

Prithvi Exchange (India) Limited



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF THE PRITHVI EXCHANGE (INDIA) LIMITED ON MONDAY, JANUARY 29, 2024, AT 05.00 P.M., CONDUCTED IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RESULT OF WHICH WAS DECLARED ON TUESDAY, JANUARY 30, 2024

SPECIAL BUSINESS

1. Appointment of Mr. Naresh Kumar Khivraj (DIN: 07026135) as an Independent Director.

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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Naresh Kumar Khivraj (DIN: 07026135), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 07, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 06, 2028, and that he shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."


2. Appointment of Mr. Rajesh Gurdas Wadhwa (DIN: 02724505) as an Independent Director.

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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rajesh Gurdas Wadhwa (DIN: 02724505), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till December 22, 2028, and that he shall not be liable to retire by rotation

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 30-01-2024
Place: Chennai


K.N. Deenadayalan
Chairman
DIN: 02910246

By Order Of the Board
For Prithvi Exchange (India) Ltd


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



3 Appointment of Mr. AMARENDRA SAHOO (DIN: 06741280) as an Independent Director.

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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Amarendra Sahoo (DIN: 06741280), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till December 22, 2028, and that he shall not be liable to retire by rotation

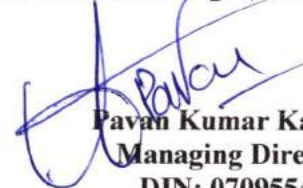
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 30-01-2024

Place: Chennai


K.N. Deenadayalan
Chairman
DIN: 02910246

By Order Of the Board
For Prithvi Exchange (India) Ltd


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE NOTICE OF POSTAL BALLOT OF M/S PRITHVI EXCHANGE INDIA LIMITED HELD ON MONDAY, 29th JANUARY, 2024. RESULT OF WHICH WAS DECLARED ON TUESDAY, JANUARY 30, 2024

As required under section 102 of the Companies Act, 2013, the following statement sets out material facts relating to the special business under items no. 1, 2&3 of the accompanying notice:

Item No.: 1

The Board of Directors of the Company, based on the recommendations of Nomination and Remuneration Committee considered & recommended the appointment of Mr. Naresh Kumar Khivraj (DIN: 07026135), as an Additional Director on 7th November, 2023 in the capacity of Independent Director Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to hold office for a term of 5 (five) Consecutive years from 07-11-2023 to 06-11-2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders.

Mr. Naresh Kumar Khivraj, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. Naresh Kumar Khivraj confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations.

Mr. Naresh Kumar Khivraj does not hold any shares of the Company. He holds the Directorship and Committee Membership in the below-mentioned company.

Company Name	Category	Committee Name	Category
Net Avenue Technology Limited	Non-Executive Director	Nil	Nil

In terms of the Act, as an Additional Director, Mr. Naresh Kumar Khivraj holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a Special resolution.

Accordingly, the appointment of Mr. Naresh Kumar Khivraj is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Naresh Kumar Khivraj for the office of Director of the Company. Mr. Naresh Kumar Khivraj has provided necessary consents and disclosures to the Company with regard to his proposed appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

**By Order Of the Board
For Prithvi Exchange (India) Ltd**

**Date: 30-01-2024
Place: Chennai**

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**K.N. Deenadayalan
Chairman
DIN: 02910246**


**Pavan Kumar Kavadi
Managing Director
DIN: 07095542**

Prithvi Exchange (India) Limited



In the opinion of the Board of Directors, he fulfils the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for appointment as an independent director and he is independent of the Management

The Nomination & Remuneration Committee assessed his suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests. The Committee was of the opinion that Mr. Naresh Kumar Khivraj has the requisite experience, skills and attributes required to lend his expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. Naresh Kumar Khivraj will hence bring further strength and add value to the Board, and considered that the appointment of Mr. Naresh Kumar Khivraj with his experience and expertise will be of immense value addition to the Company

The Board of Directors, based on recommendation of the Nomination & Remuneration Committee, hence, takes pleasure in proposing the appointment of Mr. Naresh Kumar Khivraj as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.1 of the Notice for the approval of the Members. Mr. Naresh Kumar Khivraj is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Brief resume of Mr. Naresh Kumar Khivraj, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as stipulated under SEBI Listing Regulations, are provided in the Annexure A to this notice.

