

PRITHVI SOFTECH LIMITED  
CIN : L30006TN1995PLC031931

Regd. Address : (OLD NO.6) (NEW NO.11) ,EAST SPUR TANK ROAD,Chetpet,Chennai- 600031  
Phone No.044-43434250e-mail : secy@prithvifx.com ; website: www.prithvifx.com

**Dear Members,**

**Notice of Postal ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014**

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014 ( including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations to the members of Prithvi Softech Limited (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot for the proposals contained in the draft resolutions as given below pertaining to

1. Change of the Name of the Company from "PRITHVI SOFTECH LIMITED" TO "PRITHVI EXCHANGE (INDIA) LIMITED"
2. Adoption of new Articles of Association of the Company in conformity with provisions of Companies Act, 2013
3. Contribution to charitable funds

The Board of Directors of the Company has appointed ,Mr.N.K Bhansali , Practicing Company Secretary (FCS: 3942) as Scrutinizer for conducting the postal ballot (physical & e-voting) process in accordance with law in a fair and transparent manner.

The business of the Postal Ballot may also be transacted through electronic voting system. Accordingly, the Company, in compliance with the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters set out in the postal ballot by electronic means i.e. through e-voting services provided by M/s. Integrated Enterprises India Limited, Registrar and Share Transfer Agent (RTA).The e-voting period commences on Monday, 07 November 2016 (9.00 a.m.) and ends on Wednesday ,7 December 2016 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith. Here it is pertinent to note that the shareholder(s) can opt only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the registered office of the company before the close of working hours (5.00 p.m.) on Wednesday,7 December 2016. Please note that any postal ballot form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received Postal Ballot forms may apply to the Company and obtain a duplicate thereof.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him on Thursday,8 December 2016.

The results of the Postal Ballot will be posted on the Company's website [www.prithvifx.com](http://www.prithvifx.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the Postal Ballot on the Company's website, i.e., [www.prithvifx.com](http://www.prithvifx.com) shall be deemed to be the date of passing of the said resolutions.

Members requiring any clarifications on e-voting may contact :

Integrated Enterprises (India) Limited , II Floor, "Kences Towers",No.1 Ramakrishna Street,North Usman Road,T Nagar ,Chennai - 600 017,Phone - 044 28140801-803,e-mail : [srirams@integratedindia.in](mailto:srirams@integratedindia.in)

### **Proposed Resolutions-**

#### **Item No.1 : CHANGE OF THE NAME OF THE COMPANY FROM “PRITHVI SOFTECH LIMITED” TO “PRITHVI EXCHANGE (INDIA) LIMITED”**

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 13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government, Registrar of Companies,Chennai and any other statutory approvals as may be required in this matter, consent of the members of the Company be and is hereby granted for changing the name of the Company from “PRITHVI SOFTECH LIMITED” to "PRITHVI EXCHANGE (INDIA) LIMITED”, as made available by the Registrar of Companies ,Chennai.vide its letter dated 13/10/2016."

RESOLVED FURTHER that upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e.“PRITHVI SOFTECH LIMITED” , be substituted with the new name, i.e, "PRITHVI EXCHANGE (INDIA) LIMITED ", in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER that the Board of Directors and/or Company Secretary be and is hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the shareholders of the Company."

#### **Item No. 2: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH PROVISIONS OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Schedule I thereto , read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association pursuant to the provisions of the Act primarily based on the Form of “Table F” under the Act,be and is hereby approved and adopted as new set of Articles of Association of the Company in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER** that the Board of Directors and/or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any

statutory authorities and to settle and finalise all issues that may arise in this regard, without further reference to the shareholders of the Company."

### **Item No. 3 CONTRIBUTION TO CHARITABLE FUNDS**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company (“**the Board**”) to contribute an amount upto Rs. 10 crores, in one or more tranches, in any financial year, either directly or through a non-profit organization, or in any other way considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board.”

By the order of the Board of Directors  
For PRITHVI SOFTECH LIMITED  
SD/-  
PAVAN KUMAR KAVAD

Date: 02/11/2016

Place: Chennai

Whole Time Director  
(Din no. : 07095542)

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) as on Friday, 28 October 2016. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot.
3. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company.
4. The postage will be borne and paid by the Company, however envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted.
5. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the general meeting and date of passing of the proposed resolution.
6. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
7. .Mr.N.K Bhansali , Practicing Company Secretary (FCS: 3942) has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with the law in fair and transparent manner.
8. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the Company's website [www.prithvifx.com](http://www.prithvifx.com).
- 9. Voting through electronic means.**

i. In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services.

ii. Members are informed that they can opt for only one mode of voting i.e. either by physical voting on postal ballot form or through e-voting. If the member opts for e-voting then they should not cast their vote through postal ballot form and vice versa. If in case a member casts vote both through postal ballot form and e-voting, then the vote cast through e-voting shall be considered valid. Members are requested to refer Instructions for e voting as provided with the postal ballot form ,

10. Relevant documents referred in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 am to 5.00 pm up to the last date of receipt of Postal Ballot Forms, i.e., Wednesday , 7 December 2016.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.1 : CHANGE OF THE NAME OF THE COMPANY FROM “PRITHVI SOFTECH LIMITED” TO “PRITHVI EXCHANGE (INDIA) LIMITED”**

The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the businesses being carried on by the Company, it is proposed to appropriately change the name of the Company from “PRITHVI SOFTECH LIMITED” to “PRITHVI EXCHANGE (INDIA) LIMITED.”

The Registrar of Companies, Chennai has vide its Letter dated 13 October 2016 has approved the availability of name, of “PRITHVI EXCHANGE (INDIA) LIMITED”, under Section 4(5) of the Companies Act, 2013.

