

ANNUAL REPORT

2022

PRISMx GLOBAL VENTURES LIMITED

REGISTERED OFFICE

REGISTERED OFFICE

1st Floor, Purva Building, Tejpal Scheme Road
No. 3, Vile Parle (East), Mumbai MH 400057

Email: infogromo@gmail.com

Website: www.gromotrade.com

Index

Sr. No	Contents	Page No
1	Corporate Information	3
2	Notice of 41 ST Annual General Meeting	4-25
3	Directors' Report	26-33
4	Annexure to Directors' Report	
	Form MR-3 Secretarial Audit Report – Annexure I	34-36
	Form AOC-2 (Related Party Transaction) – Annexure II	37
	For MGT-9 Extract of Annual Return – Annexure III	38-44
	Form AOC-1 (Salient features of Subsidiary Company) – Annexure IV	45
	Certificate of non-Disqualification of Director Report– Annexure V	46
	Particulars of Employees and Related Information – Annexure VI	47
5	Report on Corporate Governance	48-57
6	Management Discussion & Analysis Report	58-59
7	Auditors Certificate of compliance with the Corporate Governance	60
8	Affirmation on Code of Conduct	61
9	CEO/CFO Certification Compliance Certificate	62
10	Independent Auditors' Report and Annexure	63-71
11	Balance Sheet	72
12	Profit & Loss Account	73
13	Cash Flow Statement	74-75
14	Notes to accounts	76-95
15	Consolidated Independent Auditor's Report	95-102
16	Consolidated Balance Sheet	103
17	Consolidated Profit & Loss A/c	104
18	Consolidated Cash Flow Statement	105
19	Consolidated Notes to Accounts	106-127

Corporate Information

BOARD OF DIRECTORS

Mr. Tejas Vinodrai Hingu	:	Managing Director (Resigned w.e.f. 09/07/2022)
Mr. Harish kumar Patel	:	Non-Executive Independent Director (Resigned w.e.f. 22/10/2021)
Mrs. Narmadaben Patel	:	Non-Executive Independent Director (Resigned w.e.f. 22/10/2021)
Mr. Mehulkumar Kadiya	:	Non-Executive Independent Director (Resigned w.e.f. 22/10/2021)
Mr. Bhikhubhai Kishanbhai Bait	:	Non-Executive Non-Independent Director (Resigned w.e.f. 04/02/2022)
Mr. Ravindra Bhaskar Deshmukh	:	Executive Director & CEO
Ms. Ankita Hasnmukhdas Sethi	:	Additional Director (Appointed w.e.f. 22/10/2021)
Mr. Sandeep Kumar Sahu	:	Additional Director (Appointed w.e.f. 22/10/2021)
Mr. Ketan Vyas	:	Additional Director (Appointed w.e.f. 22/10/2021)
Ms. Priyanka Keshav Kumar Chaurasia	:	Additional Director (Appointed w.e.f. 10/05/2022)
Ms. Priyanka Ramesh Shethye	:	Additional Non-Executive Director (Appointed w.e.f. 30/08/2022)
Ms. Pratiksha Mashkariya	:	Chief Financial Officer
Ms. Shreya Garg	:	Company Secretary

AUDITORS

Statutory Auditors	:	M/s Dassani & Associates
Internal Auditors	:	Mr. Ravi Toshniwal
Secretarial Auditors	:	M/s. Nitesh Chaudhary & Associates

REGISTRAR & TRANSFER AGENTS

Purva Share Registry India Private Limited
 9 Shiv Shakti Industrial Estates, J.R. Boricha Marg
 Lower Parel (east), Mumbai-400011
 Tel: 022-23010771 / 49614132
 Email: support@purvashare.com

LISTING OF EQUITY SHARES

BSE Limited
 Phiroze Jeejeebhoy
 Towers, Dalal Street, Mumbai-400001

BANKERS

RBL Bank - Andheri (West)
 Au Small Finance Bank - (Andheri West)

REGISTERED OFFICE

1st Floor, Purva Building,
 Tejpal Scheme Road No. 3,
 Vile Parle (East), Mumbai MH 400057
 Email: infogromo@gmail.com
 Website: www.gromotrade.com

