

46<sup>th</sup>

Annual General  
MEETING



**GROMO**  
Trade & Consultancy Limited

# ANNUAL REPORT

2018-19

**REGISTERED OFFICE:**

412, Hubtown Solaris, Sai Wadi  
Andheri (East) Mumbai- 400069

Email: [infogromo@gmail.com](mailto:infogromo@gmail.com)

Website: [www.gromotrade.com](http://www.gromotrade.com)

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# CORPORATE INFORMATION

<b>MR. TEJAS HINGU</b>	Managing Director
<b>MR. HARISHKUMAR PATEL</b>	Additional Director (w.e.f. 06.02.2019)
<b>MRS. NARMADA PATEL</b>	Director
<b>MR. MEHUL KADIYA</b>	Director
<b>MR. MANU AGRAWAL</b>	Additional Director (w.e.f 03.08.2019)
<b>MS. MRINALINI SHARMA</b>	Additional Director (w.e.f 03.08.2019)
<b>MS. PRATIKSHA MASHKARIYA</b>	CFO
<b>MR. DAVENDRA KUMAR</b>	Company Secretary

## AUDITORS

<b>STATUTORY AUDITORS</b>	M/s. R. Soni & Co. (Resigned)
<b>STATUTORY AUDITORS</b>	M/s Dassani & Associates (appointed by board on 10.08.2019 subject to shareholders Approval)
<b>INTERNAL AUDITORS</b>	M/s. A.M. Gohel & Co.
<b>SECRETARIAL AUDITORS</b>	Mr. Paresh Pandya

## REGISTRAR & TRANSFER AGENTS

M/s. PurvaSharegistry India Private Limited  
9 Shiv Shakti Industrial Estates, J.R. Boricha  
Marg Lower Parel (east), Mumbai- 400011  
Tel: 23012518/6761  
Email: busicomp@vsnl.com

## LISTING OF EQUITY SHARES

BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

## BANKERS

Axis Bank Ltd - Andheri (west)  
DCB Bank Ltd - Andheri (west)  
RBL Bank - Andheri (west)

## REGISTERED OFFICE

412, Hubtown Solaris, Sai Wadi  
Andheri (East) Mumbai- 400069

Email: infogromo@gmail.com  
Website: www.gromotrade.com

**NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GROMO TRADE & CONSULTANCY LIMITED WILL BE HELD ON MONDAY, 16TH SEPTEMBER, 2019, AT 3.00 P.M. AT 412, HUBTOWN SOLARIS, SAI WADI, ANDHERI (EAST), MUMBAI – 400069 TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS

### **1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 together with the report of Board of Directors and Auditors thereon.**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.

### **2. Appointment of Director who retires by rotation.**

To appoint a Director in place of Mr. Tejas Vinodrai Hingu (DIN: 06936684) Director, who is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### **3. To appoint M/S. Dassani and Associates, Chartered Accountants, ( FRN No 009096C ) as Statutory Auditors of the Company.**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Dassani and Associates, Chartered Accountants, ( FR No 009096C ) from whom consent and eligibility as required under section 139 of the Companies Act 2013 has been received, are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. R. Soni & Company, Chartered Accountants from the conclusion of this 46th AGM till the conclusion of next Annual General Meeting on the remunerations as may be mutually agreed between the Board of Directors and the Auditor."

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

### **4. To regularize the appointment of Mr. Harishkumar K. Patel (DIN: 07935626) as Independent Director who was appointed as Additional Director of the company on 06th February, 2019 and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) of the Companies Act, 2013, Mr. Harishkumar K. Patel(DIN:07935626) who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the companies act, 2013 with effect from 06th February 2019 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from conclusion of this Annual General Meeting to 51st Annual General Meeting not liable to retire by rotation".

### **5. To Change the name of the Company From " Gromo Trade & Consultancy Limited" To "PrismX Global Ventures Limited" and to consider the matter, 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 4(4), section 13, Section 14 and other provisions of the companies Act, 2013 and (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the Central Government (power delegated to Registrar of Companies), consents, sanctions and permissions of the Stock exchange(s)/appropriate regulatory and statutory authorities, the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause thereof: Clause I the existing name of the company be changed from "Gromo Trade & Consultancy Limited" to " Prismx Global Ventures Limited".

**"RESOLVED FURTHER THAT** Articles of Association of the Company be and hereby altered by substituting the Name clause with "Gromo Trade & Consultancy Limited" to " Prismx Global Ventures Limited" .

**"RESOLVED FURTHER THAT** any Director or any other person authorised by the Board of Directors of the company be and is hereby authorized to make necessary application for obtaining approval for the change of name to the Registrar of Companies/BSE or such other appropriate authorities, and to do all such acts and things as may be deemed necessary in this regard."

