | 5 | 3 |
| 02-02-2019 | 5 | 4 |

COMPOSITION OF AUDIT COMMITTEE

The composition of the members of the Committee is as under:

| Name of Member | Designation |
|---|--------------------|
| Mr. Deenadayalan Kuppuswamy Narayanaswamy | Chairman |
| Ms. Anuradha Jayaraman | Member |
| Mr. Pavan Kumar Kavadi | Member |

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company [http:// prithvifx.com/](http://prithvifx.com/).

NOMINATION AND REMUNERATION COMMITTEE AND POLICY:

The Board on the recommendation of the Nomination & Remuneration Committee framed a policy on Directors' appointment and remuneration including criteria for determining qualification, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178. The said Policy is available on the website of the Company – <http://prithvifx.com/>

CORPORATE GOVERNANCE REPORT:

Your Company is in compliance with all the applicable provisions of Corporate Governance as stipulated under Chapter IV of the Listing Regulations. A detailed report on Corporate Governance as required under the Listing Regulations is provided in a separate section and forms part of the Annual Report as Annexure E.

STATUTORY AUDITORS

Ms.Diyali B and Associates (Membership number 242354), Chartered Accountants, Chennai, are the Statutory Auditors of the Company.

There are no qualifications or reservations or remarks made by the auditors in their report.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s V. Esaki & Associates, a firm of Company Secretaries to undertake the Secretarial Audit of the Company. The report on the Secretarial Audit carried out for the year 2018-19 is annexed here with as 'Annexure-B' The Secretarial Audit Report is self-explanatory.

COST AUDITORS

The provisions of section 148 of the Act are not applicable to our company.

RELATED PARTY TRANSACTIONS

There were no significant related party transactions made by the company with related parties which might have potential conflict with the interest of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, the Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that they had:

- i. Followed the applicable accounting standards in the preparation of the financial statements for the financial year 2018-19 and there are no material departures;
- ii. Selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, preventing and detecting fraud and other irregularities and
- iv. Prepared the financial statements for the financial year on a 'going concern' basis.
- v. Laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively.
- vi. Devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act 2013. In the opinion of the board there is no risk that may threaten the existence of the Company. The details of the risk and threat as perceived by the company on a cautionary basis are annexed in the Management and discussion analysis report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed here with as 'Annexure-C'.

PARTICULARS OF EMPLOYEES

Section 197 Read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed as 'Annexure- D'. Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to our Company.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2018-19, the Company has not received any complaints on sexual harassment.

OTHER DISCLOSURES

a) The Internal control systems and adequacy are discussed in detail in the Management Discussion and Analysis annexed to the Directors Report as "Annexure A"

b) The Company has established a formal vigil mechanism named 'Prithvi Whistle Blower Policy' for reporting improper or unethical practices or actions which are volatile of the code of conduct of the Company. There was no instance reported during the year under review through this.

PARTICULARS REGARDING CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

The information on conservation of Energy, Technology absorption and Foreign Exchange Earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is NIL.

NO SIGNIFICANT OR MATERIAL ORDERS WERE PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS WHICH IMPACTS THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

ACKNOWLEDGMENTS

Your directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, various statutory bodies of the Government of India and the company's employees at all levels.

For and on behalf of the Board
Sd/-

Pavan Kumar Kavad
Whole Time Director
DIN: 07095542

Place: Chennai
Date: 10-08-2019

PLEASE NOTE THAT WHEREVER THE NAME OF THE DIRECTOR APPEARS, THE SAME BE READ WITH THE DIN OF THE CONCERNED DIRECTORS AS MENTIONED BELOW:

| S.No | DIN | Name of the Directors |
|-------------|-----------------|--|
| 1 | 02910246 | Mr. Deenadayalan Kuppuswamy Narayanaswamy |
| 2 | 07095542 | Mr. Pavan Kumar Kavadi |
| 3 | 06691575 | Mr. D. Suresh kumar |
| 4 | 00671041 | Mr. Mahavir Chand |
| 5 | 00747419 | Ms. Anuradha Jayaraman |

ANNEXURE A

MANAGEMENT DISCUSSION AND ANALYSIS SCENARIO

Market Scenario

Our company is one of the pioneers in Foreign Exchange Business and our Company's identity in the industry is well established.

Opportunities

The board is hopeful of improving financials in the years to come.

Concerns

Competition and recession in the economy are the major threat.

INTERNAL CONTROLS AND SYSTEMS

PRITHVI EXCHANGE (INDIA) LIMITED has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting as set from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

Risk Management Framework

The Company has a Risk Management Framework, which provides the mechanism for risk assessment and mitigation.

The Risk Management Committee (RMC) of the Company comprises the Chairman, Whole Time Director and members of senior management. During the year, the RMC reviewed the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. Thereafter, the Audit Committee and the Board of Directors also reviewed the key risks associated with the business of the Company, the procedures adopted to assess the risks and efficacy of mitigation measures.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include significant changes in political and economic condition.

**Annexure-B
Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PRITHVI EXCHANGE (INDIA) LIMITED
Chennai

We have conducted the Secretarial Audit of the compliance of applicable Statutory provisions and the adherence to good corporate practices by M/s. PRITHVI EXCHANGE (INDIA) LIMITED, (CIN: L30006TN1995PLC031931) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s. PRITHVI EXCHANGE (INDIA) LIMITED books, Papers, Minutes book, forms and Returns filed, records, registers and secretarial and other records maintained by the company and based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31/03/2019 complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, Minute Books, Forms and Returns filed and other records maintained by M/s. PRITHVI EXCHANGE (INDIA) LIMITED for the financial year ended on 31/03/2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under the company has complied with the procedure laid under the Companies Act, 2013.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

(e) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As informed to me the following other Laws specifically applicable to the Company as under

1.Payment of Wages Act, 1936

2.The Minimum Wages Act, 1948

3.The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

4.Employees' State Insurance Act, 1948

5.Equal Remuneration Act, 1976

6.Shop & Establishment Act, 1948

7.The Payment of Gratuity Act, 1972

8.GST Act 2017

I have also examined compliance with the applicable clauses of the following:

(I) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

We further report that Based on the information provided by the company, its officers and authorised representatives during the conduct of audit and also on the review of compliance report by respective department heads as taken on record by the board of directors of the company, in our opinion, there are adequate systems, processes and control mechanism exists in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable general laws like labour & employment laws and other general laws and, rules, regulations and guidelines made.

We further report that the compliance of by the company of other applicable laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professional.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes recorded and signed by the chairman, the decision of the board were unanimous and no dissenting views are captured have recorded as part of the minutes wherever applicable.

We further report that there are systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulation, guidelines, etc, having a major bearing on the Company's affairs

For V. Esaki & Associates
Company Secretaries

Sd/-
(V.Esaki)
Proprietor
ACS No. 30353

Place: Chennai

Date: 09/08/2019

Annexure 'A' to SECRETARIAL AUDIT REPORT

To,
The Members,
PRITHVI EXCHANGE (INDIA) LIMITED
Chennai

Our report of even date is to be read along with this letter.

1.Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on the Secretarial Audit.

2.We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, We followed provide a reasonable basis for my opinion.

3.We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4.Wherever required, We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5.The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6.The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For V.Esaki & Associates
Company Secretaries

Sd/-
(V.Esaki)
Proprietor

ACS No. 30353

Place: Chennai

Date: 09/08/2019

Annexure-C

| |
|--|
| <p>Form No. MGT 9</p> <p>EXTRACT OF ANNUAL RETURN</p> <p>As on the financial year ended on 31/03/2019</p> <p>Of</p> <p>Prithvi Exchange (India) Limited</p> <p>(Formerly known as Prithvi Softech Limited)</p> <p>(Pursuant to Section 92(3) of the companies Act, 2013 and Rule 12(1) of the Companies (MGT and Administration) rules, 2014</p> |
|--|

I. Registration and other details:

| | | |
|-----|---|---|
| i | CIN : | L30006TN1995PLC031931 |
| ii | Registration Date [DDMMYY] | 21/06/1995 |
| iii | Name of the Company | PRITHVI EXCHANGE (INDIA) LIMITED |
| iv | Category /Sub-category of the Company | 1. Public Company 2. Limited by shares |
| v | Address of the Registered office and contact details | No.11, East Spur Tank Road, Chetpet, Chennai - 600 031, Tamil Nadu Tel : 044 - 4343 4252 / 4272 e-mail: investor.relations@prithvifx.com Website: www.prithvifx.com |
| vi | Whether listed company Yes /No | Yes |
| vii | Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given. | |
| | Registrar & Transfer Agents (RTA):- | M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PVT LTD |
| | Address | 2 nd Floor, KENCES TOWERS, No.1, Ramakrishna Street Off. North Usman Road, T.Nagar |
| | Town / City | CHENNAI |
| | State | TAMIL NADU |
| | Pin Code | 600 017 |
| | Telephone (With STD Area Code Number) | 044 - 2814 0801 / 02 / 03 |

ii Principal businessactivities of the company

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| sl.no | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
| 1 | Foreign Exchange Business | 67190 | 92.40 |

iii. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : Nil
iv. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)
i) Category-wise Share holding

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 31st march-2018] | | | | No. of Shares held at the end of the year[As on 31st-march-2019] | | | | % Change during the year |
|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 3956922 | 0 | 3956922 | 71.95 | 3956922 | 0 | 3956922 | 71.95 | 0 |
| total shareholding of Promoter (A) | 3956922 | 0 | 3956922 | 71.95 | 3956922 | 0 | 3956922 | 71.95 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 2. Non- institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 24627 | 7453 | 32080 | 0.580 | 25026 | 7453 | 32479 | 0.590 | 0.01 |
| b) individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh | 400514 | 255064 | 655578 | 11.920 | 456564 | 235639 | 692203 | 12.590 | - 0.670 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 835602 | 0 | 835602 | 15.190 | 813808 | 0 | 813808 | 14.800 | 0.390 |
| Clearing | 19584 | 0 | 19584 | 0.360 | 4354 | 0 | 4354 | 0.080 | 0.280 |

| | | | | | | | | | |
|--|---------|--------|---------|---------|---------|--------|---------|---------|---|
| Member | | | | | | | | | |
| TRUST | 1 | 0 | 1 | 0.000 | 1 | 0 | 1 | 0.000 | 0 |
| SUB TOTAL B(2) | 1280328 | 262517 | 1542845 | 28.050 | 1299753 | 243092 | 1542845 | 28.050 | 0 |
| Total Public Share Holding (B)=B(1)+B(2) | 1280328 | 262517 | 1542845 | 28.050 | 1299753 | 243092 | 1542845 | 28.050 | 0 |
| TOTAL (A)+(B) | | | | | | | | | |
| Shares held by Custodians and against which Depository Receipts have been issued | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| GRAND TOTAL (A)+(B)+(C) | 5237250 | 262517 | 5499767 | 100.000 | 5256675 | 243092 | 5499767 | 100.000 | - |

ii. Shareholding of Promoter

| S N | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|-----------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Ashok Kumar Kavad HUF | 981537 | 17.85 | 0 | 981537 | 17.85 | 0 | 0 |
| 2 | Pavan Kumar Kavad | 1988404 | 36.15 | 0 | 1988040 | 36.15 | 0 | 0 |
| 3 | Usha Kavad | 987345 | 17.95 | 0 | 987345 | 17.95 | 0 | 0 |
| | Total | 3956922 | 71.95 | 0 | 3956922 | 71.95 | 0 | 0 |

iii. Change in Promoters' Shareholding (please specify, if there is no change):*

| S N | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-----------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Ashok Kumar Kavad HUF | 981537 | 17.85 | 981537 | 17.85 |
| 2 | Pavan Kumar Kavad | 1988040 | 36.15 | 1988040 | 36.15 |
| 3 | Usha Kavad | 987345 | 17.95 | 987345 | 17.95 |