Brief profile of Mr. Naresh Kumar Khivraj, Independent Director of the Company, is given below:


Mr. Naresh Kumar Khivraj graduated as Bachelor of Engineering and Certified Risk Manager from PRMIA, USA. He is a professional with hands on Capital market consulting experience in Investment Banking, Risk Management, Trading, Compliance and Consulting experience in leading European, American, Latin American and Asian markets with an overall experience of over 15 years. He was earlier with TCS as its head - Capital Market Risk and Compliance Consulting unit in TCS.

Additional information in respect of Mr. Naresh Kumar Khivraj, pursuant to Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

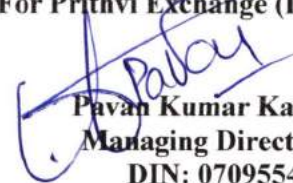
Item No.: 2

The Board of Directors of the Company, based on the recommendations of Nomination and Remuneration Committee considered & recommended the appointment of Mr. Rajesh Gurdas Wadhwa (DIN: 02724505) as an Additional Director on 23rd December, 2023 in the capacity of Independent Director Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to hold office for a term of 5 (five) Consecutive years from 23-12-2023 to 22-12-2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders.

Date: 30-01-2024
Place: Chennai


K.N. Deenadayalan
Chairman
DIN: 02910246

By Order Of the Board
For Prithvi Exchange (India) Ltd


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



Mr. Rajesh GurdasWadhwa, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. Mr. Rajesh GurdasWadhwa confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations.

Mr. Rajesh GurdasWadhwa does not hold any shares of the Company. He holds the Directorship and Committee Membership in the below-mentioned company.

Company Name	Category	Committee Name	Category
Sugal&Damani Share Brokers Ltd	Non-Executive Director	Audit Committee	Member
Livquik Technology India Pvt. Ltd	Director	Nil	Nil

In terms of the Act, as an Additional Director, Mr. Rajesh GurdasWadhwa holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a Special resolution.

Accordingly, the appointment of Mr. Rajesh Gurdas Wadhwa is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rajesh Gurdas Wadhwa for the office of Director of the Company. Mr. Rajesh Gurdas Wadhwa has provided necessary consents and disclosures to the Company with regard to his proposed appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, he fulfils the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for appointment as an independent director and he is independent of the Management.

The Nomination & Remuneration Committee assessed his suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests. The Committee was of the opinion that Mr. Rajesh Gurdas Wadhwa has the requisite experience, skills and attributes required to lend his expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. Rajesh Gurdas Wadhwa will hence bring further strength and add value to the Board, and considered that the appointment of Mr. Rajesh Gurdas Wadhwa with his experience and expertise will be of immense value addition to the Company

By Order Of the Board
For Prithvi Exchange (India) Ltd

Date: 30-01-2024
Place: Chennai

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K.N. Deenadayalan
Chairman
DIN: 02910246


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



The Board of Directors, based on recommendation of the Nomination & Remuneration Committee, hence, takes pleasure in proposing the appointment of Mr. Rajesh GurdasWadhwa as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.2 of the Notice for the approval of the Members Mr. Rajesh GurdasWadhwa is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Brief profile of Mr. Rajesh GurdasWadhwa, Independent Director of the Company, is given below:

Raajesh is passionate about corporate finance and tracks VC and PE investments in India very closely. Professionally, he has been selling software for over two decades and has negotiated, contracted, and implemented some large-value marquee deals in the Payments Solutions space with banks, lenders, and fintechs in the region.

