PRISMX GLOBAL VENTURES LIMITED
CIN: L74110MH1973PLC016243

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai– 400 001

Scrip code: 526508

Sub: Notice of Annual General Meeting of the Company for the Financial Year 2025-26

Dear Sir(s),

The 53rd Annual General Meeting ('AGM') of the Company will be held on **TUESDAY, 29TH SEPTEMBER, 2026 AT 12.30 P.M. NOON** through Video Conference/ Other Audio Visual Means, in accordance with the General Circular No. 09/2024, dated 19th September 2024, 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, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated 28th December, 2022 the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, further SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and the latest being SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 7th October, 2023 issued by the Securities and Exchange Board of India ('SEBI').

The Annual Report of the Company is also available on the website of the Company at www.prismxglobal.com Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We request you to kindly take the above on your record. Thanking You.
FOR Prismx Global Ventures Limited

RAVINDRA BHASKAR DESHMUKH
Digitally signed by RAVINDRA BHASKAR DESHMUKH
Date: 2026.09.07 17:32:31 +05'30'

Ravindra Bhaskar Deshmukh
Director
DIN: 00290973
Date: 07th September, 2026
Place: Mumbai

Notice of 53RD Annual General Meeting

NOTICE is hereby given that the 53rd ANNUAL GENERAL MEETING of the members of PRISMX GLOBAL VENTURES LIMITED will be held 29th September, 2026, at 12.30 P.M. IST through Video Conferencing (VC')/Other Audio-Visual Means (OAVM') transact the following businesses:

<u>ORDINARY BUSINESS</u>

1. ADOPTION OF FINANCIAL STATEMENT:

To consider and adopt (a) the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2026 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, 2026 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:

RESOLVED THAT the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED THAT the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any of the Director or Company Secretary 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 Ms. Priyanka Ramesh Shetye (DIN:09719611) Non-Executive - Non-Independent 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 herself 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 THAT Ms. Priyanka Ramesh Shetye (DIN:09719611) Non-Executive - Non-Independent Director of the Company, who retires by rotation at this 53rd Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

<u>SPECIAL BUSINESS:</u>

3. APPOINTMENT OF MR._RAVINDRA BHASKAR DESHMUKH (DIN: 00290973) AS AN EXECUTIVE DIRECTOR WHO HAS ATTAINED THE AGE OF SEVENTY YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the appointment / re-appointment of Mr. Ravindra Bhaskar Deshmukh (Din: 00290973) As An Executive Director who has attained the Age of Seventy Years on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee of the Board constituted for the time being) be and is hereby authorized to alter, vary, or modify the terms and conditions of the said appointment and/or remuneration from time to time, in consultation with the Nomination and Remuneration Committee, within the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013 or any statutory amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, including filing the necessary forms (such as Form MGT-14 and Form MR-1) with the Registrar of Companies, and to execute all such documents, instruments, and writings as may be required in this regard."

4. TO RE-APPOINTMENT OF MS. ANKITA HASMUKHDAS SETHI (DIN: 08467476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM

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

"**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Ankita Hasmukhdas Sethi (Din: 08467476) who was appointed as an Independent Director of the Company for a first term of five consecutive years and who holds office as an Independent Director up to 21ST October, 2026 being eligible for reappointment and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years effective from 22nd October, 2026 to 21st October, 2031

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. TO RE-APPOINTMENT OF MR. SANDEEP KUMAR SAHU (DIN: 06396817) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM

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

"**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Sandeep Kumar Sahu (Din: 06396817) who was appointed as an Independent Director of the Company for a first term of five consecutive years and who holds office as an Independent Director up to 21ST October, 2026 being eligible for reappointment and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years effective from 22nd October, 2026 to 21st October, 2031

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. TO APPOINT SECRETARIAL AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

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

"**RESOLVED THAT** pursuant to provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and section 204 and other applicable provisions of the Companies Act 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended or reenacted from time to time) and based on the recommendation of the Audit Committee, M/s. Jay Bhatt And Associates , Practicing Company Secretaries (C.P.No. 28320), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive (5) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 58th Annual General Meeting of the Company, to conduct Secretarial Audit of the Company for the period from 1st April, 2026 to 31st March, 2031 on such terms and conditions including remuneration as may be mutually agreed upon between, M/s. Jay Bhatt And Associates, and Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this resolution and/ or otherwise considered by them to be in the best interest of the Company."