* There are no changes in the promoter shareholding during the year under review

iv. Share holding Pattern of top ten Shareholders: (other than Directors, Promoters and holders of GDRs)

| S No | For Each of the top 10 Shareholders | | Shareholding at the beginning of the year | |
|---------|-------------------------------------|-------------------------------|---|--|
| | | | No. of shares | % of total shares of the company |
| i | ANITHA | | | |
| | At the beginning of the year | | 193181 | 3.51 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 193181 | 3.51 |
| ii | R. MANOJ KUMAR | | | |
| | At the beginning of the year | | 190283 | 3.46 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 190283 | 3.46 |
| iii | N. PRAMODH KUMAR | | | |
| | At the beginning of the year | | 173935 | 3.16 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 173935 | 3.16 |
| iv | RITESH KATARIYA | | | |
| | At the beginning of the year | | 120577 | 2.19 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 120577 | 2.19 |
| v | AARTHI | | | |
| | At the beginning of the year | | 76115 | 1.38 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 76115 | 1.38 |
| vi | J. LATHA | | | |
| | At the beginning of the year | | 31322 | 0.57 |
| | | Purchase made during the year | | 0 |
| | | Sales made during the year | 13897 | 0.25 |
| | At the end of the year | | 17425 | 0.32 |
| vii | KAMLABEN ASHOKKUMAR HEMLANI | | | |
| | At the beginning of the year | | 19137 | 0.35 |
| | | Purchase made during the year | 2870 | 0.05 |
| | | Sales made during the year | 2690 | 0.05 |
| | At the end of the year | | 19317 | 0.35 |
| viii | INDIANIVESH SECURITIES LIMITED | | | |
| | At the beginning of the year | | 11300 | 0.21 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 8800 | 0.16 |
| | At the end of the year | | 2500 | 0.05 |

PRITHIVI EXCHANGE (INDIA) LIMITED

| | | | | |
|-----|------------------------------|-------------------------------|-------|-------|
| ix | B V N B E PRASAD RAO | | | |
| | At the beginning of the year | | 10357 | 0.19 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 10357 | 0.19 |
| x | NIRAV M SAPANI | | | |
| | At the beginning of the year | | 10350 | 0.19 |
| | | Purchase made during the year | 0 | |
| | | Sales made during the year | 10350 | 0.19 |
| | At the end of the year | | 0 | 0 |
| xi | BHAGWANDAS CHANDAK | | | |
| | At the beginning of the year | | 10345 | 0.19 |
| | | Purchase made during the year | 8237 | 0.15 |
| | | Sales made during the year | 5964 | 0.11 |
| | At the end of the year | | 12618 | 0.23 |
| xii | KETAKI PRIYADARSHAN SIRAS | | | |
| | At the beginning of the year | | 10000 | 10000 |
| | | Purchase made during the year | 0 | 0 |
| | | Sales made during the year | 0 | 0 |
| | At the end of the year | | 10000 | 10000 |

V. Shareholding of Directors and Key managerial Personnel

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Date wise Increase / Decrease in Directors Shareholding during theyear etc specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | Cumulative Shareholding during the year | | Shareholding at the end of the year | |
|----|--|---|-------------------|---|---|----------------------------------|-------------------------------------|-------------------|
| | | No. of shares | % of total shares | | No. of shares | % of total shares of the company | No. of shares | % of total shares |
| 1 | Deenadayalan Kuppaswamy Narayanaswamy | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Suresh Kumar | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Pavan Kumar Kavad | 1988040 | 36.15 | 0 | 1988040 | 36.15 | 1988040 | 36.15 |
| 4 | Anuradha Jayaraman | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Mahavir Chand | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | S.P Mahesh (CFO) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | Prince Thomas (CS) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

VI. INDEBTEDNESS-

Indebtedness of the Company including interest outstanding/accrued but not due for Payment-

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 8,519,555 | 0 | 0 | 8,519,555 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |

PRITHIVI EXCHANGE (INDIA) LIMITED

| | | | | |
|---|-----------|---|---|-----------|
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| total (I +ii +iii) | | 0 | 0 | 0 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 0 | 0 | 0 | 0 |
| * Reduction | 62,53,290 | 0 | 0 | 62,53,290 |
| Net Change | 62,53,290 | 0 | 0 | 62,53,290 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 22,66,265 | 0 | 0 | 22,66,265 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| total (I +ii +iii) | 22,66,265 | 0 | 0 | 22,66,265 |

Remuneration of directors and key managerial personnel, Remuneration to managing Director, Whole-time Directors and/or manager:

| SN. | Particulars of Remuneration | Name of MD/WTD/Manager | Total Amount |
|-----|---|------------------------|------------------|
| | | Mr. Pavan Kumar Kavadi | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 24,00,000 | 24,00,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - |
| 5 | Others, please specify | - | - |
| | Total | 24,00,000 | 24,00,000 |

B. Remuneration to other directors

| SN. 1 | Particulars of Remuneration | Name of Directors | | | Total Amount |
|-------|--|-------------------------|------------------------|--------------------|---------------|
| | Independent Directors | M.s. Anuradha Jayaraman | M.r. K.N. Deenadayalan | M.r. Mahavir Chand | |
| | Fee for attending board committee meetings | 14,000 | 56,000 | 10000 | 80,000 |
| | Commission | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 |
| | Total (1) | 14,000 | 56,000 | 10000 | 80,000 |
| 2 | Other Non-Executive Directors | Mr.D. Suresh Kumar | - | - | |
| | Fee for attending board committee meetings | 10,000 | 0 | 0 | 10,000 |
| | Commission | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 |
| | Total (2) | 10,000 | 0 | 0 | 10,000 |
| | Total (B)=(1+2) | 24,000 | 56,000 | 10,000 | 90,000 |
| | Total Managerial Remuneration | | | | 90,000 |

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD/MANAGER

| S .no | Particulars of Remuneration | Key Managerial Personnel | | | |
|----------|---|--------------------------|------------------------------|-----------|-----------|
| | | CS* (Prince Thomas) | CS (Gayathri Samiappan)** | CFO | Total |
| 1 | Gross salary | 1,29,193 | 68,800 | 17,70,176 | 19,68,169 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income- tax Act, 1961 | | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | - | - | - |
| 2 | Stock Option | | - | - | - |
| 3 | Sweat Equity | | - | - | - |
| 4 | Commission | | - | - | - |
| | - as % of profit | | - | - | - |
| | others, specify... | | - | | - |
| 5 | Others, Reimbursement | | - | 4,98,000 | 4,98,000 |
| | Total | 1,29,193 | 68,800 | 22,68,176 | 24,66,169 |

* Appointed on 01-02-2019

** Resigned on 10-08-2018

vii. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:NIL

For and on behalf of the Board

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

Place: Chennai
Date: 10-08-2019

ANNEXURE D**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****Particular Employer**

| Ratio of the remuneration of each director to the median remuneration | Column 1 | Column 2 | Column 3 |
|---|-------------------|-----------------|----------|
| Director | Salary (In Lakhs) | Median employee | Times |
| Mr. Pavan Kumar Kavadi - Whole Time Director | 24.00 | 1.68 | 13:1 |

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

| Sl.no | Director/KMP | Apr-18 (Lakhs/ month) | Mar-19(Lakhs/ month) | Increase |
|-------|------------------------|-----------------------|----------------------|----------|
| 1 | Mr. Pavan Kumar Kavadi | 2.00 | 2.00 | NIL |
| 2 | Mr. S.P Mahesh | 1.30 | 1.45 | 11% |
| 3 | Ms. Gayathri * | 0.16 | 0 | NA |
| 4 | Mr. Prince Thomas** | 0 | 0.45 | NA |

* Resigned on 10th August 2018** Appointed on 01st February 2019

3. The percentage increase in the median remuneration of employees in the financial year: (32.73%)

4. The number of permanent employees on the rolls of company

| Column 1 | Employees | |
|----------|-------------------------|-----|
| | Whole Time Director | 1 |
| | Chief Financial Officer | 1 |
| | Company Secretary | 1 |
| | Others | 134 |

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof Refer point 2 above.

6. Affirmation that the remuneration is as per the remuneration policy of the company Yes

7. If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees NIL

8. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager – Nil

9 Provided that the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than Sixty Lac rupees per Financial Year or Five Lac rupees per month, as the case may be, as may be decided by the Board, shall not be circulated to the members in the Board's report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and Board Reports – Nil

Certificate from Chief Financial Officer

To

The Board of Directors
PRITHVI EXCHANGE (INDIA) LIMITED

Certificate in compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our Knowledge and belief:

(1) The statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading

(2) The statements together present a true and fair view of the listed entity's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.

B. We are to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining Internal controls for financial reporting and that we have evaluated the effectiveness of Internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such Internal controls, if any, of which we are aware and the steps we have taken to rectify these deficiencies if any.

D. We have indicated to the Auditors and the Audit committee:

(1) Significant changes in Internal control over financial reporting during the year;

(2) Significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's Internal control system over financial reporting.

sd/-
S P Mahesh
Chief Financial Officer

Annexure E**REPORT ON CORPORATE GOVERNANCE****Company's Philosophy on Code of Corporate Governance:**

A. Your Company is committed to follow the best Corporate Governance practices not only to ensure success in business, but also for maximizing value for all the stakeholders be it Members, investors, clients, employees or Regulators. The trust of the stakeholders is built by maintaining the highest ethical standards, transparency and accountability. At 'Prithvi', emphasis is given to four key building blocks – Trust, Transparency, Technology and Talent. The Directors and Management of your Company continue to be committed to adhering to the best governance standards and to comply with regulatory requirements in the true sense and beyond the letter of law.

B. Composition and Category of Directors:

I. As on 31 March 2019, the Company's Board comprised of 5 (Five) Directors of which 3 (three) are Independent Non- Executive Directors. The Company has complied with the requirement of Woman Director pursuant to the provisions of Section 149 of the Companies Act 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the directors possess expertise in the financial services sector. The composition of the Board and category of Directors as on 31 March 2019 is as follows:

| Name of the Directors | DIN | Category |
|------------------------|----------|------------------------------------|
| Mr. K.N Deenadayalan | 02910246 | Independent Non-Executive Director |
| Mr. Mahavir Chand | 00671041 | Independent Non-Executive Director |
| Ms. Anuradha Jayaraman | 00747419 | Independent Non-Executive Director |
| Mr. Pavan Kumar Kavad | 07095542 | Executive Director |
| Mr. D. Suresh kumar | 06691575 | Non-Executive Director |

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

| Name of the Directors | Expertise in specific functional area |
|------------------------|--|
| Mr. K.N Deenadayalan | 33 years of Experience in Forex business |
| Mr. Mahavir Chand | 4 years of Experience in Forex business |
| Ms. Anuradha Jayaraman | 4 years of Experience in Forex business |
| Mr. Pavan Kumar Kavad | 6 years of Experience in Forex business |
| Mr. D. Suresh kumar | 5 years of Experience in Forex business |

ii. Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies as on 31 March 2019:

| Name of the Director | No of Board Meetings which Director was entitled to attend | Attendance at meetings during 2018-19 | | No. of other Directorship | No. of Committee Membership(s)/ No. of Chairmanship(s) of Board Committees in other Listed Companies | List of Directorship held in Other Listed Companies and Category of Directorship |
|------------------------|--|---------------------------------------|---------------------------------------|---------------------------|--|--|
| | | Board Meetings | Last AGM held on 17th September 2018. | | | |
| Mr. K.N Deenadayalan | 6 | 5 | 1 | NIL | NIL | NIL |
| Mr. Mahavir Chand | 6 | 4 | - | 1 | NIL | NIL |
| Ms. Anuradha Jayaraman | 6 | 2 | - | 3 | NIL | NIL |
| Mr. Pavan Kumar Kavadi | 6 | 6 | 1 | NIL | NIL | NIL |
| Mr. D. Suresh kumar | 6 | 5 | 1 | NIL | NIL | NIL |

Notes:

Number of Board Meetings held during the financial year 2018-19: 6 (Six)

In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committee in all public limited companies (excluding Prithvi Exchange India Limited) have been considered.

The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

As required under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, there is a requirement to mention separately the names of the listed entities where the person is a director and the category of such directorship.

I. Number of Board Meetings held with dates:

During the financial year 2018-19, 6 (Six) Board Meetings were held and the details of Board Meetings held are given below:

| Date of Board Meeting | Board Strength | Number of Directors Present | % of attendance |
|-----------------------|----------------|-----------------------------|-----------------|
| 19-05-2018 | 5 | 4 | 80% |
| 10-08-2018 | 5 | 4 | 80% |
| 05-10-2018 | 5 | 3 | 60% |
| 10-11-2018 | 5 | 4 | 80% |
| 05-01-2019 | 5 | 3 | 60% |
| 02-02-2019 | 5 | 4 | 80% |

iv. Details of Shares/Convertible Instruments held by the Directors

| Name of Director | Category | No of Shares/Convertible instruments held |
|------------------------|--|---|
| Mr. K.N Deenadayalan | Independent Non-Executive Director | NIL |
| Mr. Mahavir Chand | Independent Non-Executive Director | NIL |
| Ms. Anuradha Jayaraman | Independent Non Executive Women Director | NIL |
| Mr. Pavan Kumar Kavad | Executive Whole Time Director | 1988040 (As on 31 st March 2019) |
| Mr. D. Suresh kumar | Non-Executive Director | NIL |

v. Code of Conduct of the Board

The Board of Directors of the Company meets regularly to discuss the operational and financial performance of the Company. The Board periodically reviews the compliance reports pertaining to all laws applicable to the Company as well as takes steps to rectify instances of non-compliances, if any.