Raajesh is part of the leadership team at M2P Fintech and is currently serving as CEO at LivQuik, a company majority owned by M2P Fintech and regulated by RBI as a PPI license holder. In addition, Raajesh also mentors a select group of entrepreneurs and serves on the boards of a few companies that he mentors.

Raajesh is a management graduate and has completed the Advanced Management Program at IIM, Bangalore. Raajesh has earned an all-round experience across stock brokerage, strategy consulting, sales and business development, payment solutions, fintechs, data analytics, and capital markets.

Apart from LivQuik Technology India Pvt Ltd, where Raajesh is a Whole-time Director& CEO, Raajesh also serves on the board of Sugal&Damani Share Brokers Ltd as an Independent Director.

Additional information in respect of Mr. Rajesh GurdasWadhwa, pursuant to Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice

Item No.: 3

The Board of Directors of the Company, based on the recommendations of Nomination and Remuneration Committee considered & recommended the appointment of Mr. Amarendra Sahoo (DIN: 06741280) as an Additional Director on 23rd December, 2023 in the capacity of Independent Director Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to hold office for a term of 5 (five) Consecutive years from 23-12-2023 to 22-12-2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders.

Mr. AmarendraSahoo is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. AmarendraSahoo confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations.

Mr. AmarendraSahoo does not hold any shares of the Company. He holds the Directorship and Committee Membership in the below-mentioned company.

**By Order Of the Board
For Prithvi Exchange (India) Ltd**

**Date: 30-01-2024
Place: Chennai**


**K.N. Deenadayalan
Chairman
DIN: 02910246**


**Havan Kumar Kavadi
Managing Director
DIN: 07095542**

Prithvi Exchange (India) Limited



Company Name	Category	Committee Name	Category
Kanakadurga Finance Limited	Director	Audit Committee	Member
		Nomination Remuneration Committee –	Member
Hiwi Forex Transaction Services Private Limited	Director	Nil	Nil
Finsall Resources Private Limited	Director	Nil	Nil
GrameenPragati Foundation	Director	Nil	Nil
Finsall Capital Private Limited	Director	Nil	Nil
Adyna Solutions Private Limited	Director	Nil	Nil

In terms of the Act, as an Additional Director Mr. AmarendraSahoo holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a Special resolution.

Accordingly, the appointment of Mr. AmarendraSahoo is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. AmarendraSahoo for the office of Director of the Company. He has provided necessary consents and disclosures to the Company with regard to his proposed appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, he fulfils the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for appointment as an independent director and he is independent of the Management.

The Nomination & Remuneration Committee assessed his suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests. The Committee was of the opinion that Mr. AmarendraSahoo has the requisite experience, skills and attributes required to lend his expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. AmarendraSahoo will hence bring further strength and add value to the Board, and considered that the appointment of Mr. AmarendraSahoo with his experience and expertise will be of immense value addition to the Company

By Order Of the Board
For Prithvi Exchange (India) Ltd

Date: 30-01-2024
Place: Chennai


K.N. Deenadayalan
Chairman
DIN: 02910246


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



The Board of Directors, based on recommendation of the Nomination & Remuneration Committee, hence, takes pleasure in proposing the appointment of Mr. AmarendraSahoo as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.3 of the Notice for the approval of the Members. He is not related to any of the Directors or to any Key Managerial Personnel of the Company

Brief profile of Mr. Amarendra Sahoo, Independent Director of the Company, is given below:

DrAmarendraSahoo, Chairman GrameenPragati Foundation, till recently Chairman, Atom Technologies and Professor at SRM University-AP, has been consultant with many companies. He has been Belpay India Managing Director, headquartered at Brussels dealing with Business-to-Business Payments and comprehensive solutions to risk management and Vice President Cambridge Global Partners, an international strategy and business consultancy on risk management. He was formerly a consultant with HCL Infosystem, World Bank, Washington DC, and visiting Professor, City University of New York.