7. TO CHANGE THE MAIN OBJECT OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4,13 and other applicable provisions and the rules made there under of the Companies Act, 2013 if any, and the applicable regulation of SEBI LODR, 2015 the Consent of the members of the company be and is hereby accorded to alter the Clause III A of the main object of the company, subject to the approval of the Registrar of Companies, the Main object clause of the Memorandum of Association of the Company be and is hereby replaced with the following main object:

CLAUSE III A of MOA be altered by Substituting following clause:

To sell, purchase, invest, exchange, subscribe, acquire, undertake, underwrite, hold, auction, convert or other wise to deal in all types of shares and securities.

To lend and advance money or provide credit to individuals, firms, companies, and micro-entities, with or without security. To borrow, raise, or secure money required for the company's lending operations through bonds, debentures, or loans.
To carry on the business of buying, selling importing, exporting, trading and dealing all kind of commodities including in gold, silver, pearls, gems, diamonds and all kinds of precious and semi-precious stones and any other business and/or services in the interest of the company.

RESOLVED FURTHER THAT the shareholders of the Company be and hereby authorise the Board of Directors to amend the above mention clause for the filing purpose of required forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to sign all such other documents as may be required and to take all such steps as may be necessary, proper or expedient to give effect to this aforesaid resolution.

8. APPROVAL OF RELATED PARTY TRANSACTIONS:

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

RESOLVED THAT pursuant to the provisions of the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions and related party transactions by company with Related Parties

Sr. No.	Name of Related Party	Nature of Transactions	Limit
1.	M/s. Tmart Platform India Private Limited	Sale, Purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property, such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company, Sub Contract Arrangement, Borrowing from Related Party, Lending to Related Party	1 crore with each related party
2.	Mr. Ravindra Bhaskar Deshmukh		
3.	Mr. Salil Deshmukh (Director of Tmart Platform India Private Limited and Son of Mr. Ravindra Bhaskar Deshmukh)		
4.	Ms. Priyanka Ramesh Shetye		

By order of the Board of Directors

Sd/-

Place: Mumbai
Date: 05th September, 2026

Ravindra Bhaskar Deshmukh
Executive Director and CEO
DIN:00290973

1) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2) 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

3) The deemed venue for 53rd e-AGM shall be the Registered Office of the Company at Office No. 303 3rd Floor Relcon House Premises CHL Plot No15/A, M G Road, Vile Parle East, Vile Parle (East), Mumbai-400057.

4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointments of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance-Slip are not annexed to this Notice.

5) Institutional/ Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to info@jaybhattandassociates.com with a copy marked to evoting@nsdl.co.in.

6) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.

7) The Members can join the 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

8) Pursuant to section 91 of the Companies Act, 2013 the Register of Members and the Transfer Book of the Company will remain closed from 23rd September, 2026 to 29th September, 2026

9) 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 Purva Share registry India Private Limited of the Company.

10) 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 Private Limited situated at 9 Shiv Shakti Industrial Estates, J.R. Boricha Marg Lower Parel (east), Mumbai-400011.

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 2025-26 along with Notice of 53rd Annual General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the Company's website at www.prismxglobal.com / website of the stock exchanges i.e., BSE Limited at www.bseindia.com, Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

12) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA Purva Share registry India Private Limited.

13) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
15) All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent, Purva Share registry India Private Limited situated at 9 Shiv Shakti Industrial Estates, J.R. Boricha Marg Lower Parel (east), Mumbai-400011.The Shareholders are requested to send their communication to the aforesaid address or via email at support@purvashare.com.

16) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at infogromo@gmail.com and mark cc to RTA @ support@purvashare.com. during the period starting from starting from Saturday, 26th September, 2026 to Monday 28th September, 2026 Only those members who have registered themselves as a speaker willbe allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

17) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

18) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on thecut-off date for e-voting, i.e., 22nd September, 2026, such person may obtain the user id and password from RTA by email request on support@purvashare.com.

19) Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) Of the Listing Regulation, 2015.

20) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

21) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address: Purva Share registry India Private Limited situated at 9 Shiv Shakti Industrial Estates, J.R. Boricha Marg Lower Parel (East), Mumbai-400011. Tel: 022-23010771 / 49614132, Ema if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants.

22) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, Purva Share registry India Private Limited. is offering the facility for all shareholders (physical as well as demat) to update theiremail id with it for sending the notice of AGM and annual report. The facility for updating of e-mail id of the shareholders shall be available on their website www.purvashare.com and the same can be updated by shareholders any time during the year.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 NSDL/RTA email id evoting@nsdl.co.in; support@purvashare.com; Tel. No. 02223010771/022-49614132.

2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), 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) by email to NSDL/RTA email id evoting@nsdl.co.in; support@purvashare.com; Tel. No. 022-23016761; 02223012517/8261.

PROCEDURE AND INSTRUCTION OF E-VOTING

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 53rd 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).

The facility for voting through E-voting 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 e-voting in case they have not casted their vote by remote e-voting.

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.

Pursuant to the Circulars issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, physical attendance of the Members to the 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 53rd AGM through VC/OAVM.

1. Pursuant to the Circulars, 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 53rd AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the 53rd AGM through VC/OAVM and participate there at and cast their votes through e-voting.

2. The attendance of the Members attending the53rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. 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 53rd 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 53rd AGM will be provided by NSDL.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 53rd AGM has been uploaded on the website of the Company at www.prismxglobal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the 53rd AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING AREASUNDER:

The remote e-voting period begins on Saturday, 26th September, 2026 to Monday 27th September, 2026 the remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2026.

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:

Step1: 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 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 dematmode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is availableat https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. 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. 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 where in 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 or joining virtual meeting & voting during themeeting. 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** App Store Google Play
Individual Shareholders holding securities in dematmode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user idand 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 and click on New System My easi. 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 homepage. 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.
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.

Important note: Members who are unable to retrieve UserID/Password are advised to use Forget UserID and Forget Password option available at above mentioned website.

Help desk 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

How to cast your vote electronically and join General Meeting 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 and General Meeting is inactive status.
2. Select "EVEN NO. 126571" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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.

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
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). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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.

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 Info@jaybhattandassociates.com with a copy marked to evoting@nsdl.com. 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 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 or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the53rd AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the53rd AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the53rd AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 53rd AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the53rd AGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e- Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

D) General Instructions:

i. The Board of Directors has appointed Mr. Jay Bhatt, Practicing Company Secretary (M/s. Jay Bhatt & Associates), has been appointed as the Scrutinizer to the e- voting process, and voting at the e-AGM in a fair and transparent manner.

ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 53rs AGM and announce the start of the casting of vote through the e-voting system of NSDL https://www.evoting.nsdl.com.

iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a Scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman or in his absence Vice-Chairman of the Company.

iv. The scrutinizer shall submit his report to the Chairman or Vice-Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.prismxglobal.com and on the website of NSDL https://www.evoting.nsdl.com.And shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company on which the requisite votes will be given by members in favor of Resolution.

v. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.prismxglobal.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

vi. 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 or call on toll free no.: 1800-222-990 or send a request to RTA at support@purvashare.com or NSDL at evoting@nsdl.co.in

vii. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at infogromo@gmail.com and mark cc to RTA @ support@purvashare.com during the period starting from Saturday, 26th September, 2026 to Monday 28th September, 2026 Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO.3:

Mr. Ravindra Bhaskar Deshmukh (DIN: 00290973) was re-appointed by the Board of Directors at its meeting held on 05th September, 2026 as the Executive Director of the Company, subject to the approval of the members in the General Meeting.

As per the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of a person as a managing director, whole-time director, or manager who has attained the age of seventy years, unless it is approved by the members by way of a Special Resolution. Mr. Ravindra Bhaskar Deshmukh (DIN: 00290973) has attained the age of 71 years. Consequently, his appointment requires the approval of the shareholders by way of a Special Resolution.

Justification for Appointment of a Person Beyond 70 Years: Mr. Ravindra Bhaskar Deshmukh (DIN: 00290973) is a professional of high repute with rich experience in the fields of corporate governance, finance, shipping, operations, etc.]. He/she has been associated with the Company and has played a pivotal role in steering the company through critical growth phases, operational restructuring, financial stability.

Given his profound knowledge of the company's business operations, unique industry insights, and active leadership, the Nomination and Remuneration Committee and the Board of Directors are of the firm opinion that his continued association as an Executive Director is immensely beneficial to the growth, business strategy, and future prospects of the Company.