The Board has constituted the Nomination and Remuneration Committee to satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management. The Board of Directors has laid down a code of conduct for all the Members of the Board and senior management.

The Independent Directors are made aware of their duties and responsibilities and their performance is evaluated by the entire Board apart from the Director who is subject to evaluation.

vi. Independent Directors

During the Financial Year 2018-19, the Company had three Independent Directors, Mr. K.N Deenadayalan, Mr. Mahavir Chand and Ms. Anuradha Jayaraman. The Company has received declarations from the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has conducted familiarization programme for its Independent Directors to make them aware of the nature of the industry and their roles, rights, responsibilities. The details of the familiarization programme and the terms of appointment of the Independent Directors are available on the Company Website - www.prithvifx.com. It is hereby confirmed that in the opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

vii. Disclosure of Accounting Treatment In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

viii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). **Not Applicable**

ix. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. **Not Applicable**

x. Commodity price risk and Commodity hedging activities. Not Applicable**Board Committees:****1) Audit Committee**

| | | |
|---|------------------------|--|
| 1 | Mr. K. N Deenadayalan | Independent Non-Executive Director |
| 2 | Ms. Anuradha Jayaraman | Independent Non-Executive Director |
| 3 | Mr. Pavan Kumar Kavad | Whole Time Director (Executive Director) |

2) Nomination and Remuneration Committee

| | | |
|---|---|------------------------------------|
| 1 | Mr. Deenadayalan Kuppuswamy Narayanaswamy | Independent Non-Executive Director |
| 2 | Mr. Mahavir Chand | Independent Non-Executive Director |
| 3 | Mr. Suresh Kumar | Non-Executive Director |

(Nomination and Remuneration Committee reconstituted in compliance with LODR regulations, as the company triggered the applicability of corporate governance on 31st March 2019 only)

3) Stakeholders Relationship Committee

| | | |
|---|---|--|
| 1 | Mr. Deenadayalan Kuppuswamy Narayanaswamy | Independent Non-Executive Director |
| 2 | Mr. Pavan Kumar Kavad | Whole Time Director (Executive Director) |
| 3 | Mr. Suresh Kumar | Non-Executive Director |

Meetings of Board Committees held during the financial year 2018-19 and Attendance

| Board Committees | Audit Committee | Stakeholders' Relationship Committee | Nomination and Remuneration Committee |
|--|-----------------|--------------------------------------|---------------------------------------|
| Meetings held | 4 | 4 | 5 |
| Number of Meeting and Directors' Attendance | | | |
| Mr. K.N Deenadayalan | 3 | 3 | 4 |
| Mr. Mahavir Chand | NA | NA | 4 |
| Ms. Anuradha Jayaraman | 2 | NA | NA |
| Mr. Pavan Kumar Kavad | 4 | 4 | NA |
| Mr. D. Suresh kumar | NA | 3 | 4 |

A. Audit Committee:**I. Composition of the Committee:**

The Audit Committee comprises of Mr. K. N Deenadayalan, Ms. Anuradha Jayaraman, Mr. Pavan Kumar Kavadas Members. Mr. K. N Deenadayalan (Non-Executive Independent Director) is the Chairman of the Committee.

II. Meetings and Attendance during the financial year:

During the financial year 2018-19, 4 (four) meetings of the Audit Committee were held and the details of meetings and attendance are given below.

| Audit Committee | | | | |
|------------------------|------------------------|--|-----------------------------------|---------------------------|
| Sl.No | Date of Meeting | Total number of Members as on the date of meeting | Attendance | |
| | | | Number of Members attended | % of total members |
| 1 | 19.05.2018 | 3 | 2 | 66.67 |
| 2 | 18.08.2018 | 3 | 2 | 66.67 |
| 3 | 10.11.2018 | 3 | 3 | 100 |
| 4 | 02.02.2019 | 3 | 2 | 66.67 |

I. Terms of reference of the Audit Committee:

The Audit Committee of the Company analyses the financial conditions and results of the operation of the Company. It also reviews the significant Related Party Transactions, internal audit reports, internal audit plan and performance of the internal auditors and statutory auditors. The terms of reference of the Audit Committee inter alia includes the following:

- a. Making recommendations for the appointment, remuneration and terms of appointment of auditors of the Company;
- b. Review and monitor the auditor's independence and performance and effectiveness of the audit process;
- c. Examination of the financial statement (including of the subsidiaries) and the Limited Review Report/ Auditors' Report thereon;
- d. Approval of any subsequent modification of the transactions of the Company with related parties;
- e. Scrutiny of inter-corporate loans and investments including that of the Subsidiary Companies;
- f. Valuation of undertakings or assets of the Company, wherever it is necessary;
- g. Evaluation of internal financial controls and risk management systems;
- h. Monitoring the end use of funds raised through public offers and related matters.

B. Nomination and Remuneration Committee:**I. Composition of the Committee:**

Nomination and Remuneration Committee comprises of Mr. K. N Deenadayalan, Mr. Mahavir Chandand Mr. Suresh Kumar as Members. K. N Deenadayalan, (Non-Executive Independent Director) is the Chairman of the Committee. All the Members in the Nomination and Remuneration Committee are Non-Executive Directors.

II. Meetings and Attendance during the financial year: During the year under review, 5 (five) meetings of the Nomination and Remuneration Committee were held and the details of meetings and attendance have been provided below:

| Sr. No. | Date of Meeting | | Attendance | |
|---------|-----------------|---|----------------------------|--------------------|
| | | | Number of Members attended | % of total members |
| 1 | 19-05-2018 | 3 | 2 | 66.67 |
| 2 | 10-08-2018 | 3 | 3 | 100 |
| 3 | 10-11-2018 | 3 | 2 | 66.67 |
| 4 | 05-01-2019 | 3 | 2 | 66.67 |
| 5 | 02-02-2019 | 3 | 3 | 100 |

III. Nomination and Remuneration Policy:

Your Company is having a well-structured Nomination and Remuneration policy which is readily available on the website of the Company. You could refer the same by following the link: <http://prithvifx.com>.

(*Regulation 19 of LODR is applicable with effect from 01-04-2019 only)

IV. Criteria for the evaluation of the performance of the Non-Executive Directors and Independent Directors:

The Company has framed a Nomination and Remuneration Policy in accordance with Section 178(3) of the Companies Act, 2013 which provides for the evaluation of the performance of the Directors. The evaluation of the performance of the Directors is made by a rating method, the criteria of which includes inter alia the following:

1. Possession of the requisite expertise, experience, industry knowledge etc.
2. Time spent on discussions on strategic and general issues.
3. Monitoring the Company's internal controls.
4. Independence in true letter and spirit in the case of Independent Directors.
5. Demonstration of the highest levels of integrity.

V. Terms of reference of the Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee inter alia includes the following:

1. to review the overall compensation policy, service agreements and other employment conditions of Managing/ Whole-time Director(s) and Senior Management (one level below the Board);
2. to help in determining the appropriate size, diversity and composition of the Board;
3. to recommend to the Board appointments/reappointments and removal of Directors/ KMP;
4. to frame a criteria for determining qualifications, positive attributes and independence of Directors;
5. to recommend to the Board the remuneration payable to the Directors;
6. to create an evaluation framework for Independent Directors and the Board;
7. to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
8. to assist in developing a succession plan for the Board;
9. to assist the Board in fulfilling responsibilities entrusted from time-to-time;
10. to delegate any of its powers to any Member of the Committee or the Compliance Officer.

VI. Details of Directors' Remuneration including sitting fees:

Apart from the sitting fee paid to the Independent Non-Executive Directors, no other remuneration is paid to the Directors of the Company. The Independent Non-Executive Directors are paid sitting fees for attending the Board. The Non-Executive Directors including the Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Details of remuneration including sitting fees paid to Directors during the financial year 2018-19:

| Name of the Director | salary | Perquisites | Sitting Fees | Stock Options granted |
|------------------------|-----------|-------------|--------------|-----------------------|
| Mr. K.N Deenadayalan | NIL | NIL | 56,000 | NIL |
| Mr. Mahavir Chand | NIL | NIL | 10,000 | NIL |
| Ms. Anuradha Jayaraman | NIL | NIL | 14,000 | NIL |
| Mr. Pavan Kumar Kavadi | 24,00,000 | NIL | NIL | NIL |
| Mr. D. Suresh kumar | NIL | NIL | 10,000 | NIL |

C. Stakeholders' Relationship Committee:

I. Composition of the Committee: Stakeholders' Relationship Committee comprises of Mr. K.N Deenadayalan, Mr. Pavan Kumar Kavadi and Mr. Suresh Kumar Kavadi as Members.

All the Members of the Committee are Non- Executive Directors except Mr. Pavan Kumar Kavadi and Mr. K.N Deenadayalan, (Non-executive Independent Director) acts as the Chairman of the Committee.

Meetings and Attendance during the financial year: One meeting of the Stakeholders' Relationship Committee was held during the financial year. The details of meeting and attendance are given below:

| Stakeholders' Relationship Committee | | | | |
|--------------------------------------|-----------------|---|----------------------------|--------------------|
| Sl.No | Date of Meeting | Total number of Members as on the date of meeting | Attendance | |
| | | | Number of Members attended | % of total members |
| 1 | 19.05.2018 | 3 | 2 | 66.67 |
| 2 | 18.08.2018 | 3 | 3 | 100 |
| 3 | 10.11.2018 | 3 | 2 | 66.67 |
| 4 | 02.02.2019 | 3 | 3 | 100 |

II. Details of queries and grievances received from the Members and attended by the Company during the financial year 2018-2019 are given below:

| Pending as on 1 April 2018 | Received during the year | Solved during the year | Not solved to the satisfaction of the shareholders during the year | Pending as on 31 March 2019 |
|----------------------------|--------------------------|------------------------|--|-----------------------------|
| 0 | 2 | 2 | 0 | 0 |

D. Corporate Social Responsibility (CSR) Committee: Not Applicable

3.General Body Meetings:

Details of General Meetings:

I.Details of the last three Annual General Meetings are given below:

| Details of last three Annual General Meetings (AGM) | | | | |
|--|-------------------------------------|---|--|-----------------------------------|
| Meeting | Financial year to which AGM relates | Date & Time | venue | No of special Resolution Passed |
| 23rd | 2017-18 | 17 th September 2018 at 11:30 A.M. | Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095 | No Special Resolution was passed. |
| 22nd | 2016-17 | 21 st September 2017 at 11:30 A.M. | Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095 | 1 |
| 21st | 2015-16 | 27 th September, 2016 at 11 A.M | Namma Veedu Vasantha Bhavan, No.2, Poonamallee High Road, Maduravoyal, Varalakshmi Nagar, Opposite MGR University, Chennai – 600 095 | 2 |

II. Special Resolutions passed in the last three AGMs, with requisite majority:

| Financial year to which AGM relates | Date of AGM | Particulars |
|-------------------------------------|-------------|--|
| 2017-18 | 17-09-2018 | No Special Resolution was passed. |
| 2016-17 | 21-09-2017 | 1. Approval for Revision in managerial remuneration of Mr. Pavan Kumar Kavad (DIN: 07095542), Whole Time Director of the Company. |
| 2015-16 | 27-09-2016 | 1. Appointment of Mr. Ashok Kumar Kavad as Managing Director 2. Authority 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. |

III. Special Resolutions passed through postal ballot in the last three years, with requisite majority: NIL

As on the date of this report, the Company do not propose to pass any special resolution by way of Postal Ballot.

4. Means of Communication

Quarterly/half yearly results are disclosed to Stock Exchange and also published in daily newspapers viz., Business Standard (all over India) and Makkal Kural (Vernacular). As per the requirements of Regulation 46 of the Listing Regulations, the quarterly/half yearly results and the press release issued annually are displayed on the Company's website www.prithvifx.com. The Company provides information to the Stock Exchange as per the requirements of the Listing Regulations. No presentations were made to institutional investors /analysts. The Company has a designated e-mail address viz., investor.relations@prithvifx.com , exclusively for investor servicing.

