



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY PRISMx GLOBAL VENTURES LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018

To
The Board of Directors
Prismx Global Ventures Limited
CIN: L74110MH1973PLC016243
1ST Floor, Purva Building, Tejpal
Scheme Road No. 3, Vile Parle (East),
Mumbai-400057

Dear Sir(s),

1. This certificate is issued in accordance with the terms of our engagement with Prismx Global Ventures Limited (hereinafter '**the Company**').

2. (a) In connection with the Acquisition up to 25,75,740 equity shares of Prime Flix Private Limited ("PFPL") for a total purchase consideration of Rs. 20,86,34,940/- (Rupees Twenty Crores Eighty-Six Lakhs Thirty-Four Thousand Nine Hundred Forty Only) at a price of Rs. 81/- (Rupees Eighty-One Only) per equity share by issuance and allotment of up to 3,47,72,490 fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee One Only) each at a price of Rs. 6/- (Rupees Six Only) per equity share (including a premium of Rs. 5/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) to the shareholders of PFPL. Pursuant to this acquisition PFPL will become the wholly owned subsidiary of Prismx Global Ventures Limited.

The said, Issue and Allotment of 3,47,72,490 Equity Shares of face value Re. 1/- at a price of Rs. 6/- per share (including premium of Rs. 5/- per share) on Preferential Basis to Non-promoters for consideration other than cash (share swap). The details of proposed preferential allottees are as follows:

S. No.	Name of Proposed Allottees	Number of Equity shares proposed to be allotted
1.	Sushil Sudhakar Deshpande	95,68,800
2.	Delna Sushil Deshpande	6,75,000
3.	Wassup Media Private Limited	2,45,28,690
Total		3,47,72,490



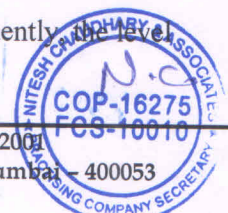


Management's Responsibility

3. The compliance with Chapter V of the ICDR Regulations for the preferential issue and allotment of warrants convertible into equity shares is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This accountability includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/presentation of the Notice and applying an appropriate basis of preparation; and making estimations that are reasonable in the circumstances.
4. The Management is also responsible for providing all relevant information to the SEBI, and/or BSE Limited and the Calcutta Stock Exchange of India Limited.
5. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - ii. Determine the minimum price of the equity shares in accordance with Regulation 164 of the ICDR Regulations.
 - iii. Compliance with the all other requirements of the ICDR Regulations.
 - iv. Management of the Company has informed that none of the proposed allottees has nor sold or transferred any equity shares of the company from the relevant date up to a period of 90 trading days immediate preceding of the relevant date i.e. 30th August, 2022.
 - v. Management of the Company has informed that all proposed allottees are eligible and not disqualified or not debarred for allotment of securities.
 - vi. Management of the Company has informed that all proposed allottees has given confirmation that the investment will be made by the own contribution for the application and allotment money for this preferential allotment.

Certifier's Responsibility

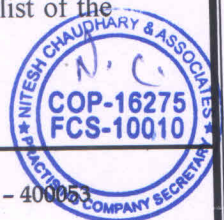
6. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.
7. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently the level





of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the engagement:

- a) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - i. Noted the relevant date i.e. the 30th August, 2022, being the date thirty days prior to the date of Annual General meeting, i.e. the 30th September, 2022 as specified in the Notice for e-voting as approved by Board of Directors of the Company in its meeting dated 30th August, 2022;
 - ii. Confirmed with the company's management that the Company has obtained requisite undertaking and/or DP Transaction Statement from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities;
 - iii. Confirmed with the company's management that they have checked and verified from the undertaking and DP statement obtained by the Company from Proposed Allottees, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;
 - iv. Confirmed with the company's management that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and
- b) Read the Annual General Meeting Notice and verified that special resolution for Proposed Preferential Issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;
- c) With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue, the company has obtained the valuation report from a certified registered valuer i.e. **Nikunj Kanodia, Registered Valuer IBBI Registration no. IBBI/RV/01/2020/13470** for determining the minimum price for proposed issue, and the management has confirmed and declare that the valuer has determine the price as per the SEBI (ICDR) regulations;
- d) Read the certified copy of the resolution passed and Board Meeting Outcome of the Board meeting held on the 30th August, 2022 produced before us by the management containing the list of the Proposed Allottees;





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- e) Conducted relevant management inquiries and obtained necessary representations.

Conclusion

8. Based on our inspection as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

Restriction on distribution or us

9. Our work was done only to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company only with the purpose of placing before shareholders of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.
10. Consequently, we do not accept or assume any liability or any duty of caution for any other purpose or to any other person to whom this certificate is presented or into whose hands it may come without our prior approval in writing. Also, we neither admit nor undertake any duty or obligation for any other purpose or to any other party to whom our certificate is presented or into whose hands it may come without our prior written approval.

Date: 30th August, 2022

For Nitesh Chaudhary & Associates
Company Secretaries



Nitesh Chaudhary
Nitesh Chaudhary Proprietor
FCS No.: 10010

CP No.: 16275

UDIN: F010010D000912285