

Prithvi Exchange (India) Limited



30th January, 2024

To

Corporate Relationship Department
M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Ref: Scrip code 531688

Dear Sirs,

Sub: Proceedings of the Meeting held by way of Postal Ballot through remote e-voting process

We are enclosing copy of the proceedings of the meeting held by way of postal ballot through remote e-voting process on January 29, 2024. The results of postal ballot were announced on 30th January, 2024.

This is for your information and records.

Thanking you.

Yours faithfully,
For Prithvi Exchange (India) Limited

Pavan Kumar Kavad
Managing Director
DIN: 07095542
Enclosed: as above

PRITHVI EXCHANGE (INDIA) LIMITED

PROCEEDINGS OF THE MEETING HELD BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON JANUARY 29, 2024, RESULTS OF WHICH WERE DECLARED ON JANUARY 30, 2024

At its meeting held on December 23, 2023, the Board of Directors (“**Board**”) of the company approved the proposal to conduct a Postal Ballot pursuant to Section 108, 110 and other applicable provisions, if any, of the company’s Act 2013, Rule 20 and Rule 22 of the companies (Management and Administration) Rules, 2014, reads with the general Circular Nos,14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations to seek approval of the Members for the following special resolutions:

- ◆ **Appointment of Mr. Naresh Kumar Khivraj (DIN: 07026135) as an Independent Director of the Company**
- ◆ **Appointment of Mr. Rajesh Gurdas Wadhwa (DIN: 02724505) as an Independent Director of the Company**
- ◆ **Appointment of Mr. Amarendra Sahoo (DIN : 06741280) as an Independent Director of the Company**

The Board appointed Mr. V.Esaki, Proprietor (Membership no. 30353 and COP No. 11022) of M/s. V.Esaki & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agent. The e-voting period commenced at 9.00 a.m. IST on Saturday, 30th December, 2023 and ended at 5.00 P.M IST on Monday, 29th, January, 2024. A newspaper advertisement as required under the Companies Act, 2013 was published in Trinity Mirror and Makkal Kural (regional newspaper- Tamil Language) newspapers on December 30, 2023.

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

1. As per the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, the General Circular No. 03/2022 dated May 05, 2022, the General Circular No. 11/2022 dated December 28,2022 and the General Circular No. 09/2023 dated September 25, 2023 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), the Company has sent the Postal Ballot Notice dated December 29, 2023 on

December 29, 2023 by email only to the members whose email ids were available with the Company/Registrar and Share Transfer Agent (RTA). The notice of postal ballot notice was sent to the members whose name(s) appeared on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, December 22, 2023.

2. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

3. The votes cast through electronic means were unblocked on Monday, January 29, 2024, at 5:00 P.M.

4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on Friday, December 22, 2023.

5. Votes cast through electronic means up to 5.00 PM of January 30 ,2024 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated January 30, 2024, to the Chairman of the Company.

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

◆ **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:

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	33	7084513	-	-	33	7084483	99.917
Dissent	1	950	-	-	1	950	0.083
Total	34	7085463	-	-	34	7085463	100.00

♦ **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 (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:

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	33	7084513	-	-	33	7084483	99.917
Dissent	1	950	-	-	1	950	0.083
Total	34	7085463	-	-	34	7085463	100.00

♦ **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:

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	32	7084483	-	-	32	7084483	99.917
Dissent	1	950	-	-	1	950	0.083
Total	33	7085433	-	-	33	7085433	100.00

The Chairman noted the results of e-voting as stated above and it was declared and recorded that the special resolutions as set out in the Notice of Postal Ballot dated December 29, 2023 were duly passed by the Members on Tuesday, January 30, 2024 with requisite majority.