5. General Shareholder Information
I. Basic Information:

| | |
|---|---|
| Incorporation Details | The Company is registered in the State of Tamilnadu, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L30006TN1995PLC031931 |
| AGM Date | 25-09-2019 |
| Time & Venue | 11. 30 AM, Hotel Ashoka, 47, Pantheon Rd, Egmore, Chennai, Tamil Nadu 600008 |
| Dividend | NIL |
| Dividend Payment Date | NA |
| Financial Year | 1 April 2018 to 31 March 2019 |
| Listing on Stock Exchanges | BSE Limited The listing fees for the financial year 2018-19 were duly paid to the BSE Limited within time. |
| Registrar to an issue and share transfer agents | M/s. Integrated Registry Management Services Private Limited |

I. Details of Listing with Exchange & Stock Code:

| | |
|--|--|
| Name and address of the Stock Exchange | BSE Ltd, Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 |
| Stock Code | 531688 |
| ISIN allotted by depositories | INE621B01021 |

II. Stock Market Price Data during the financial year 2018-19:

| Month | High | Low |
|--------|-------|-------|
| Apr 18 | 67.70 | 47.60 |
| May 18 | 54.90 | 34.70 |
| Jun 18 | 50.90 | 32.00 |
| Jul 18 | 43.50 | 36.25 |
| Aug 18 | 49.95 | 36.00 |
| Sep 18 | 46.00 | 34.05 |
| Oct 18 | 43.60 | 35.10 |
| Nov 18 | 42.00 | 32.50 |
| Dec 18 | 36.30 | 28.50 |
| Jan 19 | 40.00 | 31.35 |
| Feb 19 | 34.65 | 26.10 |
| Mar 19 | 31.50 | 25.65 |

Source: This information is compiled from the data available on the website of BSE)

IV. Distribution of Shareholding as on 31 March 2019:

| Shareholding | No. of Shareholders | % | No. of Shares | % |
|---------------|---------------------|-------|---------------|--------|
| 001-500 | 3996 | 91.55 | 188225 | 3.43 |
| 501-1000 | 213 | 4.88 | 147069 | 2.67 |
| 1001-5000 | 126 | 2.89 | 260065 | 4.73 |
| 5001-10000 | 18 | 0.41 | 133678 | 2.43 |
| 10001 & Above | 12 | 0.27 | 4770730 | 86.74 |
| Total | 4365 | 100 | 5499767 | 100.00 |

V. Shareholding Pattern as on 31 March 2019:

| Category of shareholder | No. of shareholders | No. of fully paid up equity shares held | Total no. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) as a % of (A+B+C2) | No. of Voting Rights | Total as a % of Total Voting right | No. of equity shares held in dematerialized form |
|------------------------------------|---------------------|---|-----------------------|--|----------------------|------------------------------------|--|
| (A) Promoter & Promoter Group | 3 | 39,56,922 | 39,56,922 | 71.95 | 39,56,922 | 71.95 | 39,56,922 |
| (B) Public | 4,362 | 15,42,845 | 15,42,845 | 28.05 | 15,42,845 | 28.05 | 12,99,753 |
| (C1) Shares underlying Drs | | | | 0.00 | | 0.00 | |
| (C2) Shares held by Employee Trust | | | | 0.00 | | 0.00 | |
| (c) Non Promoter - Non Public | | | | 0.00 | | 0.00 | |
| Grand Total | 4,365 | 54,99,767 | 54,99,767 | 100.00 | 54,99,767 | 100.00 | 52,56,675 |

(Source: This information is compiled from the data available on the website of BSE)

VI. Share transfer system:

The Company has appointed M/s. integrated registry management services private limited, as its Registrar & Transfer Agents.

Share transfers are processed and approved, subject to the receipt of all requisite documents. The Company seeks to ensure that transfers, if any, are approved for registration within the stipulated period. The transfer of shares in physical form is processed and completed by the Registrar & Transfer Agent within a period of seven days from the date of receipt thereof provided all the documents are in order.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Pursuant to Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates on half-yearly basis have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

Pursuant to SEBI (Depositories and Participants) Regulations, 2018, certificates have also been received from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting a Reconciliation of Share Capital Audit on a quarterly basis for reconciliation of the share capital of the Company.

VII. Dematerialization of Shares:

As on 31 March 2019, 95.58 % of shares of the Company have been dematerialized. Shares held in demat and physical modes as on 31 March 2019 are as below:

| A Separate Enclosure is made to bring awareness to the physical shareholders to mandatorily convert the shares to demat Mode of holding | Shareholding | % to total paid up share capital |
|--|---------------------|---|
| NSDL | 795684 | 11.47% |
| CDSL | 4460991 | 81.11% |
| Physical | 243092 | 4.42% |
| Total | 5499767 | 100% |

VIII. Other Disclosures:
I. Disclosures on Related Party Transactions:

During the year, the Company did not enter into any transaction of material nature with its promoters, the Directors or their relatives

II. Subsidiary Companies: NIL
III. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years: NIL
IV. Vigil Mechanism / Whistle Blower Policy:

The Company has adopted the Vigil Mechanism/Whistle Blower Policy pursuant to which employees of the Company can raise their concerns relating to fraud, malpractice or any other untoward activity or event, if any, which is against the interests of the Company or society as a whole.

Adoption of Requirements of Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015:

The Company has complied with all applicable requirements of Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Website

The Company is maintaining a functional website where all material information about the Company is shared. All information as specified in the clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is available in the Company Website at <http://www.prithvifx.com/>. company's Annual Report is also available in a user-friendly and downloadable form.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress any complaint regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19:

No. of complaints at the beginning of the year 2018-19 : NIL

No. of complaints received during the year 2018-19: NIL

No. of complaints disposed off during the year 2018-19 : NIL

No. of complaints at the end of the year 2018-19: NIL

CFO Certification:

CFO of the Company gives quarterly/annual certification on financial reporting and internal controls to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the company triggered the applicability of corporate governance on 31st March 2019, Certificate on Corporate Governance pursuant to Schedule V and Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be attached from the next year onwards.

Declaration for compliance with the Code of Conduct: In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance to the Code of Conduct for the financial year ended 31 March 2019.

A certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate from a Company Secretary in practice is annexed herewith as a part of the report.

For and on behalf of the Board of Directors of Prithvi Exchange India Limited

Pavan Kumar Kavadi
Whole Time Director

Date: 10-08-2019

Place: Chennai

ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To The Members of
Prithvi Exchange (India) Limited
No.11, East Spur Tank Road,
Chetpet, Chennai – 600031
Tamilnadu

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prithvi Exchange (India) Limited, CIN: L30006TN1995PLC031931 and having its registered office at No.11, East Spur Tank Road, Chetpet, Chennai – 600031, Tamilnadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sl. No | Name of the Director | DIN | Date of appointment in the Company |
|--------|------------------------|----------|------------------------------------|
| 1 | Mr. K. N. DEENADAYALAN | 02910246 | 21/08/2007 |
| 2 | Mr. PAVAN KUMAR KAVAD | 07095542 | 16/01/2015 |
| 3 | Mr. MAHAVIR CHAND | 00671041 | 27/07/2015 |
| 4 | Ms. ANURADHA JAYARAMAN | 00747419 | 16/01/2015 |
| 5 | Mr. SURESH KUMAR | 06691575 | 22/01/2014 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Esaki and Associates Company Secretaries
Sd/-
V. Esaki
Proprietor
ACS No. 30353

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PRITHVI EXCHANGE (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/s Prithvi Exchange (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We do not have any key audit matters that needs to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account and with the returns received from the branches not visited by us.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its standalone financial position.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There has been delay in transferring unclaimed dividend of Rs 90,685/-for financial year 2010-2011, required to be transferred by the company to the Investor Education and Protection Fund on or before 05th December 2018. The company has transferred the said unclaimed dividend on 04th March, 2019 to the Investor Education and Protection Fund.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No : 017740S

DIYALI B
Proprietrix
Membership No : 242354
Place : Chennai
Date : 25th May 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of M/s Prithvi Exchange (India) Limited of even date.)

Report on the Internal Financial Controls over Financial Reporting under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act")

We have audited the internal financial controls over financial reporting of M/s Prithvi Exchange (India) Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards

on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No : 017740S
DIYALI B
Proprietrix
Membership No : 242354

Place : Chennai
Date : 25th May 2019

ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of M/s Prithvi Exchange (India) Limited of even date.)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its assets.

c. The company does not hold any immovable property.

2.a. The management, at reasonable intervals, has physically verified the inventories during the year.

b. No material discrepancies were noticed during physical verification of inventory

3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act.

4. The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities.

5. The Company has not accepted any deposits from public.

6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.

7. (a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, income-tax, Goods and Service Tax, customs duty, cess and any other statutory dues to the appropriate authorities.

According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, Goods and Service Tax, customs duty, cess and any other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of service tax, sales tax, customs duty, excise duty, value added tax or Goods and Service Tax outstanding on account of any disputes. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

| Name of the Statute | Amount (In Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---------------------|-------------------|------------------------------------|--|
| Income Tax | INR 7.69 | A.Y 1999-2000 | Tribunal referred back the matter to the Assessing officer |
| Income Tax | INR 4.46 | A.Y 2000-2001 | Tribunal referred back the matter to the Assessing officer |

8. The Company has not defaulted in repayment of loans or borrowing to financial institutions, banks, governments or dues to debenture holders.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid the managerial remuneration in accordance with the requisite approvals mandated by the Provision of Section 197 read with Schedule V to the Act.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Paragraph 3 (xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the record of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Financial Statements as required by the applicable accounting standards.

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly, Paragraph 3(xv) of the Order is not applicable.

16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No : 017740S

DIYALI B
Proprietrix
Membership No : 242354

Place : Chennai
Date : 25th May 2019

PRITHVI EXCHANGE (INDIA) LIMITED

| Prithvi Exchange (India) Limited Balance Sheet as at 31st March, 2019 | | | |
|--|----------|--|------------------------|
| Particulars | Note No. | As at 31st March, 2019 | As at 31st March, 2018 |
| | | | INR |
| 1 ASSETS | | | |
| Non-current assets | | | |
| Property, Plant and Equipment | 3 | 10,509,920 | 9,138,342 |
| Capital work-in-progress | | - | - |
| Investment Property | | - | - |
| Financial Assets | | | |
| - Investments | 4 | 34,418,134 | 35,559,061 |
| - Loans | | - | - |
| - Others | 5 | 22,469,282 | 23,032,789 |
| Other non-current assets | | - | - |
| Total non-current assets | | 67,397,336 | 67,730,192 |
| 2 Current assets | | | |
| Inventories | 6 | 64,731,216 | 41,562,275 |
| Financial assets | | | |
| (i) Investments | | - | - |
| (ii) Trade receivables | 7 | 47,903,992 | 58,880,911 |
| (iii) Cash & cash equivalents | 8 | 63,804,972 | 63,429,961 |
| (iv) Bank balances other than (iii) above | 9 | 64,229,550 | 51,687,241 |
| (v) Loans | 10 | 22,478,775 | 24,975,893 |
| (vi) Others | | - | - |
| Current tax assets (net) | 11 | 7,162,631 | 8,901,934 |
| Other current assets | 12 | 5,985,024 | 11,868,260 |
| Total current assets | | 276,296,160 | 261,306,475 |
| TOTAL ASSETS | | 343,693,496 | 329,036,667 |
| EQUITY AND LIABILITIES | | | |
| 3 Equity | | | |
| Equity Share Capital | 13 | 54,997,670 | 54,997,670 |
| Other equity | 14 | 206,775,154 | 188,256,183 |
| Total equity | | 261,772,824 | 243,253,853 |
| 4 Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | | - | - |
| (ii) Other financial liabilities | | - | - |
| Deferred tax liability (net) | 11 | 402,437 | 1,125,671 |
| Provisions | 15 | 2,909,063 | 2,712,513 |
| Total non-current liabilities | | 3,311,500 | 3,838,184 |
| 5 Current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 16 | 2,267,975 | 12,371,473 |
| (ii) Trade payables | 17 | 68,745,788 | 56,871,884 |
| (iii) Other financial liabilities | 18 | 784,259 | 452,606 |
| Other current liabilities | 19 | 5,653,913 | 11,398,667 |
| Provisions | 20 | 1,157,237 | 850,000 |
| Total current liabilities | | 78,609,172 | 81,944,630 |
| TOTAL EQUITY AND LIABILITIES | | 343,693,496 | 329,036,667 |
| Significant accounting policies | 2 | - | - |
| The accompanying notes are an integral part of the financial statements | | | |
| In terms of our report of even date attached. | | | |
| For DIYALI B AND ASSOCIATES | | For and on behalf of the Board of Directors | |
| Chartered Accountants Firm Regn No. 017740S | | | |
| Diyali B Proprietrix Membership No. 242354 | | K.N Deenadayalan Director DIN : 02910246 | |
| Place : Chennai Date : 25th May 2019 | | Pavan Kumar Kavad Wholetime Director DIN : 07095542 | |
| | | Prince Thomas Company Secretary | |
| | | S.P Mahesh Chief Financial Officer | |