NOTICE is hereby given that the 49TH ANNUAL GENERAL MEETING of the members of PRISMX GLOBAL VENTURES LIMITED will be held on Friday, 30th September, 2022, at 2.00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses, in compliance with the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14 /2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No.02/2021 dated January 13,2021 and General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and further SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI') to transact the following businesses:

ORDINARYBUSINESS

1. ADOPTION OF FINANCIALSTATEMENT:

To consider and adopt (a) the standalone audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modification, if any, as Ordinary Resolutions:

a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Shreya Garg, Company Secretary or any of the Director of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

2.APPOINTMENT OF DIRECTOR WHO RETIRES BY ROTATION:

To appoint a Director in place of Mr. Ravindra Bhaskar Deshmukh (DIN: 00290973) 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, and in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications, if any, as Ordinary Resolutions:

"RESOLVED THATMr. Ravindra Bhaskar Deshmukh (DIN: 00290973) Director of the Company, who retires by rotation at this 49th Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

3.TO REGULARIZE APPOINTMENT OF MR. SANDEEP KUMAR SAHU (DIN: 06396817) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution with or without modifications, if any, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sandeep Kumar Sahu (DIN: 06396817) who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from October 22, 2021, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 22nd October, 2021 up to 21st October, 2026 and shall not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

4. TO REGULARIZE APPOINTMENT OF MR. KETAN VYAS (DIN: 09053821) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution with or without modifications, if any, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ketan Vyas (DIN: 09053821) who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from October 22, 2021, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 22nd October, 2021 up to 21st October, 2026 and shall not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. TO REGULARIZE APPOINTMENT OF MS. ANKITA HASMUKHDAS SETHI (DIN: 08467476) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution with or without modification, if any, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from October 22, 2021, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 22nd October, 2021 up to 21st October, 2026 and shall not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. TO REGULARIZE / APPOINTMENT OF MS. PRIYANKA RAMESH SHETYE (DIN: 09719611) AS NON - INDEPENDENT AND NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution with or without modification, if any, as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Priyanka Ramesh Shetye (DIN: 09719611) who was appointed as an additional director of the company, categorized as Non-Independent & Non- Executive, by the Board of Directors with effect from 30th August, 2022 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as Non-Independent / Non- Executive Director of the Company and shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

7. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution with or without modifications, if any, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions of the as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Companies Act') and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase , the Authorized Share Capital of the Company from Rs. 43,25,00,000 (Rupees Forty Three Crores Twenty Five Lacs Only) divided into 43,25,00,000 (Forty-Three Crores Twenty-Five Lacs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each to Rs. 44,25,00,000 (Rupees Forty Four Crores Twenty Five Lacs Only) divided into 44,25,00,000 (Forty Four Crores Twenty Five Lacs) Equity Shares of Face Value of Re.

1/- (Rupee One Only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

8. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company by the following:

V. "The Authorized Share Capital of the Company is Rs 44,25,00,000 (Rupees Forty Four Crores Twenty Five Lacs Only) divided into 44,25,00,000 (Forty Four Crores Twenty Five Lacs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

9. TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 ("SEBI LODR Regulations"), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 3,47,72,490 (Three Crores Forty Seven Lakhs Seventy Two Thousand Four Hundred Ninety) equity shares of the Company of face value of Re. 1/- (Rupee One Only) each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 6/- (including premium of Rs. 5/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 20,86,34,940/- (Rupees Twenty Crores Eighty Six Lakhs Thirty Four Thousand Nine Hundred Forty Only) ("Purchase Consideration") for the acquisition of 25,75,740 (Twenty Five Lakhs Seventy Five Thousand Seven Hundred Forty) equity shares ("Sale Shares") of Prime Filx Private Limited ("PFPL") from the Proposed Allottees at a price of Rs. 81/- (Rupees Eighty-One Only) per equity share of PFPL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is: QIB/MF/FI/Trust/Banks
1	Sushil Sudhakar Deshpande	Individual	95,68,800	Non-Promoter	Not applicable
2	Delna Sushil Deshpande	Individual	6,75,000	Non-Promoter	Not applicable