Abstract of Terms of Appointment and Remuneration:

- Period of Appointment: [5] years effective from 29th September, 2026
- Salary & Allowances: Up to 10 lakhs per annum.
- Perquisites: Nil
- Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, the remuneration as stated above shall be paid as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

The text of the resolution and this explanatory statement may also be treated as a disclosure/abstract under the Secretarial Standards and other applicable regulatory provisions.

Except Mr. Ravindra Bhaskar Deshmukh (Din: 00290973) and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the members.

ITEM NO.4:

Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board, to hold office up to 21st October, 2026. Her retirement from the first term as an independent director due on 21st October, 2026. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) is having rich and varied experience and exposure in Compliance, Corporate Governance the Nomination & Remuneration Committee (NRC) has recommended to the Board her re-appointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as An Independent Director. Based on the recommendation of the NRC, the Board, recommended the re-appointment of Ms. Ankita Hasmukhdas Sethi (DIN: 08467476), as an independent director, for a second term of 5 (five) years are effective from 22nd October, 2026 to 21st October, 2031.

Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) has confirmed that she is not disqualified from being appointed as Directors, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. Ms. Ankita Hasmukhdas Sethi (DIN: 08467476), fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the Company in its General Meeting. In compliance with the provisions of sections 149, 152, 160 and 161 read with Schedule IV to the Act, the approval of members by way as special resolution as set out at Item No.4 is being sought for the reappointment of Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) as Independent Director of the Company.

Further, Mrs. Ankita Hasmukhdas Sethi (DIN: 08467476) being an Independent Director shall not be liable to retire by rotation. The terms and conditions of her appointment shall be open for inspection by the members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 5.00 p.m. upto the date of the meeting. The Board of Directors recommends the special resolution set out at Item No. 4 of the Notice for approval by the Members. Justification for her appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice.

Except Ms. Ankita Hasmukhdas Sethi (DIN: 08467476) and her relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the said resolution

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members.

ITEM NO.5:

Mr. Sandeep Kumar Sahu (DIN: 06396817), was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board, to hold office up to 21st October, 2026. His retirement from the first term as an independent director due on 21st October, 2026. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Sandeep Kumar Sahu (DIN: 06396817) is having rich and varied experience and exposure in the areas of Accounts, Finance and Taxation and Business Development. Considering his knowledge, skill, acumen, expertise, experience, performance evaluation, substantial contribution and time commitment, the Nomination & Remuneration Committee (NRC) has recommended to the Board his re-appointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the re-appointment of Mr. Sandeep Kumar Sahu (DIN: 06396817) as an independent director, for a second term of 5 (five) years are effective from 22nd October, 2026 to 21st October, 2031.

Mr. Sandeep Kumar Sahu (DIN: 06396817) has confirmed that he is not disqualified from being appointed as Directors, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. Mr. Sandeep Kumar Sahu (DIN: 06396817) , fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the Company in its General Meeting. In compliance with the provisions of sections 149, 152, 160 and 161 read with Schedule IV to the Act, the approval of members by way as special resolution as set out at Item No.5 is being sought for the reappointment of Mr. Sandeep Kumar Sahu (DIN: 06396817) as Independent Director of the Company.

Further, Mr. Sandeep Kumar Sahu (DIN: 06396817) being an Independent Director shall not be liable to retire by rotation. The terms and conditions of his appointment shall be open for inspection by the members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 5.00 p.m. upto the date of the meeting. The Board of Directors recommends the special resolution set out at Item No. 5 of the Notice for approval by the Members. Justification for his appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice.

Except Mr. Sandeep Kumar Sahu (DIN: 06396817) and his relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the said resolution

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Item No. 6:

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for not more than two terms of 5 (five) consecutive years, subject to Members approval at the Annual General Meeting. In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, at its meeting on 05th September, 2026 approved the appointment of M/s. Jay Bhatt and Associates, Practicing Company Secretaries as the Company's Secretarial Auditor for 5 (five) years commencing from Financial Year 2026-27 to Financial Year 2030-31, subject to Members' approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from M/s. Jay Bhatt and Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. M/s. Jay Bhatt and Associates hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, M/s. Jay Bhatt and Associates confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024. M/s. Jay Bhatt and Associates is a leading firm of practicing Company Secretaries with over 1 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. The Board of Directors has approved remuneration after discussion plus applicable taxes and out of pocket expenses for Financial Year 2026-27 and for subsequent years of the term, such fee as maybe determined by the Board on recommendation of the Audit Committee in consultation with M/s. Jay Bhatt and Associates. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which M/s. Jay Bhatt and Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends their appointment and payment of remuneration for approval of the shareholders.