PRITHIVI EXCHANGE (INDIA) LIMITED

| Prithvi Exchange (India) Limited Statement of Profit and Loss for the year ended 31st March, 2019 | | | | |
|--|---|----------|--|--------------------------------|
| Particulars | | Note No. | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
| | | | INR | INR |
| I | Income | | | |
| | Revenue from operation | 21 | 101,178,241 | 90,046,010 |
| | Other income | 22 | 8,319,474 | 6,814,008 |
| | Total income | | 109,497,715 | 96,860,018 |
| II | Expenses | | | |
| | Employee benefit expenses | 23 | 40,739,399 | 37,361,890 |
| | Finance cost | 24 | 321,423 | 183,541 |
| | Depreciation and amortisation | 3 | 1,820,134 | 1,928,475 |
| | Other expenses | 25 | 27,766,342 | 27,669,312 |
| | Total expenses | | 70,647,298 | 67,143,218 |
| III | Profit / (Loss) before exceptional items and tax (3 - 4) | | 38,850,417 | 29,716,800 |
| IV | Exceptional items | | - | - |
| V | Profit before tax (III-IV) | | 38,850,417 | 29,716,800 |
| VI | Tax expense: | | | |
| | - Current tax | | 14,500,000 | 11,300,000 |
| | - Deferred tax | 11 | (55,238) | (55,684) |
| | | | 14,444,762 | 11,244,316 |
| VII | Profit / (Loss) for the year (V - VI) | | 24,405,655 | 18,472,484 |
| VIII | Other Comprehensive Income | | | |
| | (A) Items that will be reclassified to profit or loss | | - | - |
| | (B) Items that will not be reclassified to profit or loss | | | |
| | Net gain/(loss) on equity instruments through | | | |
| | Other Comprehensive Income | | (3,244,780) | 2,933,047 |
| | Income tax effect on above | | 667,996 | (597,755) |
| IX | Total Comprehensive Income (VII+VIII) | | 21,828,871 | 20,807,776 |
| | Earnings per share | | | |
| | - Basic & Diluted | | 3.97 | 3.78 |
| | Significant accounting policies | 2 | | |
| The accompanying notes are an integral part of the financial statements | | | | |
| In terms of our report attached. | | | | |
| For DIYALI B AND ASSOCIATES | | | For and on behalf of the Board of Directors | |
| Chartered Accountants | | | | |
| Firm Regn No. 017740S | | | | |
| Diyali B | | | K.N Deenadayalan | |
| Proprietrix | | | Director | |
| Membership No. 242354 | | | DIN : 02910246 | |
| | | | Pavan Kumar Kavad | |
| | | | Wholtime Director | |
| | | | DIN : 07095542 | |
| Place : Chennai | | | Prince Thomas | |
| Date : 25th May 2019 | | | Company Secretary | |
| | | | S.P Mahesh | |
| | | | Chief Financial Officer | |

PRITHVI EXCHANGE (INDIA) LIMITED

Prithvi Exchange (India) Limited

Statement of Cash Flows for the year ended 31st March, 2019

| Particulars | For the year ended 31st March, 2019 | | For the year ended 31st March, 2018 | |
|--|--|--|--|---------------------|
| | INR | INR | INR | INR |
| A. Cash flow from operating activities | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | 38,850,417 | | 29,716,800 |
| <i>Adjustments for:</i> | | | | |
| Depreciation and amortisation | 1,820,134 | | 1,928,475 | |
| (Profit)/Loss on sale of Assets | (50,131) | | (5,978) | |
| Assets Discarded | 129,421 | | 7,136 | |
| Interest Paid | 321,423 | | 183,541 | |
| Interest income | (6,854,220) | | (6,397,546) | |
| Dividend income | (154,600) | | (97,086) | |
| Net (gain)/loss on sale of investments | (1,136,437) | | (186,283) | |
| | | (5,924,410) | | (4,567,741) |
| Operating profit / (loss) before working capital changes | | 32,926,007 | | 25,149,059 |
| <i>Movement in working capital:</i> | | | | |
| <i>Adjustments for (increase) / decrease in operating assets:</i> | | | | |
| Inventories | (23,168,941) | | (4,677,249) | |
| Trade receivables | 10,976,919 | | (26,735,136) | |
| Other receivables | (3,598,448) | | (20,468,324) | |
| Trade payables | 11,873,904 | | (6,493,747) | |
| Other liabilities | (4,909,314) | | 6,123,131 | |
| | | (8,825,880) | | (52,251,325) |
| Cash flow from extraordinary items | | 24,100,127 | | (27,102,266) |
| Cash generated from operations | | (12,760,697) | | (14,642,451) |
| Net income tax (paid) / refunds | | | | |
| Net cash flow from operating activities (A) | | 11,339,430 | | (41,744,717) |
| B. Cash flow from investing activities | | | | |
| Payment for Property, plant and equipments | (3,723,502) | | (1,430,345) | |
| Proceeds from disposal of property, plant and equipments | 452,500 | | 23,550 | |
| Purchase of investments | (2,858,344) | | (2,752,457) | |
| Proceeds from sale of investments | 1,890,928 | | 264,618 | |
| Interest received | 6,854,220 | | 6,397,546 | |
| Dividend received | 154,600 | | 97,086 | |
| Net cash flow used in investing activities (B) | | 2,770,402 | | 2,599,998 |
| C. Cash flow from financing activities | | | | |
| Interest paid | (321,423) | | (183,541) | |
| Proceeds from borrowings | - | | 8,519,555 | |
| Repayment of borrowings | (10,103,498) | | - | |
| Dividends & Tax paid | (3,309,900) | | (3,309,696) | |
| Net cash flow used in financing activities (C) | | (13,734,821) | | 5,026,318 |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | | 375,011 | | (34,118,401) |
| Cash and cash equivalents at the beginning of the year | | 63,429,961 | | 97,548,362 |
| Cash and cash equivalents at the end of the year | | 63,804,972 | | 63,429,961 |
| Components of Cash and Cash Equivalents | | | | |
| (a) Cash on hand | | 14,785,189 | | 12,983,927 |
| (b) Cheques, drafts on hand | | 3,160,118 | | 3,229,426 |
| (c) Balances with banks | | | | |
| (i) In current accounts | | 43,040,657 | | 47,216,608 |
| (ii) In deposit accounts | | 2,819,008 | | - |
| | | 63,804,972 | | 63,429,961 |
| See accompanying notes forming part of the financial statements | | | | |
| In terms of our report attached. | | | | |
| For DIYALI B AND ASSOCIATES | | For and on behalf of the Board of Directors | | |
| Chartered Accountants | | | | |
| Firm Regn No. 0177405 | | | | |
| | | | | |
| Diyali B | | K.N Deenadayalan | | |
| Proprietrix | | Director | | |
| Membership No. 242354 | | DIN : 02910246 | | |
| | | Pavan Kumar Kavad | | |
| | | Wholetime Director | | |
| | | DIN : 07095542 | | |
| | | | | |
| Place : Chennai | | Prince Thomas | | |
| Date : 25th May 2019 | | Company Secretary | | |
| | | S.P Mahesh | | |
| | | Chief Financial Officer | | |

Prithvi Exchange (India) Limited

STATEMENT OF CHANGES IN EQUITY (SOCEI)

| Statement of Changes in Equity (SOCIE) | | | | |
|---|--------------------|---|--------------------------------|--------------|
| Note (a) : Equity Share Capital | | | | |
| Particulars | | As at | | |
| | | 31st March 2019 | 31st March 2018 | |
| Balance at the beginning of the reporting period | | 5,499,767 | 5,499,767 | |
| Changes in equity share capital during the year | | - | - | |
| Balance at the end of the reporting period | | 5,499,767 | 5,499,767 | |
| Note (b) : Other Equity | | | | |
| Particulars | Reserves & Surplus | | Items of OCI | Total Equity |
| | Capital reserve | Retained earnings | Equity Instruments through OCI | |
| Balance at 01st April, 2017 | 82,750 | 167,296,423 | 3,378,930 | 170,758,103 |
| Profit for the year | - | 18,472,484 | - | 18,472,484 |
| Other comprehensive income for the year net of income tax | - | - | 2,335,292 | 2,335,292 |
| Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | - | - | - | - |
| Total comprehensive income for the year | - | 18,472,484 | 2,335,292 | 20,807,776 |
| Cash dividends (Refer Note : 15) | - | (2,749,884) | - | (2,749,884) |
| Dividend Distribution Tax (DDT) (Refer Note : 15) | - | (559,812) | - | (559,812) |
| | - | (3,309,696) | - | (3,309,696) |
| Balance at 31st March, 2018 | 82,750 | 182,459,211 | 5,714,222 | 188,256,183 |
| Balance at the beginning of the reporting period | 82,750 | 182,459,211 | 5,714,222 | 188,256,183 |
| Profit for the year | - | 24,405,655 | - | 24,405,655 |
| Other comprehensive income for the year net of income tax | - | - | (2,576,784) | (2,576,784) |
| Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | - | - | - | - |
| Total comprehensive income for the year | - | 24,405,655 | (2,576,784) | 21,828,871 |
| Cash dividends | - | (2,750,000) | - | (2,750,000) |
| Dividend Distribution Tax (DDT) | - | (559,900) | - | (559,900) |
| | - | (3,309,900) | - | (3,309,900) |
| Balance at 31st March, 2019 | 82,750 | 203,554,966 | 3,137,438 | 206,775,154 |
| In terms of our report attached. | | | | |
| For DIYALI B AND ASSOCIATES | | For and on behalf of the Board of Directors | | |
| Chartered Accountants | | | | |
| Firm Regn No. 0177405 | | | | |
| Diyali B | | K.N Deenadayalan | Pavan Kumar Kavad | |
| Proprietrix | | Director | Wholetime Director | |
| Membership No. 242354 | | DIN : 02910246 | DIN : 07095542 | |
| Place : Chennai | | Prince Thomas | S.P Mahesh | |
| Date : 25th May 2019 | | Company Secretary | Chief Financial Officer | |

| Prithvi Exchange (India) Limited Notes to the financial statements | |
|---|---|
| Note | Particulars |
| 1 | <p><u>Corporate information</u></p> <p>Prithvi Exchange (India) Limited (L30006TN1995PLC031931), a public limited company incorporated under Company Act, is licensed by RBI to function as Authorised dealer Category II. Prithvi Exchange (India) Limited operates under the brand name of "PRITHVI EXCHANGE". The company deals in all tradeable foreign currencies, traveller cheques, drafts and swift transfers. At present the company has 17 branches spread in the state of Tamilnadu, Kerla, Karnataka, Andhra Pradesh, Gujarat and Maharashtra. 'Prithvi Exchange is also an authorised agent to receive Money Transfer send through Western Union Money Transfer, Money Gram and Xpress Money.</p> <p>The Registered office of the company is situated at No 11, East Spur Tank Road, Chetpet, Chennai-600031.</p> <p>These financial statements were approved for issues in the meeting of the Board of Directors held on 25th May 2019.</p> |
| 2 | <p><u>Basis of preparation of financial statements</u></p> |
| 2.1 | <p><u>Basis of preparation and compliance with Ind AS</u></p> <p>The Financial Statements of the Company as at and for the year ended 31st March 2018 have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act'), and the Companies (Indian Accounting Standards) Rules issued from time to time and relevant provisions of the Companies Act, 2013 (collectively called as Ind AS).</p> |
| 2.2 | <p><u>Basis of measurement</u></p> <p>The financial statements have been prepared on a going concern basis, using historical cost convention and on an accrual method of accounting, except for financial assets, financial liabilities and defined benefit plans which have been measured at fair value, as required by relevant Ind AS.</p> |
| 2.3 | <p><u>Current and non-current classification</u></p> <p>The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.</p> <p>An asset is classified as current if it satisfies any of the following criteria:</p> <ul style="list-style-type: none"> a) It is expected to be realised or intended to be sold in the Company's normal operating cycle. b) It is held primarily for the purpose of trading, c) It is expected to be realised within twelve months after the reporting period, or d) It is a cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period <p>All other assets are classified as non-current</p> <p>A liability is classified as current if it satisfies any of the following criteria:</p> <ul style="list-style-type: none"> a) it is expected to be settled in the Company's normal operating cycle, b) it is held primarily for the purpose of trading, c) it is due to be settled within twelve months after the reporting period d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. <p>The Company classifies all other liabilities as noncurrent. Current liabilities include current portion of noncurrent financial liabilities.</p> <p>Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.</p> |
| 2.4 | <p><u>Use of estimates and assumptions</u></p> <p>The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.</p> |
| 2.5 | <p><u>Property, plant and equipment</u></p> <p>Property, plant and equipments are stated at historical cost less accumulated depreciation. Cost comprises of purchase price and other attributable costs , if any , in bringing the assets to its working condition for its intended use.</p> <p>On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.</p> |

