

PRIZOR

PRIZOR VIZTECH LIMITED

CIN: U26401GJ2017PLC095719

Our Company was originally incorporated on February 10, 2017 under the name “Prizor Viztech Private Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, the status of the Company was changed to public limited Company and the name of our Company was changed to “Prizor Viztech Limited” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on September 21, 2021.The fresh certificate of incorporation consequent to conversion was issued on October 13, 2021 by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U26401GJ2017PLC095719. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page 150 of the Red Herring Prospectus.

Registered Office: 514, Maple Trade Centre, Nr. Surdhara Circle, Thaltej, Ahmedabad- 380054, Gujarat, India. | Tel No: +91 78618 04737 | E-mail: investors@prizor.in | Website: www.prizor.in

Contact Person: Ms. Bhatt Hetaxiben Umang, Company Secretary and Compliance Officer

PRIZOR

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Please scan this QR code to view the RHP

THE PROMOTERS OF OUR COMPANY ARE MS. MITALI DASHARATHBHARTHI GAUSWAMI AND MR. GAUSWAMI DASHARATHBHARTHI GOPALBHARTHI

“THE ISSUE IS BEING MADE IN ACCORDANCE WITHCHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON EMERGE PLATFORM OF NSE (NSE EMERGE).”

THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 28,91,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF PRIZOR VIZTECH LIMITED (“OUR COMPANY” OR “PRIZOR” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹[●] LAKHS (“THE ISSUE”), OF WHICH UPTO 1,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF UPTO 27,31,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.04% AND 25.55% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ALLOCATION OF THE ISSUE

• QIB PORTION: NOT MORE THAN 50.00% OF THE NET ISSUE

• RETAIL PORTION: NOT LESS THAN 35.00% OF THE NET ISSUE

• NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET ISSUE

• MARKET MAKER PORTION: UPTO 1,60,000 EQUITY SHARES OR 5.53% OF THE ISSUE

PRICE BAND: ₹ 82/- to ₹ 87/- PER EQUITY SHARE

THE FLOOR PRICE IS 8.2 TIMES THE FACE VALUE AND CAP PRICE IS 8.7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. BIDS CAN BE MADE FOR A MINIMUM OF 1,600 EQUITY SHARES AND IN MULTIPLES OF 1,600 EQUITY SHARES THEREAFTER. THIS ISSUE IS MADE THROUGH BOOK BUILDING PROCESS, IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI (ICDR) REGULATIONS”), AS AMENDED READ WITH RULE 19(2)(B) OF SECURITIES CONTRACT (REGULATION) RULES, 1957, AS AMENDED.

ISSUE PROGRAMME

ANCHOR BID OPENS ON THURSDAY, JULY 11, 2024

OPENS ON: FRIDAY, JULY 12, 2024 | CLOSES ON: TUESDAY, JULY 16, 2024

ASBA \*

Simple, Safe, Smart way of Application- Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check the section on ASBA below.

Mandatory in Public Issues from January 01, 2016. No cheque will be accepted.

UPI

UNIFIED PAYMENTS INTERFACE

UPI – Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTAs. Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. \*\* Investors are required to ensure that the Bank Account used for applying is linked to their PAN.

*\*ASBA has to be availed by all the investors except Anchor Investors (if any). UPI may be availed by RILs. For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section “Issue Procedure” beginning on page 263 of the Red Herring Prospectus. The process is also available on the website of SEBI and Stock Exchanges in the General information Document. ASBA Forms can be downloaded from the website of Emerge platform of NSE (“NSE Emerge” or “Stock Exchange”) and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in. \*\* List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Issue in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended.*

RISKS TO INVESTORS			
1. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.			
2. The average cost of acquisition of Equity Shares by our Promoters is as follows:			
Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Ms. Mitali Dasharathbharthi Gauswami	48,30,000	2.01
2.	Mr. Gauswami Dasharathbharthi Gopalbharthi	24,69,968	9.43
3. Weighted average cost of acquisition:			
Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)		
Weighted average cost of acquisition of primary / new issue of shares.	75.00		
Weighted average cost of acquisition for secondary sale / acquisition of shares.	10.00		