3	Wassup Media Private Limited	Private Limited Company: Shareholders: 1. Sushil Sudhakar Deshpande 2. Sushil Deshpande HUF a. Sushil Deshpande b. Delna Deshpande c. Shaun Deshpande 3. Shaun S. Deshpande 4. Delna Sushil Deshpande 5. Deshpande Agro Farm (Proprietorship concern of Sushil S. Deshpande)	2,45,28,690	Non-Promoter	Not applicable
	Total		3,47,72,490		

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 30th August, 2022, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, PFPL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (c) No partly paid-up Equity Shares shall be issued and allotted;
- (d) Allotment of the Equity Shares shall only be made in dematerialised form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from **Mr. Nitesh Chaudhary & Associates**, Practicing Company Secretary (FCS No. 10010, CP No. 16275) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Ravindra Bhaskar Deshmukh, Executive Director and /or Ms. Shreya Garg, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such

agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

10. TO GIVE LOANS, OR GIVE GUARANTEES AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT in supersession to all resolutions passed earlier, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.150,00,00,000 (Rupees One Hundred Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and/or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

11. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT in supersession to all Special resolutions passed earlier in 41st Annual General Meeting held on 14th June, 2014, and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.150,00,00,000 (Rupees One Hundred Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

12. APPROVAL FOR RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as an Ordinary Resolution:

“RESOLVED THAT in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc on such terms and conditions as the Board in its absolute discretion may deem fit

provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 150 Crores with each related parties respectively during any financial year."

Sr. No	Name of Related Parties	Nature of Relationship	Nature of transaction	Amount
1	M/s. Esaar (India) Ltd	Promoter Interest Company	To enter in to transaction relating sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company, making of loans to, and/or giving of guarantees or providing security on behalf of the Company (Related Party) and/or making of investments in the securities of the Company and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc.	Rs. 150 crores with each related Parties
2	M/s. Atman Infotech Pvt. Ltd	Promoter Interest Company		
3	Mr. Dheeraj Shah	Promoter		
4	Mr. Paresb Bhai Shah	Relative of Promoter		
5	Mr. Ravindra Bhaskar Deshmukh	Executive Director		
6	M/s. Tmart Platform Private Limited	Subsidiary Company		
7	Any other Related Part or Entity			

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

13. UTILIZATION OF FUNDS OTHER THAN LETTER OF OFFER FOR RIGHT ISSUE DATED MARCH 08, 2022:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as a Special Resolution:

"RESOLVED THAT pursuant to provision of section 27 read with section 179(3)(e) and any other applicable provisions of the Companies Act, 2013 read with Rules there under (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the limits envisaged under Section 186 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Consent of the member of the Company be and is hereby accorded to the company and its management to invest/utilize/spend the funds raised and to be raised through Right Issue as per the offer Letter dated 08 th March, 2022 towards business objects as contained in the Memorandum of Association of the Company in addition to the objects mentioned in the offer letter dated 08 th March, 2022.

"RESOLVED FURTHER THAT any of the directors of the Company be and hereby authorized to sign and submit all papers, deeds and Documents and to do all such acts, deeds and things as may be deemed expedient and incidental thereto to give effect to this resolution."

14. TO CONSIDER AND APPROVE REMUNERATION OF MR. RAVINDRA BHASKAR DESHMUKH AS CEO OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and read with rules and amendment thereof, and any other applicable provisions of the Companies Act, 2013 if any, Mr. Ravindra Bhaskar Deshmukh (DIN: 00290973), Executive Director & CEO of the Company, be paid the following remuneration with effect from July 9, 2022:

1. Basic Salary (including perquisites): Rs. 50,00,000/- per annum effective 1ST October, 2022.

"RESOLVED FURTHER THAT where in any financial year during the continuity of his tenure, if the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Ravindra Bhaskar Deshmukh, Executive Director & CEO by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Board."

"RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and take such actions as may be required to give effect to this resolution.

By order of the Board of Directors

Sd/-

Ravindra Bhaskar Deshmukh

Executive Director

DIN:(00290973)

Place: Mumbai

Date: 30th August, 2022



1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at infogromo@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020 and 13 January, 2021 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 read with circular dated 15 January, 2021 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM herein after called as 'e-AGM'.