| | |
|--|---|
| | <p>Depreciation (ii) Depreciation on Property, plant and equipment is provided for on Straight Line method in the manner prescribed in Part C of Schedule II of the Companies Act, 2013 and reckoning the maximum residual value @ 5% of the original cost of the asset.</p> <p>(ii) In respect of addition of assets during the year, depreciation has been provided on Pro-rata basis.</p> <p>2.6 Inventories Stocks are valued at cost or net realizable value whichever is less.</p> <p>2.7 Revenue recognition <u>Income from forex</u> Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from the sale of currencies is recognised when the significant risks and rewards of ownership of the currencies have passed on to the buyer, usually on delivery of the currencies, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of currencies. Revenue from the sale of currencies is measured at the fair value of the consideration received or receivable, net of trade discounts, other direct expenses and volume rebates.</p> <p><u>Interest Income</u> Interest income is recognised on the time proportion basis, by reference to the principal outstanding and effective interest rate applicable.</p> <p><u>Commission receipts</u> Commission receipts are recognised on accrual basis.</p> <p>2.8 Employee benefits (i) Short-term employee benefits Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.</p> <p>(ii) Post Employment benefits (a) Defined contribution plans A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Contributions paid/payable for Provident Fund of eligible employees is recognized in the statement of Profit and Loss each year.</p> <p>(b) Defined benefit plans A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.</p> <p>Post employment benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The calculation of defined benefit obligation is performed by a qualified actuary using the projected unit credit method.</p> |
| | <p>2.9 Financial instruments Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.</p> <p>(A) Financial Assets The Company determines the classification of its financial assets at initial recognition. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.</p> <p>The financial assets are classified in the following measurement categories:</p> <p>a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and</p> <p>b) Those to be measured at amortised cost.</p> <p>For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss as incurred. Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.</p> |

| | |
|-------------|---|
| | <p>(i) Amortised Cost The Company classifies its financial assets as at amortised cost only if both of the following criteria are met: a) The asset is held within a business model with the objective of collecting the contractual cash flows, and b) The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.</p> <p>Financial assets at amortised cost include loans receivable, trade and other receivables, and other financial assets that are held with the objective of collecting contractual cash flows. After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment.</p> <p>Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the Statement of Profit or Loss in other income.</p> <p>(ii) Fair value through other comprehensive income Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, and interest revenue which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.</p> <p>(iii) Financial assets at fair value through profit or loss The Company classifies the following financial assets at fair value through profit or loss: a) Debt investments that do not qualify for measurement at amortised cost; b) Debt investments that do not qualify for measurement at fair value through other comprehensive income; and c) Debt investments that have been designated at fair value through profit or loss.</p> <p>Derecognition of financial assets The Company derecognises a financial asset when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.</p> <p>(B) Financial Liabilities The Company determines the classification of its financial liabilities at initial recognition.</p> <p>Classification The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.</p> <p>Initial recognition and measurement Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss. Loans and borrowings, payables are subsequently measured at amortised cost.</p> <p>Derecognition of financial liabilities A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.</p> <p>(C) Equity investments All equity investments in scope of Ind AS 109 are measured at fair value. For equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable.</p> <p>If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.</p> |
| 2.10 | <p>Cash and cash equivalents Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, cheques on hand and short-term deposits, as defined above.</p> |
| 2.11 | <p>Taxation A. Current Tax Current income tax is measured at the amount of tax expected to be payable on the taxable income for the year.</p> |

B. Deferred Tax

Deferred tax is recognised on temporary differences between carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.12 Segment accounting

The Company operates in a single segment i.e trading of foreign currencies and hence not call for segmentwise disclosure of assets, liabilities, revenues or expenses as prescribed under Indian Accounting Standard 108 on "Operating Segments".

The Company operates mainly in Indian market and there are no reportable geographical segments.

2.13 Provisions, Contingent Liabilities and Contingent Assets
A. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

B. Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

C. Contingent assets

Contingent assets are disclosed, where an inflow of economic benefit is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.14 Statement of Cash flows

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities of the Company are segregated.

2.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

2.16 Dividend to Equity Shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholder's equity in the period in which the dividends are approved by the equity shareholders in the general meeting.

Prithvi Exchange (India) Limited
Notes to Financial statements

Note 3 : Property, plant and equipment

| Particular | Gross Block | | | | Depreciation | | | | Net Block | | |
|------------------------|---------------------|-----------|-----------|-----------|---------------------|--------------------|-----------------|-------------|-----------|---------------------|---------------------|
| | As at 01-04-2018 | Additions | Deletions | Discarded | As at 31-03-2019 | Upto 01-04-2018 | For the Year | On deletion | Discarded | As at 31-03-2019 | As at 31-03-2018 |
| Air Conditioner | 583,674 | 81,617 | 42,276 | - | 623,015 | 82,049 | 74,749 | 19,521 | - | 137,277 | 501,625 |
| Computer & Accessories | 881,642 | 103,349 | - | 72,976 | 912,015 | 419,734 | 183,746 | - | - | 603,480 | 461,908 |
| Electrical Fittings | 150,239 | - | - | - | 150,239 | 11,084 | 28,549 | - | - | 39,633 | 139,155 |
| Furniture & Fixture | 1,378,877 | 81,242 | - | - | 1,460,119 | 337,936 | 171,354 | - | - | 509,290 | 1,040,941 |
| Vehicles | 7,540,483 | 3,099,340 | 889,061 | 2,185 | 9,748,577 | 1,500,002 | 1,059,375 | 509,447 | - | 2,049,930 | 6,040,481 |
| Office Equipments | 1,409,172 | 357,954 | - | 54,260 | 1,712,866 | 454,940 | 302,361 | - | - | 757,301 | 954,232 |
| Total | 11,944,087 | 3,723,502 | 931,337 | 129,421 | 14,606,831 | 2,805,745 | 1,820,134 | 528,968 | - | 4,096,911 | 9,138,342 |

| Particular | Gross Block | | | | Depreciation | | | Net Block | | |
|------------------------|---------------------|-----------|-----------|-----------|---------------------|--------------------|-----------------|-----------------------------|---------------------|---------------------|
| | As at 01-04-2017 | Additions | Deletions | Discarded | As at 31-03-2018 | Upto 01-04-2017 | For the Year | On deletion On Discarded | As at 31-03-2018 | As at 31-03-2017 |
| Air Conditioner | 492,260 | 116,314 | 24,900 | - | 583,674 | 26,458 | 75,140 | 19,549 | 82,049 | 465,802 |
| Computer & Accessories | 561,679 | 328,063 | 8,100 | - | 881,642 | 214,942 | 212,487 | 7,695 | 419,734 | 346,737 |
| Electrical Fittings | 217,842 | - | - | 67,603 | 150,239 | 39,519 | 39,168 | - | 11,084 | 178,323 |
| Furniture & Fixture | 1,234,171 | 276,604 | 70,000 | 61,898 | 1,378,877 | 228,119 | 238,215 | 66,500 | 337,936 | 1,006,052 |
| Vehicles | 7,368,164 | 309,588 | 47,000 | 90,269 | 7,540,483 | 577,723 | 1,044,371 | 41,144 | 1,500,002 | 6,790,441 |
| Office Equipments | 1,132,852 | 399,776 | 5,500 | 117,956 | 1,409,172 | 259,027 | 319,084 | 5,225 | 454,940 | 873,825 |
| Total | 11,006,968 | 1,430,345 | 155,500 | 337,726 | 11,944,087 | 1,345,788 | 1,928,475 | 140,113 | 2,805,745 | 9,661,180 |

PRITHVI EXCHANGE (INDIA) LIMITED

| Prithvi Exchange (India) Limited Notes to Financial statements | | | | | |
|---|------------|-------------------------------------|-------------------------------------|--------------------------------|--------------------------------|
| Note 4 : Non-current investments | | | | | |
| Particulars | Face Value | As at 31st March 2019 (Quantity) | As at 31st March 2018 (Quantity) | As at 31st March 2019 (Rs.) | As at 31st March 2018 (Rs.) |
| Unquoted equity shares measured at fair value through OCI | | | | | |
| Prithvi Finsec Private Limited | 10 | 360,000 | 360,000 | 3,600,000 | 3,600,000 |
| B.S Refrigerators Limited | 10 | 1,900 | 1,900 | 19,000 | 1,900 |
| | | | | 3,619,000 | 3,601,900 |
| Quoted equity shares measured at fair value through OCI | | | | | |
| Asian Paints Limited | 1 | - | 50 | - | 56,035 |
| Bafna Pharmaceuticals Limited | 10 | 68,555 | 68,555 | 750,677 | 1,919,540 |
| Bank of Maharashtra | 10 | 2,000 | - | 27,380 | - |
| Bharti Airtel Limited | 5 | 275 | 275 | 91,548 | 109,698 |
| Beckons Industries Limited | 10 | 6,300 | 6,300 | 1,197 | 63,000 |
| Central Depository Services Limited | 10 | 300 | 100 | 72,765 | 28,265 |
| DCB Bank Limited | 10 | 1,500 | 1,500 | 306,525 | 242,100 |
| Everonn Education Limited | 10 | 25 | 25 | 306 | 250 |
| Firstsource Solutions Limited | 10 | 4,000 | - | 188,200 | - |
| Galada Finance Limited | 10 | 225,000 | 225,000 | 2,484,000 | 4,275,000 |
| GMR Infrastructure Limited | 1 | 4,000 | 2,000 | 79,200 | 34,000 |
| Gokaldas Exports Limited | 5 | 2,000 | - | 186,600 | - |
| G.V Films Limited | 1 | 100,000 | 100,000 | 47,000 | 69,000 |
| Havells India Limited | 1 | - | 100 | - | 48,775 |
| HCL Infosys Limited | 2 | 3,100 | 3,100 | 59,055 | 158,100 |
| HCL Technologies Limited | 2 | 900 | 900 | 979,200 | 872,550 |
| HDFC Bank Limited | 2 | 200 | 200 | 463,300 | 378,290 |
| Hexaware Technologies Limited | 2 | 3,000 | 4,000 | 1,033,650 | 1,501,400 |
| IDFC Limited | 10 | 700 | 700 | 32,480 | 34,055 |
| IDFC Bank Limited | 10 | 700 | 700 | 38,640 | 33,145 |
| Indian Overseas Bank | 10 | 600 | 600 | 8,652 | 10,350 |
| Infosys Limited | 5 | 1,000 | 700 | 742,300 | 794,080 |
| Intellect Design Areana Limited | 5 | 1,287 | 1,287 | 262,033 | 212,162 |
| J K Papers Limited | 10 | 1,500 | - | 214,350 | - |
| Maruti Suzuki India Limited | 5 | 10 | 10 | 66,717 | 88,631 |
| Mahanagar Telecom Nigam Limited | 10 | 900 | 900 | 10,764 | 16,965 |
| Mind Tree Limited | 10 | 300 | 300 | 283,185 | 232,200 |
| Munoth Financial Services Limited | 10 | 1,892 | 1,892 | 17,482 | 15,193 |
| Polaris Consulting & Services Limited | 5 | - | 900 | - | 421,830 |
| PTC India Financial Services Limited | 10 | 14,500 | - | 230,695 | - |
| Rain Industries Limited | 2 | 2,000 | 700 | 205,000 | 261,870 |
| Raymond Limited | 10 | 1,000 | 700 | 809,450 | 628,985 |
| RBL Limited | 10 | - | 100 | - | 47,690 |
| Reliance Capital Limited | 10 | 40 | 40 | 8,168 | 16,940 |
| Reliance Communication Limited | 5 | 12,590 | 5,590 | 52,123 | 121,583 |
| Reliance Home Finance Limited | 10 | 40 | 40 | 1,148 | 2,410 |
| State Bank of India | 1 | 1,000 | 1,000 | 320,800 | 250,100 |
| Sugal & Damani Share Brokers Limited | 10 | 58,210 | 58,210 | 653,698 | 643,220 |
| Tata Communication Limited | 10 | 65 | 65 | 39,933 | 40,375 |
| Tata Consultancy Services Limited | 1 | 950 | 475 | 1,900,380 | 1,353,418 |
| Tata Elxsi Limited | 10 | 1,300 | 1,350 | 1,252,225 | 1,329,953 |
| Tata Teleservices (Maharashtra) Limited | 10 | 12,833 | 2,833 | 39,398 | 15,610 |
| Tech Mahindra Limited | 5 | 1,200 | 1,200 | 931,440 | 765,960 |
| TV 18 Broadcast Limited | 2 | 2,750 | 1,000 | 97,625 | 67,050 |
| UCO Bank Limited | 10 | 2,600 | 2,600 | 48,750 | 56,160 |
| United Bank of India | 10 | 8,000 | - | 88,480 | - |
| VIP Industries Limited | 2 | - | 100 | - | 31,680 |
| Voltas Limited | 1 | 80 | 100 | 50,436 | 62,060 |
| State Bank of Bikaner & Jaipur | 10 | - | - | - | - |
| State Bank of Travancore | 10 | - | - | - | - |
| Yes Bank Limited | 2 | 5,500 | 3,250 | 1,512,775 | 990,925 |
| | | | | 16,689,730 | 18,300,603 |
| Other Investments measured at fair value through OCI | | | | | |
| (a) Investment in Tax free bonds (Quoted) - Fully paid | | | | | |
| National Highway Authority of India | | 247 | 247 | 269,576 | 263,994 |
| Rural Electrification Corporation Limited | | 1,000 | 1,000 | 1,169,000 | 1,183,000 |
| (b) Other Investments | | | | | |
| Investment in Gold (Quoted) | | | | 11,334,956 | 10,873,692 |
| Investment in Coin (Unquoted) | | | | 1,335,872 | 1,335,872 |
| | | | | 14,109,404 | 13,656,558 |
| Total Investments | | | | 34,418,134 | 35,559,061 |
| Aggregate book value of quoted investments | | | | 29,463,262 | 30,621,289 |
| Aggregate market value of quoted investments | | | | 29,463,262 | 30,621,289 |
| Aggregate carrying value of unquoted investments | | | | 4,954,872 | 4,937,772 |