The Board recommends the Resolution set forth in Item No. 6 for the approval of the Members as an ordinary resolution.

ITEM NO 7:

For exploring new business opportunities, the Board is considering diversification into other businesses activities as set out in above object clause.
The Board at its Meeting held on **05th September, 2026**, has opined that the company needs to diversify into different sector in order to diversify the business and explore the new business activities and enhance the value for the stakeholders. Hence, it is proposed to alter the Main Object Clause of Memorandum of Association of the Company by including the suitable clauses therein. The replacement of these new objects shall enable the company to explore potential business opportunities in these sectors.

As per the provisions of Section 13 of the Companies Act, 2013 read with other applicable provisions, for alteration in main object of the Memorandum of Association approval of the members by passing Special Resolution in the Members Meeting is required.
Accordingly, shareholders' approval is sought for the same.

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought in the Meeting.

None of the Directors and relatives of Directors is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board therefore recommends the said resolution for your approval as the same is in the interest of the company.
The Board recommends the passing of the above resolution as a Special Resolution.

ITEM NO.8:

The particulars of the Material Related Party Contracts/ Pre-arrangements/ Transactions are as under:

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), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

"Material Related Party Transaction" under Regulation 23(1) of listing Regulation means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The above proposal is in the interest of the Company and the Board recommends the Ordinary Resolution as set out at Item No.8 for approval by the members of the Company.

Except Mr. Ravindra Deshmukh or Mr. Salil Deshmukh or Key Managerial Personnel other than Directors or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 8 of the accompanying notice.

The Board informs that currently there is relate party and related party transaction in preceding financial year, and looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly, the Ordinary Resolution as set out in item No. 8 of the Notice is proposed for approval of Members.

By order of the Board of Directors

Sd/-

Place: Mumbai
Date: 05th September, 2026

Ravindra Bhaskar Deshmukh
Executive Director and CEO
DIN:00290973

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERALMEETING (IN PURSUANCE OF REGULATION 36 (3) OF THE LISTING REGULATION

Sr. No.	Name of the Director	Mr. Ravindra Bhaskar Deshmukh	Ms. Priyanka Ramesh Shetye	Mr. Sandeep Kumar Sahu	Ms. Ankita Hasmukhdas Sethi
1.	Date of Birth	06/06/1954	18/01/1998	20/10/1984	02/02/1990
2.	Date of Appointment	22/05/2017	30/08/2022	22.10.2021	22.10.2021
3.	Director Identification Number(DIN)	00290973	09719611	06396817	08467476
4.	No. of equity shares held in the Company	Nil	Nil	Nil	Nil
5.	Qualifications	Graduate	Post Graduate	Graduate	Company Secretary
6.	Brief Profile	Mr. Ravindra Bhaskar Deshmukh is Graduate. He has decades of experience in the field of Technology more than Having good experience in various fields including designing, and implementing, business operations, establishing policies that promote company culture and vision to achieve good Performance and growth .	Ms. Priyanka Shetye has vide knowledge in Information technology	Mr. Sandeep Sahu is a graduate by profession. He has a vide experience in field of marketing and administration.	Mrs. Ankita Hasmukhdas Sethi is a qualified Company Secretary with 8+ years of experience in compliances in Company Laws, Listing Agreement taxation and GST.
7.	Directorship held in other Listed companies	Nil	Nil	1.Panorama Studios International Limited 2.Indian Infotech And Software Limited 3.Citygold Credit Capital Limited 4.Tahmar Enterprises Limited	1. Sarthak Industries Limited
8.	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	Nil	Nil	**Panorama Studios** Audit Committee – Member Nomination and remuneration committee – Member Stakeholders Relationship Committee – Member **TAHMAR ENTERPRISES LIMITED** Audit Committee – Member Nomination and remuneration committee – Member Stakeholders Relationship Committee – Member	Stakeholders Relationship Committee – Member Nomination and remuneration committee – Member Audit Committee – Member
9.	Relationships, if any between Directors, inter -se.	No.	No.	No.	No.