

# Prismx Global Ventures Limited

(Formerly Gromo Trade & Consultancy Ltd.)

CIN: L74110MH1973PLC016243

Regd Office: 412, 1st Floor, Purva Building, Tejpal Scheme Road No. 3, Vile Parle (East), , Mumbai, Maharashtra, 400057

Tel No: 91-91369939120, email: [infogromo@gmail.com](mailto:infogromo@gmail.com) Website: [www.gromotrade.com](http://www.gromotrade.com)

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

**Notice** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **Prismx Global Ventures Limited (Formerly Gromo Trade & Consultancy Ltd.)** ("Company"), for the resolutions appended below, through postal ballot using Postal Ballot Form / Remote Electronic Voting ("e-voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form ("Postal Ballot Form") pursuant to Rule 22(5) of the rules. The Board of Directors ("Board") in its meeting held on 13<sup>th</sup> May, 2022 has appointed M/s. Nitesh Chaudhary & Associates, Practicing Company Secretaries (M. No. FCS 10010), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 (collectively referred to as "MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged National Security Depository Limited (NSDL) for facilitating the remote e-voting system. The remote e-voting period commences on Tuesday 17<sup>th</sup> May, 2022 (9.00 a.m. IST) and ends on Wednesday, 15<sup>th</sup> June, 2022 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 13<sup>th</sup> May, 2022 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off Friday 13<sup>th</sup> May, 2022 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.gromotrade.com](http://www.gromotrade.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (NSDL) i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members are

requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

The Board of Directors of the Company ("Board"), at its meeting held on Friday, 13<sup>th</sup> May, 2022, has appointed Mr. Nitesh Chaudhary & Associates, Practicing Company Secretaries, (Membership No. 10010) and COP No. [16275], as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Tuesday 17<sup>th</sup> May, 2022 (9.00 a.m. IST) and will end on Wednesday, 15<sup>th</sup> June, 2022 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on Thursday, 16<sup>th</sup> June, 2022, and, the results of the voting shall be declared by the Chairman of the Company on or before 48 Hours from the Completion of Postal Ballot (E-voting) i.e. Friday, 17<sup>th</sup> June, 2022 (5.00 p.m. IST), at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. [www.gromotrade.com](http://www.gromotrade.com) and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same shall simultaneously be communicated to the BSE Ltd., on which the shares of the Company is listed.

**The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).**

## **RESOLUTION**

### **ITEM NO.: 1**

#### **ALTERATION IN ARTICLE OF ASSOCIATION OF THE COMPANY:**

**To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution.**

**"RESOLVED THAT** in accordance with the provisions of Sections 5 and 14 of the Companies Act, 2013 as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Companies Act') read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Section 14 of Companies Act, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, and such other rules and regulations, as may be applicable, and such other approvals, permission, consents as may be required, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by amending and substituting the following **Article (32)(i) titled 'Calls on shares'**:

- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that the Board shall be at liberty to approve the call money as may deemed fit and at such time as may deemed fit.

**RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to any Director(s) or any Key Managerial Personnel of the Company."

**ITEM NO.:2**

**TO APPOINT OF MS. PRIYANKA CHAURASIA (DIN: 09599788) AS AN INDEPENDENT NON EXECUTIVE DIRECTOR OF THE COMPANY.**

**To consider and, if thought fit, to give assent/dissent to the following resolution, 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, as amended from time to time, Ms. Priyanka Chaurasia (DIN: 09599788) who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from May 10<sup>th</sup>, 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 an independent director for a term of five consecutive years effective from 10<sup>th</sup> May, 2022 up to 9<sup>th</sup> May, 2027 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.”

**By order of the Board of Directors,  
Prismx Global Ventures Limited**

**Sd/-  
Ravindra B. Deshmukh  
Director  
DIN- 00290973**

**Date: 13<sup>th</sup> May, 2022**

**Place: Mumbai**

**Registered Office:  
1st Floor Purva Building,  
Tejpal Scheme Road No. 3,  
Vile Parle (East), Mumbai,  
Maharashtra, 400057**

**CIN: L74110MH1973PLC016243**

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

**Email: [www.gromotrade.com](http://www.gromotrade.com)**

**Contact No.: 91-9136993920**

**Notes:**

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E-voting System Only) is annexed and forms part of this Notice.

2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 13<sup>th</sup> May, 2022 ("cut-off date") and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., M/s Purva Sharegistry (India) Pvt. Ltd, No 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra, 400011 Email Id: [Support@purvashare.com](mailto:Support@purvashare.com) Contact No. 022 - 2301 8261/23016761.
3. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting Tuesday 17<sup>th</sup> May, 2022 (9.00 a.m.) (IST) and will end on Wednesday, 15<sup>th</sup> June, 2022 (5.00 p.m.) (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 13<sup>th</sup> May, 2022 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Wednesday, 15<sup>th</sup> June, 2022 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website on or before Monday 16<sup>th</sup> May, 2022 to facilitate online inspection up to the last date for exercising the voting.
7. M/s Nitesh Chaudhary & Associates, Practicing Company Secretary (ICSI Membership no. F-10010), has been appointed by Board of Directors in its meeting held on 13<sup>th</sup> May, 2022 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company's website at [www.gromotrade.com](http://www.gromotrade.com) , on the website of BSE limited at [www.bseindia.com](http://www.bseindia.com) , and on NSDL E-Voting link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
10. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 01:00 P.M. on all working days from the date of dispatch till the last day of E-voting i.e. Monday, 15<sup>th</sup> June, 2022.
11. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 6:00 P.M. on Thursday 16<sup>th</sup> June, 2022 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on Friday, 17<sup>th</sup> June, 2022 and will also be displayed on the Company website ([www.gromotrade.com](http://www.gromotrade.com)) and communicated to the Stock Exchanges (BSE Ltd.), Depository, the Registrar

and Share Transfer Agent.