It will become necessary to alter the Memorandum of Association & consequentially, the Articles of Association of the Company to substitute the new name of the company, PRITHVI EXCHANGE (INDIA) LIMITED.

The provisions of the Companies Act, 2013, inter alia, require approval of the members of the Company by way of Special Resolution for altering the provisions of the Memorandum of Association & the Articles of Association of the Company.

The Board is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

#### **Item No.2 : ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH PROVISIONS OF THE COMPANIES ACT, 2013**

The Company had previously adopted its Articles of Association ("AoA") under the Companies Act, 1956, which contain references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing Articles of Association with a new set of Articles of Association.

The new Articles of Association to be substituted in place of the existing Articles of Association are primarily based on 'Table F' of the Act which sets out the model Articles of Association for a company limited by shares.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;

- c) the Company to have maximum number of 15 Directors on its Board;
- d) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- e) the participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- f) new provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to Manager and Company Secretary;
- g) Incorporation of references of new provisions/sections of the Act and removing the references of the old provisions/sections under the erstwhile Companies Act, 1956;
- h) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The draft of the new Articles of Association is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11:00 AM to 1:00 PM. up to the date of closing of e-voting/last date of receipt of the Postal Ballot Forms i.e. Wednesday, 7 December 2016. The proposed new draft Articles of Association shall also be uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except as shareholders of the Company.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders

### **Item No. 3: CONTRIBUTION TO CHARITABLE FUNDS**

It is proposed that the Board of Directors of the Company (“**the Board**”) be authorized to contribute upto Rs. 1 crores in any financial year for charitable purposes, either directly or through any non-profit organization or in any other way considered appropriate. As per Section 181 of the Companies Act, 2013, the Board may contribute to bona fide charitable and other funds provided that prior permission of the Company in a general meeting is obtained for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

Subject to approval of Subject to approval of members of the Company, the Board may like to contribute to bona fide charitable and other funds during the financial year 2016-17 and in subsequent financial years, an amount exceeding five per cent of the average net profits of the Company for the three immediately preceding financial years, subject to the maximum of Rs. 75 lacs in a financial year which is in excess of The average of the last three years' Accordingly, it is proposed to obtain members' approval by way of an Ordinary Resolution for contributing upto Rs. 75 lacs in any financial year to bona fide charitable and other funds.

Your Directors commend the resolution for approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution, except as shareholders of the Company.

By the order of the Board of Directors  
For PRITHVI SOFTECH LIMITED  
SD/-  
PAVAN KUMAR KAVAD

Date: 02/11/2016  
Place: Chennai

Whole Time Director  
(Din no. : 07095542)

PRITHVI SOFTECH LIMITED  
CIN : L30006TN1995PLC031931

Regd. Address : (OLD NO.6) (NEW NO.11) ,EAST SPUR TANK ROAD,Chetpet,Chennai- 600031  
Phone No.044-43434250e-mail : secy@prithvifx.com ; website: www.prithvifx.com

**POSTAL BALLOT FORM**

**Serial No.**

Name(s) of Member(s)/Beneficial Owner(s)  
including Joint Holders if any (In Block Letters) :

Registered address of the Sole/First Named Member(s)/  
Beneficial Owner(s) :

Registered Folio No./DP ID & Client ID No.\* :  
(\*Applicable to members holding shares in dematerialized form)

No. of Shares Held :

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 02/11/2016 by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (v)mark in the appropriate column below.**und**

Item No.	Details of Resolution	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution : Change of name of company from "Prithvi Softech limited" to "Prithvi Exchange (India) Limited."			
2	Special Resolution :Adoption of new Articles of Association of the Company in conformity with provisions of Companies Act, 2013			
3.	Ordinary Resolution : Contribution to charitable etc			

Place :

Date :

(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting event number)	USER ID PASSWORD	PASSWORD

**Notes:**

1. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Form: Wednesday ,7 December 2016 (5:00 PM)

## **INSTRUCTIONS**

The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

### **Voting in Physical form:**

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope, bearing the address of scrutinizer appointed by the Board of Directors of the company is attached.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (v) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 28 October 2016.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on Wednesday, 7 December 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him on Thursday, 8 December, 2016.
10. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the company not later than the date specified in point no (8) above.

13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.

14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

15. There will be one Postal Ballot for every Folio/Client ID.

16. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

### **Voting through electronic means**

i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder and of the Listing Agreement executed with the stock exchanges where the equity shares of the Company are listed, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by NSDL

ii. Members are informed that e-voting is optional and that they can opt for only one mode of voting i.e., either by physical postal ballot forms or e-voting. If the member opts for e-voting then they do not cast their vote through postal ballot form. If in case a member casts vote through postal ballot form and e-voting, then the e-voting cast of vote shall be considered valid, notwithstanding whichever option is exercised first.

I. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:

a. Open email and open the PDF file viz. "Prithvi Softech Limited (e-voting.pdf), using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

b. Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.

c. Click on Shareholder – Login.

d. Enter the user ID and password (the initial password noted in step(a) above). Click on Login.

e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.

g. Select 'EVEN' (E-Voting Event Number) of Prithvi Softech Limited.

h. Now you are ready for e-voting as the Cast Vote page opens.

i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.

j. On confirmation, the message 'Vote cast successfully' will be displayed.

k. Once you have voted on a resolution, you will not be allowed to modify your vote.



1. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Company through e-mail to [teambhansali@gmail.com](mailto:teambhansali@gmail.com) with copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

II. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:

- a. The initial password is provided at the bottom of the Postal Ballot Form.
- b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.

17. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).