**6. Alteration of the Main object of the Memorandum of Association of the Company and to consider the matter, 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(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, for adoption of new set of Memorandum of Association of the Company ("MOA") in accordance with Table A of Schedule I of the Companies Act 2013, for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause III A of the MOA of the Company be altered by replacing and substituting the same with the following new clause viz. Clause III (A) as under effecting the following modifications and amendments in the existing MOA:-

"To carry on the business of all kinds of commercial activities in Sports and Entertainment including Sports Infrastructure aggregation, Consultancy, and without limiting the scope, to organize Sports and Entertainment events, Sportsperson Management, Creation and Management of Sporting teams at National and International level, creating and managing Over the Top (OTT) platform, E-Sports Platform Fantasy Sports Platform, Traditional & Digital Public Relations agency and related services, and to carry on the businesses of Sports and Entertainment as Promoters, Artists Managers, Consultants and Representatives in all or any spheres of Sports and Entertainment. To carry on the business of Production, Distribution or Exhibition of Films and Motion pictures, Telefilms and Web Series for Cable Network, Satellite Network, Telecommunication Network, Digital Platforms, Internet etc. To carry on the business of Consultancy and Advisory services, To undertake Manufacturing, Trading, Distribution, exporting, marketing in all kinds of goods and Commodities and to undertake the business of E-Commerce and related Services, Online Platforms, Digital Media, Software Development, Artificial Intelligence and others acts in the interest of the Company.

**"RESOLVED FURTHER THAT** any Director or any other person authorised by the Board of Directors of the company be and is hereby authorized to do all such acts and things as may be deemed necessary in this regard."

**7. To regularize the appointment of Mr. Manu Agrawal (DIN: 08332799) as Executive Director who was appointed as Additional Director of the company on 03rd August, 2019 and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and the Companies (Appointment and Qualification of Directors) Rules 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof) of the Companies Act 2013 as amended time to time and other applicable provisions of SEBI (LODR) 2015 and amendments thereof Mr. Manu Agrawal (DIN: 08332799) who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the companies act, 2013 with effect from 3rd August, 2019 and who holds office upto the date of this Annual General Meeting and who has consented in writing to act as a director of the company, be and is hereby appointed as an Executive director of the company on such terms and conditions and remuneration as approved by Board and liable to retire by rotation"

**8. To regularize the appointment of Ms. Mrinalini Sharma (DIN: 03589010) as Independent Director who was appointed as Additional Director of the company on 03rd August, 2019 and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof) of the Companies Act, 2013 as amended time to time and other applicable provisions of SEBI (LODR) 2015 and amendments thereof Ms. Mrinalini Sharma (DIN: 03589010) who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the companies act, 2013 with effect from 3rd August, 2019 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from conclusion of this Annual General Meeting to 51st Annual General Meeting not liable to retire by rotation".

**By order of the Board of Directors**

**Sd/-**

**Tejas Hingu**  
**Managing Director**  
**DIN: (06936684)**

**Place: Mumbai**  
**Date: 03/08/2019**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty in number 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 total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Members, Proxies and Authorised representatives are requested to bring to the meeting the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.



6. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. The register of Members and Share Transfer Books of the Company will be closed from 10/09/2019 to 16/09/2019 both days inclusive, for payment of dividend/bonus, if any, declared/ approved, at Annual General Meeting.
8. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
9. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Purva Share registry (India) Pvt Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011.
10. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Purva Share registry (India) Pvt Ltd.) of the Company.
11. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2018-2019 along with Notice of 46th Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018-19 along with the notice of the 46th Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
12. Electronic copy of the Notice convening the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for financial year 2018-2019 will also be available on the Company's website **www.gromotrade.com** which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays.
14. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
15. The Company has paid the annual listing fees for the financial year 2019-2020 to BSE Limited.
16. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
17. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015

## ELECTRONIC VOTING

1. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company will be providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. 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).

2. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

3. The members who have casted 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.

### a. The Following are the instructions for E-voting:

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click one-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111248 then user ID is 101456001***



5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.  
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. After you click on the "Login" button, Home page of e-Voting will open.

9. Now, you will have to click on "Login" button.

**A Detail on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN - 111248 of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [carrsoni@gmail.com](mailto:carrsoni@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The e-voting period commences on 13/09/2019 at 9:00 A.M. and ends on 15/09/2019 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff/relevant date i.e. 09/09/2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 09/09/2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [infogromo@gmail.com](mailto:infogromo@gmail.com). However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 09/09/2019, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Mr. Vijay Kumar Mishra, Practicing Company Secretary, M/s. VKM & Associates. has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.