12. The Scrutinizer's decision on the validity of the Voting (through E-voting mode Only) on Postal Ballot process shall be final.

13. The results of the postal ballot will be declared not later than 48 hours i.e. Friday, 17<sup>th</sup> June, 2022 of conclusion of remote e-voting i.e. Wednesday, 15<sup>th</sup> June, 2022. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., [www.gromotrade.com](http://www.gromotrade.com) and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Wednesday, 15<sup>th</sup> June, 2022. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

15. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. SHREYA GARG, Company Secretary & Compliance Officer at: Email id: [infogromo@gmail.com](mailto:infogromo@gmail.com), phone no.:- + 91-9136993920 or to the Registrar and Transfer Agent, M/s Purva Sharegistry (India) Pvt. Ltd, No 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra, 400011 Email Id: [Support@purvashare.com](mailto:Support@purvashare.com) Contact No. 022 - 2301 8261/23016761.

#### **Instructions for E-Voting:**

The e-voting period commences on Tuesday 17<sup>th</sup> May, 2022 9.00 a.m. (IST) and will end on Wednesday, 15<sup>th</sup> June, 2022 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, it will not be allowed to change it.

#### **E-voting Instructions:**

##### **How do I vote electronically using NSDL e-Voting system?**

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

##### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services

and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 on e-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 119848 then user ID is 119848001***
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5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [csprof.services@gmail.com](mailto:csprof.services@gmail.com)



with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 1020 990 and 1800 22 44 30 or send a request to Sarita Mote (Assistant Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [infogromo@gmail.com](mailto:infogromo@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [infogromo@gmail.com](mailto:infogromo@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO**

**ITEM NO. 1:**

**To approve adoption of amended Articles of Association of the Company**

The Board by way of Resolution passed in its meeting held on 13<sup>th</sup> May, 2022 has approved the adoption of the amended Article (32)(i) of Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

It is proposed to adopt the article contained in the amended Articles of Association in substitution of and to the entire exclusion of the Article (32) (i) contained in the existing Articles of Association of the Company.

Pursuant to provisions of Section 32 and other applicable provisions, if any, of the Companies Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association.

The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution as the Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

**ITEM NO. 2:**

**Appointment of Ms. Priyanka Chaurasia (DIN: 9599788) As Non Executive Independent Director of the Company**

The Board Members of the Company in their meeting held on 13<sup>th</sup> May, 2020 approved the appointment of Ms. Priyanka Chaurasia (DIN: 09599788) as an Additional Independent Director of the Company w.e.f 10<sup>th</sup> May, 2022.

The Nomination and Remuneration Committee ("the Committee") and the Board of the Company ("the Board") are of the view that it would be appropriate that Ms. Priyanka Chaurasia continues to serve on the Board for a further period of five years. The Company has obtained consent and declaration of Independence from Ms. Priyanka Chaurasia to act as Independent Director for the a term of five (5) years from i.e. 10<sup>th</sup> May 2022 up to 9<sup>th</sup> May, 2022. Ms. Priyanka Chaurasia is not disqualified from being appointed as Director in terms of Sectstion 164 of the Companies Act, 2013. Brief Profile of Ms. Priyanka Chaurasia in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

Ms. Priyanka Chaurasia may be deemed to be concerned or interested in the Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Ordinary Resolution. The Board recommends the Ordinary Resolution as set out in Item No. 2 for the approval of the members.

**By order of the Board of Directors,  
Prismx Global Ventures Limited**

**Date: 13<sup>th</sup> May, 2022  
Place: Mumbai**

**Sd/-  
Ravindra B. Deshmukh  
Director  
DIN- 00290973**

**Additional information on Independent Directors being appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, is as under:**

Name of Director(s)	Priyanka Chaurasia
DIN	09599788
Date of Birth	22/12/1996
Date of Appointment (initial)	10/05/2022
Qualifications	Graduate
Brief Profile	Ms. <b>Priyanka Chaurasia</b> is a Commerce Graduate and has Experience in Account, Taxation and Finance. Have also Engaged in Audit activities right from planning till conclusion of Audit. She has good exposure in handling of Financial Activities.
No. of Shares held in the Company	None
Relationships between Directors and Key Managerial Personnel inter-se	None
Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice	None
Position held in mandatory Committees of other companies.	None
Sitting fee to be payable	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.

**By order of the Board of Directors,  
Prismx Global Ventures Limited  
Sd/  
Ravindra B. Deshmukh  
Director  
DIN- 00290973**

**Date: 13<sup>th</sup> May, 2022  
Place: Mumbai**

**Registered Office:  
1st Floor Purva Building,  
Tejpal Scheme Road No. 3,  
Vile Parle (East), Mumbai,  
Maharashtra, 400057**

**CIN: L74110MH1973PLC016243  
Website: [www.gromotrade.com](http://www.gromotrade.com)  
Email: [www.gromotrade.com](http://www.gromotrade.com)  
Contact No.: 91-9136993920**