DrSahoo was a veteran central banker with over three decades experience in public policy in India and abroad. He was Chief General Manager and Regional Director of Reserve Bank of India (RBI), Dean Academics and Professor Finance, IMT Ghaziabad, Secretary General Apparel Export Promotion Council, Gurgaon.

During his association with the RBI, Dr. Sahoo held many administrative and policy framing posts. He is a leading expert on bank regulation and supervision having interacted with the monetary authorities of Hong Kong, Singapore, Malaysia and Korea. He was involved with the team negotiating on Financial Services in the India-Singapore Comprehensive Economic Cooperation Agreement (CECA), a member of World Bank's Supervision Mission on Financial Sector Development Project. As the head of RBI in North East, Uttar Pradesh & Uttarakhand, he was responsible for creating a robust payment system infrastructure in the regions.

Dr. Sahoo was nominee Director on Boards of State Bank of Patiala, Gramin Banks, State Finance Corporation, Sikkim Bank Ltd, with sound global experience in bank regulation and supervision. He represented India in Asian and Pacific Regional Agri Credit Association meets at Malaysia and Philippines. He was Member Secretary of Financial Sector Plan for the North East India, coordinator of the High Level delegation to study financial and corporate restructuring at Thailand and Korea in the aftermath of the East Asian crisis and helped formulating the stressed asset resolution framework in India.

Dr. Sahoo holds a Ph. D. in Economics from IIT, Bombay for his work on Financial Market and Structure of Interest rates, Masters from Jawaharlal Nehru University, New Delhi and Sanford School of Public Policy, Duke University, USA (as RBI Golden Jubilee Scholar). He participated in the leadership and corporate excellence programme at Kellogg School of Management. He has a number of publications to his credit on areas, such as, payment system, financial inclusion, corporate finance, banking, etc.

Dr. Sahoo, an Independent Director on Kanakadurga Finance as well as Ma Harshiddhi Infra, specializes in BankTech, EmergeTech and Financial markets.

Additional information in respect of Mr. AmarendraSahoo, pursuant to Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

**By Order Of the Board
For Prithvi Exchange (India) Ltd**

**Date: 30-01-2024
Place: Chennai**


**K.N. Deenadayalan
Chairman
DIN: 02910246**


**Pavan Kumar Kavadi
Managing Director
DIN: 07095542**

Prithvi Exchange (India) Limited

Annexure A





INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No	1
Name of Director	Mr. Naresh Kumar Khivraj
Date of Birth/Age	07-12-1969 / 54
Date of Appointment	7 th November, 2023
Qualification	B.E
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice
Shareholding in the Company as on	NIL
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	Net Avenue Technology Limited
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	NIL
Number of Meetings of the Board attended during the year	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil

By Order Of the Board
For Prithvi Exchange (India) Ltd

Date: 30-01-2024
Place: Chennai

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K.N. Deenadayalan
Chairman
DIN: 02910246


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



Annexure A

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No	2
Name of Director	Mr. Rajesh GurdasWadhwa
Date of Birth/Age	09-10-1971/ 52
Date of Appointment	23 rd December, 2023
Qualification	B.com & P G Diploma in Financial Management
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice
Shareholding in the Company as on	NIL
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	Sugal&Damani Share Brokers Ltd
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	Sugal&Damani Share Brokers Ltd Audit Committee -Member
Number of Meetings of the Board attended during the year	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil

By Order Of the Board
For Prithvi Exchange (India) Ltd

Date: 30-01-2024
Place: Chennai

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K.N. Deenadayalan
Chairman
DIN: 02910246


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

Prithvi Exchange (India) Limited



Annexure A

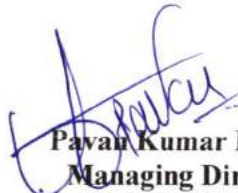
INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No	3
Name of Director	Mr. Amarendra Sahoo
Date of Birth/Age	25-10-1956 / 67
Date of Appointment	23 rd December, 2023
Qualification	Ph.D in Economics
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice
Shareholding in the Company as on	NIL
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	1.Kanakadurga Finance Limited 2.Grameen Pragati Foundation
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	Kanakadurga Finance Limited Audit committee- Member Nomination Remuneration committee- Member
Number of Meetings of the Board attended during the year	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil

By Order Of the Board
For Prithvi Exchange (India) Ltd

Date: 30-01-2024
Place: Chennai


K.N. Deenadayalan
Chairman
DIN: 02910246


Pavan Kumar Kavadi
Managing Director
DIN: 07095542

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (REMOTE EVOTING PROCESS) BY MEMBERS OF PRITHVI EXCHANGE (INDIA) LIMITED ON JANUARY 29, 2024, RESULTS OF WHICH WERE DECLARED ON 30TH JANUARY, 2024

The Board of Directors of the Company at its Board Meeting held on 23rd December, 2023, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. circular dated 5th May, 2022 read with circulars dated 8th December, 2021, 23rd June, 2021, 31st December, 2020, 28th September, 2020, 15th June, 2020, 13th April, 2020 and 8th April, 2020 (collectively referred to as "MCA Circulars") to seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot date 29th December, 2023:

S.NO	PARTICULAR	TYPE OF RESOLUTIONS
1	Appointment of Mr.Naresh Kumar Khivraj (DIN:07026135) as an Independent Director	Special
2	Appointment of Mr. Rajesh Gurdas Wadhwa (DIN:02724505) as an Independent Director	Special
3	Appointment of Mr. Amarendra Sahoo (DIN:06741280) as an Independent Director	Special

The Board appointed the Board of Directors of the Company has appointed Mr. V. Esaki, proprietor (Membership No. 30353 and COP No 11022) of M/s. V .Esaki & Associates , Practicing company Secretaries, Chennai as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The Company had provided remote e-voting facility to its Members through National Depository Services (India) Limited ("NDSL").

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 30th January, 2024. The summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice together with explanatory statement, dated 29th December, 2023 was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e. 22nd December, 2023 and whose e-mail addresses were registered with the Company/ Depositories on the said date.
2. The remote e-voting period commenced on from 09:00 am (IST) on Saturday, December 30, 2023 and ends at 05:00 pm (IST) on Monday January 29, 2024, both days inclusive.
3. Post conclusion of the remote e-voting period on 29th December, 2024 based on the analysis of votes, the Scrutinizer submitted his report dated 30th December, 2024 addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 30th January, 2024.



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The results were declared on 30th January, 2024, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, and uploaded on website of the Company on the same day.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

1. Appointment of Mr. Naresh Kumar Khivraj (DIN: 07026135) as an Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Naresh Kumar Khivraj (DIN: 07026135), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 07, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till November 06, 2028, and that he shall not be liable to retire by rotation

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes— in favour	No. of votes against	% of votes in favour on Votes polled	% of Votes against on votes poll
7085463	85.88	7084513	950	99.98	0.013

2. Appointment of Mr. Rajesh Gurdas Wadhwa (DIN: 02724505) as an Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rajesh Gurdas Wadhwa



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(DIN: 02724505), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till December 22, 2028, and that he shall not be liable to retire by rotation

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes— in favour	No. of votes – against	% of votes infavour on votes polled	% of Votes against on votes polled
7085463	85.88	7084513	950	99.98	0.013

3. Appointment of Mr. Amarendra Sahoo (DIN : 06741280) as an Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Amarendra Sahoo (DIN: 06741280), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till December 22, 2028, and that he shall not be liable to retire by rotation

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
7085433	85.88	7084483	950	99.98	0.013




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Resolution passed by requisite majority.

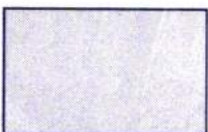
Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated 29th December, 2023, were duly passed on 30th January, 2024 with requisite majority.

Entered on: 07.02.2024

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Chairman

Supplied by : C. Sitarman & Bros., Chennai - 600 014
Ph : 28111516 / 28113950

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