Category-wise other investments-as per Ind AS 109 classification

| Particulars | As at 31st March 2019 (Rs.) | As at 31st March 2018 (Rs.) |
|---|--------------------------------|--------------------------------|
| Financial assets carried at fair value through profit or loss (FVTPL) | - | - |
| Financial assets carried at amortised cost | 4,954,872 | 4,937,772 |
| Financial assets measured at FVTOCI | 29,463,262 | 30,621,289 |
| Total Investments | 34,418,134 | 35,559,061 |

Prithvi Exchange (India) Limited
Notes to Financial statements

Note 5 : Other non-current financial assets

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| <u>Unsecured, considered good</u> | | |
| In Deposit accounts (original maturity more than 12 months) | 17,500,000 | 18,538,287 |
| Other deposits | 4,969,282 | 4,494,502 |
| Total | 22,469,282 | 23,032,789 |

Note 6 : Inventories

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|------------------------------|--------------------------|--------------------------|
| <u>Stock In Trade</u> | | |
| Foreign currencies | 58,746,793 | 35,577,852 |
| Gold | 5,984,423 | 5,984,423 |
| Total | 64,731,216 | 41,562,275 |

Note 7 : Trade receivables

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|------------------------------------|--------------------------|--------------------------|
| Secured, considered good | - | - |
| Unsecured, considered good | 47,903,992 | 58,880,911 |
| Unsecured, considered doubtful | - | - |
| | 47,903,992 | 58,880,911 |
| Less: Allowance for doubtful debts | - | - |
| Total | 47,903,992 | 58,880,911 |

Note 8 : Cash and cash equivalents

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| Cash and cash equivalents | | |
| Cash on hand | 14,785,189 | 12,983,927 |
| Cheques, drafts on hand | 3,160,118 | 3,229,426 |
| Balances with banks | | |
| - In current accounts | 43,040,657 | 47,216,608 |
| - In deposit accounts (Maturing with in 3 months) | 2,819,008 | - |
| Total | 63,804,972 | 63,429,961 |

PRITHIVI EXCHANGE (INDIA) LIMITED

Prithvi Exchange (India) Limited Notes to Financial statements

Note 9 : Other Bank balances

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| In Unclaimed dividend account | 722,759 | 391,106 |
| In Deposit accounts (original maturity more than three months but upto twelve months) | 63,506,791 | 51,296,135 |
| Total | 64,229,550 | 51,687,241 |

Note 10 : Loans

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| <u>Unsecured, considered good</u> | | |
| Advances to employees | 494,375 | 510,149 |
| Others | 21,984,400 | 24,465,744 |
| Total | 22,478,775 | 24,975,893 |

Note 11 :

A. Income tax asset (net)

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|-------------------------------------|--------------------------|--------------------------|
| Advance payment of Income Tax (net) | 7,162,631 | 8,901,934 |
| Total | 7,162,631 | 8,901,934 |

B Deferred tax assets (net)

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| (a) Statement of Profit & loss | | |
| Profit & loss section | | |
| Current income tax | 14,500,000 | 11,300,000 |
| Deferred tax relating to origination & reversal of temporary differences | (55,238) | (55,684) |
| Deferred tax relating to Ind AS adjustments | - | - |
| Income tax expense reported in the statement of profit or loss | 14,444,762 | 11,244,316 |
| (b) Other comprehensive income section | | |
| On Unrealised (gain)/loss on FVTOCI equity securities | 667,996 | (597,755) |
| On Net loss/(gain) on remeasurements of defined benefit plans | - | - |
| Income tax charged to OCI | 667,996 | (597,755) |
| (c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended | | |
| Accounting profit before income tax | 38,850,417 | 29,716,800 |
| Statutory income tax rate | 33.384% | 33.063% |
| Tax at statutory income tax rate of 33.063% | 12,969,823 | 9,825,266 |

PRITHIVI EXCHANGE (INDIA) LIMITED

| | | |
|--|-------------------|-------------------|
| Tax effects of : | | |
| Income not subject to tax | (120,000) | (130,996) |
| Inadmissible expenses or expenses treated separately | 2,342,366 | 2,832,756 |
| Admissible deductions | (300,044) | (631,546) |
| Deduction Under chapter - VI | (727,307) | (595,480) |
| Others | 335,162 | |
| Deferred tax on other items | (55,238) | (55,684) |
| Total tax effect | 1,474,939 | 1,419,050 |
| Income tax expense reported in statement of Profit & loss | 14,444,762 | 11,244,316 |

(c) Deferred tax relates to the following:

| Particulars | Balance sheet | |
|---|--------------------------|--------------------------|
| | As at 31st March 2019 | As at 31st March 2018 |
| <u>Deferred tax assets</u> | | |
| Property, plant and equipment | (392,212) | (336,974) |
| <u>Deferred tax liability</u> | | |
| Fair valuation of financial instruments | 794,649 | 1,462,645 |
| Total | 402,437 | 1,125,671 |

| Particulars | Recognised in Profit and Loss | |
|-------------------------------|-------------------------------|--------------------------|
| | As at 31st March 2019 | As at 31st March 2018 |
| Property, plant and equipment | 55,238 | 55,684 |
| Total | 55,238 | 55,684 |

| Particulars | Recognised in OCI | |
|---|--------------------------|--------------------------|
| | As at 31st March 2019 | As at 31st March 2018 |
| Fair valuation of financial instruments | 667,996 | (597,755) |
| Total | 667,996 | (597,755) |

(d) Reconciliation of deferred tax liabilities (net):

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| Balance at the beginning of the reporting period | 1,125,671 | 583,600 |
| Tax (income)/expense during the period recognised in Profit & Loss (DTA) | (55,238) | (55,684) |
| Tax income/(expense) during the period recognised in OCI (DTL) | (667,996) | 597,755 |
| Total | 402,437 | 1,125,671 |

Note 12 : Other current assets

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|-----------------------------------|-----------------------|-----------------------|
| Unsecured, considered good | | |
| Balances with govt. agencies: | | |
| - Service tax | - | 153,278 |
| - Goods and service tax | - | 398,021 |
| Others | 5,985,024 | 11,316,961 |
| Total | 5,985,024 | 11,868,260 |

Prithvi Exchange (India) Limited
Notes to Financial statements

Note 13 : Equity Share capital

| Particulars | As at 31st March 2019 | | As at 31st March 2018 | |
|--|-----------------------|-------------------|-----------------------|-------------------|
| | Number of shares | Amount | Number of shares | Amount |
| Authorised | | | | |
| Equity Shares of Rs 10/- each with voting rights | 7,000,000 | 70,000,000 | 7,000,000 | 70,000,000 |
| 6% Redeemable preference shares of Rs 100/- each | 300,000 | 30,000,000 | 300,000 | 30,000,000 |
| Issued | | | | |
| Equity Shares of Rs 10/- each with voting rights | | | | |
| Shares outstanding at beginning of the year | 5,499,767 | 54,997,670 | 5,499,767 | 54,997,670 |
| Shares outstanding at the end of the year | 5,499,767 | 54,997,670 | 5,499,767 | 54,997,670 |
| Subscribed and fully paid up | | | | |
| Equity Shares of Rs 10/- each with voting rights | | | | |
| Shares outstanding at beginning of the year | 5,499,767 | 54,997,670 | 5,499,767 | 54,997,670 |
| Shares outstanding at the end of the year | 5,499,767 | 54,997,670 | 5,499,767 | 54,997,670 |
| Total | 5,499,767 | 54,997,670 | 5,499,767 | 54,997,670 |

a) Rights, preferences and restrictions attached to shares

Equity shares

The Company has one class of equity shares having a par value of ` Rs 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b) Shareholders holding more than 5% of equity share capital

| Particulars | As at 31st March 2019 | | As at 31st March 2018 | |
|------------------------|-----------------------|--------|-----------------------|--------|
| | Number of shares | % | Number of shares | % |
| Usha Kavadi | 987,345 | 17.95% | 987,345 | 17.95% |
| Ashok Kumar Kavadi HUF | 981,537 | 17.85% | 981,537 | 17.85% |
| Pavan Kumar Kavadi | 1,988,040 | 36.15% | 1,988,040 | 36.15% |
| Total | | | | |

Prithvi Exchange (India) Limited
Notes to Financial statements

Note 14 : Other equity

| Particulars | Reserves & Surplus | | Items of OCI | Total Equity |
|---|--------------------|--------------------|--------------------------------|--------------------|
| | Capital reserve | Retained earnings | Equity Instruments through OCI | |
| Balance at 01st April, 2017 | 82,750 | 167,296,423 | 3,378,930 | 170,758,103 |
| Profit for the year | - | 18,472,484 | - | 18,472,484 |
| Other comprehensive income for the year net of income tax | - | - | 2,335,292 | 2,335,292 |
| Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | - | - | - | - |
| Total comprehensive income for the year | - | 18,472,484 | 2,335,292 | 20,807,776 |
| Cash dividends (Refer Note below) | - | (2,749,884) | - | (2,749,884) |
| Dividend Distribution Tax (DDT) (Refer Note below) | - | (559,812) | - | (559,812) |
| | - | (3,309,696) | - | (3,309,696) |
| Balance at 31st March, 2018 | 82,750 | 182,459,211 | 5,714,222 | 188,256,183 |
| Balance at the beginning of the reporting period | 82,750 | 182,459,211 | 5,714,222 | 188,256,183 |
| Profit for the year | - | 24,405,655 | - | 24,405,655 |
| Other comprehensive income for the year net of income tax | - | - | (2,576,784) | (2,576,784) |
| Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | - | - | - | - |
| Total comprehensive income for the year | - | 24,405,655 | (2,576,784) | 21,828,871 |
| Cash dividends | - | (2,750,000) | - | (2,750,000) |
| Dividend Distribution Tax (DDT) | - | (559,900) | - | (559,900) |
| | - | (3,309,900) | - | (3,309,900) |
| Balance at 31st March, 2019 | 82,750 | 203,554,966 | 3,137,438 | 206,775,154 |

Prithvi Exchange (India) Limited
Notes to Financial statements
Note 15 : Long term provisions

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| Provision for employee benefits | | |
| Provision for Gratuity (Refer Note 27) | 2,909,063 | 2,712,513 |
| Total | 2,909,063 | 2,712,513 |

Note 16 : Financial Liabilities- borrowings

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| <u>Secured</u> | | |
| <u>From Banks</u> | | |
| Overdraft facility from Banks (Secured by Fixed deposits) | 1,710 | - |
| <u>Other loans and advances</u> | | |
| Book overdraft | 2,266,265 | 12,371,473 |
| Total | 2,267,975 | 12,371,473 |

Note 17 : Current financial liabilities- trade payables

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| Unsecured, considered good | | |
| Due to Micro, Small and Medium Enterprises (MSMED)* | - | - |
| Others | 68,745,788 | 56,871,884 |
| Total | 68,745,788 | 56,871,884 |

*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day | - | - |
| (iv) The amount of interest due and payable for the year | - | - |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

Prithvi Exchange (India) Limited
Notes to Financial statements
Note 18 : Other current financial liabilities

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|-----------------------------|--------------------------|--------------------------|
| Unclaimed dividend | 722,759 | 391,106 |
| Franchise security Deposits | 61,500 | 61,500 |
| Others | - | - |
| Total | 784,259 | 452,606 |

Note 19 : Other current liabilities

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|-------------------------|--------------------------|--------------------------|
| Advances from customers | 828,483 | 5,981,542 |
| Statutory dues | 1,881,424 | 1,731,001 |
| Creditors for expenses | 2,944,006 | 3,686,124 |
| Total | 5,653,913 | 11,398,667 |

Note 20 : Short term provisions

| Particulars | As at 31st March 2019 | As at 31st March 2018 |
|--|--------------------------|--------------------------|
| Provision for employee benefits | | |
| Provision for Gratuity (Refer Note 26) | - | - |
| Provision for bonus | 607,237 | 500,000 |
| Provisions for incentives | 550,000 | 350,000 |
| Total | 1,157,237 | 850,000 |

Prithvi Exchange (India) Limited
Notes to Financial statements
Note 21 : Revenue from operation

| | Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|-----|-------------------------------|--------------------------------|--------------------------------|
| | | INR | INR |
| | Revenue from operation | | |
| (a) | Income From Forex Business | 82,664,025 | 69,899,267 |
| (b) | Commission Receipts | 11,875,472 | 13,737,851 |
| (c) | Service Charges | 6,638,744 | 6,408,892 |
| | Total | 101,178,241 | 90,046,010 |

Note 22 : Other income

| | Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|-----|--|--------------------------------|--------------------------------|
| | | INR | INR |
| (a) | Interest income | 6,854,220 | 6,397,546 |
| (b) | Dividend income from long term investments | 154,600 | 97,086 |
| (c) | Profit on Sale of Assets | 50,131 | 5,978 |
| (d) | Profit on Sale of Shares | 1,136,437 | 186,283 |
| (e) | Miscellaneous Income | 124,086 | 127,115 |
| | Total | 8,319,474 | 6,814,008 |

Note 23 : Employee benefit expenses

| | Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|-----|--|--------------------------------|--------------------------------|
| | | INR | INR |
| (a) | Salaries, Wages, Bonus and other benefits | 36,333,774 | 33,213,167 |
| (b) | Contributions to provident and other funds | 2,318,490 | 2,498,836 |
| (c) | Staff welfare expenses | 2,087,135 | 1,649,887 |
| | Total | 40,739,399 | 37,361,890 |

Note 24 : Finance cost

| | Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|--|-------------------|--------------------------------|--------------------------------|
| | | INR | INR |
| | Interest expenses | 321,423 | 183,541 |
| | Total | 321,423 | 183,541 |

Prithvi Exchange (India) Limited
Notes to Financial statements
Note 25 : Other expenses

| Particulars | Year ended 31st March, | Year ended 31st March, |
|---|------------------------|------------------------|
| | 2019 | 2018 |
| | INR | INR |
| Advertisement Expenses. | 384,757 | 747,462 |
| Annual Maintenance Charges | 378,329 | 405,342 |
| Meeting Expenses | 94,089 | 35,268 |
| Assets Discarded | 129,421 | 7,136 |
| Auditor's Remuneration (Refer note below) | 500,000 | 460,000 |
| Baddebt | 327,531 | 25,664 |
| Bank Charges | 987,220 | 805,008 |
| Books & Periodicals | - | 4,479 |
| Business Promotion Expenses | 612,149 | 746,837 |
| Consultancy Charges | 824,300 | 1,281,000 |
| Listing & Custodial Fees | 324,309 | 293,213 |
| Delivery Charges | 470,921 | 523,465 |
| Director's Sitting Fees | 90,000 | 74,000 |
| Donation | 5,784,200 | 5,196,100 |
| Electricity Expenses | 1,033,524 | 900,230 |
| Interest on Late Payment of TDS | 2,887 | 943 |
| Insurance Charges | 1,579,724 | 1,209,970 |
| Miscellaneous Expenses | 76,223 | 95,768 |
| Membership Fees & Subscription | 28,000 | 51,500 |
| Office Maintenance | 1,051,249 | 1,057,434 |
| Postage & Telegram | 432,760 | 360,311 |
| Printing And Stationery | 923,654 | 928,668 |
| Rates & Taxes | 66,255 | 302,862 |
| Rent | 5,274,464 | 6,276,401 |
| Repairs & Maintenance | 332,277 | 498,552 |
| Software Charges | 655,042 | 460,717 |
| Share Transfer Charges | 48,000 | 55,831 |
| Telephone & Internet Charges | 1,088,545 | 1,142,009 |
| Travelling & Conveyance | 2,308,758 | 2,118,251 |
| Vehicle Maintenance | 1,957,754 | 1,604,891 |
| Total | 27,766,342 | 27,669,312 |

Notes : Payments to Auditors, excluding taxes

| Particulars | Year ended 31st March, | Year ended 31st March, |
|---------------------------------|------------------------|------------------------|
| | 2019 | 2018 |
| | INR | INR |
| Payments to the auditors | | |
| ' - For Statutory Audit | 360,000 | 300,000 |
| ' - For Tax Audit | 70,000 | 60,000 |
| ' - For Taxation Matters | 30,000 | 60,000 |
| ' - Reimbursement of expenses | 40,000 | 40,000 |
| Total | 500,000 | 460,000 |

PRITHVI EXCHANGE (INDIA) LIMITED

Prithvi Exchange (India) Limited Notes to Financial statements

| Note | Particulars | As at 31st March 2019 | As at 31st March 2018 |
|------|---|--------------------------|--------------------------|
| | | INR | INR |
| 26 | (i) Commitments and Contingent liabilities (to the extent not provided for) | | |
| | Commitments Contingent liabilities - Claims against the Company not acknowledged as debt - Disputed Income tax demands appealed against, not provided for : | NIL 12.15 Lakhs | NIL 12.15 Lakhs |
| | (ii) Contingent Assets The Company does not have any contingent assets. | | |
| 27 | Employee benefit plans a) Defined contribution plans: Amount towards Defined Contribution Plans have been recognised under "Contributions to provident and other funds" in Note : 23 Rs 23,18,490/- for financial year 2018-2019 (Rs 24,98,836/- for financial year 2017-2018). b) Defined benefit plans: The Company operates post employment defined employee benefits plans in the form of funded Gratuity. Details of funded plans are as follows: | | |
| | Particular | As at 31st March 2019 | As at 31st March 2018 |
| | | INR | INR |
| | 1. Changes In Present Value of obligation | | |
| | a. Obligation as at the beginning of the year | 3,937,301 | 2,292,349 |
| | b. Current Service Cost | 858,016 | 1,644,952 |
| | c. Interest Cost | 286,853 | - |
| | d. Actuarial (Gain)/Loss | 36,725 | 132,115 |
| | e. Benefits Paid | 414,185 | 132,115 |
| | f. Obligation as at the end of the year | 4,704,710 | 3,937,301 |
| | 2. Changes in Fair Value of Plan Assets | | |
| | a. Fair Value of Plan Assets as at the beginning of the year | 1,224,788 | 515,877 |
| | b. Expected return on Plan Assets | 85,044 | 41,026 |
| | c. Actuarial Gain/(Loss) | - | - |
| | d. Contributions | 900,000 | 800,000 |
| | e. Benefits Paid | 414,185 | 132,115 |
| | f. Fair Value of Plan Assets as at the end of the year | 1,795,647 | 1,224,788 |
| | 3. Amount Recognised in The Balance Sheet | | |
| | a. Fair Value of Plan Assets as at the end of the year | 1,795,647 | 1,224,788 |
| | b. Present Value of Obligation as at the end of the year | 4,704,710 | 3,937,301 |
| | c. Amount recognised in the Balance Sheet | (2,909,063) | (2,712,513) |
| | 4. Expense recognised in P & L during the year | | |
| | a. Current Service Cost | 894,741 | 1,777,067 |
| | b. Net Interest Cost | 201,809 | (41,026) |
| | c. Expense recognised during the year | 1,096,550 | 1,736,041 |
| | 5. Expense recognised in OCI during the year | | |
| | a. Return on Plan Assets, Excluding Interest Income | - | - |
| | b. Actuarial (Gain)/Loss recognised on Obligation | - | - |
| | c. Net (Income)/Expense recognised during the year | - | - |
| | 6. Investment Details of Plan Assets | | |
| | Administered by LIC of India | 100% | 100% |

Assumptions :

| Particular | As at 31st March 2019 | As at 31st March 2018 |
|---|--------------------------|--------------------------|
| | INR | INR |
| a. Discount Rate (per annum) | 7.72% | 7.69% |
| b. Salary Escalation Rate (per annum) | 7.50% | 7.50% |
| c. The estimate of mortality rate during employment has been considered as per Indian Assured Lives Mortality (2006-2008). | | |
| d. The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors. | | |

| Prithvi Exchange (India) Limited | | | | |
|----------------------------------|--|--|-----------------------------|-----------------------------|
| Notes to Financial statements | | | | |
| Note | Particulars | | | |
| 28 | Related party transactions | | | |
| | Description of relationship | Names of related parties | | |
| | Key Management Personnel (KMP) | | | |
| | Chairman | Mr K.N Deenadayalan | | |
| | Director | Mr D. Suresh Kumar | | |
| | Independent Director | Mr Mahaveer Chand Khariwal | | |
| | Whole-time Director | Mr Pavan Kumar Kavad | | |
| | Independent Director | Ms Anuradha Jayaraman | | |
| | Chief Financial Officer | Mr S.P Mahesh | | |
| | Company Secretary | Mr Prince Thomas (Appointed on 01/02/2019) | | |
| | Company Secretary | Ms Gayathri Samiappan (Resigned on 10/08/2018) | | |
| | Details of transactions with related parties : | | | |
| | Description | Name | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
| Managerial remuneration | Gayathri Samiappan | 68,800 | 160,039 | |
| | Prince Thomas | 129,193 | - | |
| | S.P Mahesh | 1,770,176 | 1,661,100 | |
| | Pavan Kumar Kavad | 2,400,000 | 2,400,000 | |
| | | 4,368,169 | 4,221,139 | |
| Re-imbursement of expenses | S.P Mahesh | 498,000 | 500,000 | |
| | | 498,000 | 500,000 | |

| Note | Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|------|--|-----------------------------|-----------------------------|
| | | INR | INR |
| 29 | Earnings per share | | |
| | Basic & Diluted | | |
| | Net profit / (loss) for the year | 21,828,871 | 20,807,776 |
| | Weighted average number of equity shares | 5,499,767 | 5,499,767 |
| | Par value per share | 10 | 10 |
| | Earnings per share | 3.97 | 3.78 |

| | | | |
|----|--|--|--|
| 30 | Previous year's figures have been re-grouped/re-arranged wherever found necessary. | | |
|----|--|--|--|

In terms of our report of even date attached.

For DIYALI B AND ASSOCIATES
Chartered Accountants
Firm Regn No. 017740S

Diyali B
Proprietrix
Membership No. 242354

Place : Chennai
Date : 25th May 2019

For and on behalf of the Board of Directors

K.N Deenadayalan
Director
DIN : 02910246

Pavan Kumar Kavad
Wholetime Director
DIN : 07095542

Prince Thomas
Company Secretary

S.P Mahesh
Chief Financial Officer

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

ATTENDANCE SLIP
(To be presented at the entrance)

I hereby record my presence at the 24th Annual General Meeting on Wednesday, September 25, 2019 at 11.30 A.M at Hotel Ashoka, 47, Pantheon Road, Egmore, Chennai, Tamilnadu 600008.

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 Annual Report 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 **D P I D**

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:**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General meeting of the members of the Company, to be held on Wednesday, September 25, 2019 Hotel Ashoka, 47, Pantheon Rd, Egmore, Chennai, Tamil Nadu 600008 at 11.30 A. M and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 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.
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

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

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.



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