BASIS FOR ISSUE PRICE			
The Price Band and Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10/- each and the Issue Price is 8.2 times of the face value at the lower end of the Price Band and 8.7 times of the face value at the upper end of the Price Band.			
QUALITATIVE FACTORS			
➤ Wide product portfolio having applications across industry verticals			
➤ Well established relationship with clients			
➤ High standard of product quality			
➤ Leveraging the experience of our Promoter and Directors			
➤ Strong Marketing Practices			
For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Our Business” beginning on page 122 of the Red Herring Prospectus.			
QUANTITATIVE FACTORS			
Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:			
1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”), as adjusted for changes in capital			
As per Restated Financial Statements – Post Bonus			
Particulars	Basic & Diluted EPS (in ₹)	Weights	
March 31, 2024	7.53	3	
March 31, 2023	0.28	2	
March 31, 2022	0.05	1	
Weighted Average	0.64		

**Notes:**

- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- Earnings per Equity Share = Profit for the year / Weighted average number of equity shares outstanding during the year.
- Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.
- The basic and diluted Earnings per Equity Share for the current year and previous year presented have been calculated/restated after considering the bonus issue subsequent to March 31, 2024.
- The face value of each Equity Share is ₹10/-.

**2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹ 82/- to ₹ 87/- per Equity Share**

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	(P/E) Ratio at the Cap Price (no. of times)
Based on Restated Financial Statements		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	10.89	11.55
P/E ratio based on the Weighted Average Basic & Diluted EPS	128.13	135.94

**Note:** P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

**3. Industry P/E Ratio**

Particulars	P/E Ratio
Highest	356.16
Lowest	(267.79)
Industry Composite	37.02

Particulars	RONW (%)	Weights
March 31, 2024	83.67%	3
March 31, 2023	19.36%	2
March 31, 2022	4.10%	1
Weighted Average	48.98%	

**Note:** Return on Net Worth (%) = Profit for the period/ year / Net Worth at the end of the period/year.

Financial Year	NAV (₹)
March 31, 2024	9.00
March 31, 2023	1.47
March 31, 2022	1.19
Net Asset Value per Equity Share after the Issue at Floor Price	29.21
Net Asset Value per Equity Share after the Issue at Cap Price	30.56
Issue Price*	[●]

\*To be included upon finalization of the Issue Price and will be updated at the Prospectus stage.

**Notes:**

- Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the period/year.
- Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

Name of the company	CMP (₹)	Face Value (₹)	Basic EPS (₹)	PE Ratio (times)	RoNW (%)	NAV Per share (₹)
Prizor Viztech Limited	[●]	10	7.53	[●]	83.67%*	9.00*
Peer Group						
Vintron Informatics Limited	37.49	1	(0.14)	(267.79)	8.51%	(1.61)
D-Link India Limited	538.65	2	23.75	22.68	22.29%	106.58
Dixon Technologies (India) Limited	12,654.20	2	35.53	356.16	18.10%	195.84

**Source:** www.nseindia.com and www.bseindia.com

*\*RoNW of Prizor Viztech Limited is pre bonus as well as the NAV per share is post bonus.*

**Notes:**

- The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024 after taking effect of the Bonus Shares allotted on May 09, 2024.
- The figures for the Peer Group are based on the Consolidated Financial Statements filed for the financial year ended March 31, 2023.
- P/E Ratio has been computed based on their respective closing market price on 04th July, 2024 as divided by the Basic EPS as on March 31, 2023.
- CMP is the closing prices or the last traded price of respective scripts as on 04th July, 2024 .
- The Issue Price determined by our Company in consultation with the BRLM and is justified by our Company in consultation with the BRLM on the basis of the above parameter.

The face value of our share is ₹10/- per share and the floor price is 8.2 times the face value and cap price is 8.7 times of the face value of the equity shares.

Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 30 of the Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 175 of the Red Herring Prospectus.

**7. Key Performance Indicators (“KPIs”)**

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated May 24, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by M/s M B Jajodia & Associates, Chartered Accountants by their certificate dated May 24, 2024. The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 122 and 219 of the Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 2 of the Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “Objects of the Issue”, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**Key Performance Indicators of our Company:**

As per Restated Financial Statements

Key Financial Performance	For the Financial Year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	3,565.41	1,376.84	868.19
EBITDA <sup>(2)</sup>	822.36	53.05	18.83
EBITDA Margin (%) <sup>(3)</sup>	23.06%	3.85%	2.17%
PAT	557.44	21.06	3.60
PAT Margin (%) <sup>(4)</sup>	15.63%	1.53%	0.41%
Return on equity (%) <sup>(5)</sup>	143.86%	21.44%	4.19%
Debt-Equity Ratio (times) <sup>(6)</sup>	1.45	4.90	3.57
Current Ratio (times) <sup>(7)</sup>	1.75	1.87	1.96

**Notes:** As certified by M/s M B Jajodia & Associates, Chartered Accountants by their certificate dated May 24, 2024

**Explanation of KPIs:**

- Revenue from operation means revenue from sale of our products
- EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income
- EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- PAT Margin is calculated as PAT for the year divided by revenue from operations
- Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- Debt to Equity ratio is calculated as Long Term Debt + Short Term Debt divided by equity
- Current Ratio is calculated by dividing Current Assets to Current Liabilities

**Explanations for the certain financial data based on Restated Financial Statements:**

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Return on equity	Return on equity provides how efficiently our Company generates profits from shareholders’ funds
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio	The current ratio is a liquidity ratio that measures our company’s ability to pay short-term obligations or those due within one year

**a) Comparison with Listed Industry Peers**

**As on March 31, 2023:**

Key Financial Performance	Prizor Viztech Limited	Vintron Informatics Limited	D-Link India Limited	Dixon Technologies (India) Limited
Revenue from Operations <sup>(1)</sup>	1,376.84	1,851.29	117,128.99	699,740.00
EBITDA <sup>(2)</sup>	53.05	(180.84)	11,257.52	36,061.00
EBITDA Margin (%) <sup>(3)</sup>	3.85%	-9.77%	9.61%	5.15%
PAT	21.06	(107.56)	8,433.39	21,115.00
PAT Margin (%) <sup>(4)</sup>	1.53%	-5.81%	7.20%	3.02%
Return on Equity	21.44%	0.09	24.77%	20.22%
Debt to Equity Ratio	4.90	(0.84)	0.03	0.21
Current Ratio	1.87	0.48	2.31	1.18

**As on March 31, 2022:**

Key Financial Performance	Prizor Viztech Limited	Vintron Informatics Limited	D-Link India Limited	Dixon Technologies (India) Limited
Revenue from Operations <sup>(1)</sup>	868.19	1,710.10	90,383.71	748,441.00
EBITDA <sup>(2)</sup>	18.83	11.09	5,288.05	27,862.00
EBITDA Margin (%) <sup>(3)</sup>	2.17%	0.65%	5.85%	3.72%
PAT	3.60	(92.94)	4,046.57	15,096.00
PAT Margin (%) <sup>(4)</sup>	0.41%	-5.43%	4.48%	2.02%
Return on Equity	4.19%	8.72%	14.58%	16.37%
Debt to Equity Ratio	3.57	(0.94)	0.01	0.40
Current Ratio	1.96	0.76	2.20	1.29

**Explanation of KPIs:**

- Revenue from operations means the revenue from operations as appearing in the restated financial information.
- EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.
- EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- PAT Margin is calculated as PAT for the year divided by revenue from operations.
- Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.
- Debt to Equity ratio is calculated as Long term Debt + Short Term Debt divided by equity.
- Current Ratio is calculated by dividing Current Assets to Current Liabilities

**8. Justification for Basis for Issue price**

**a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

Except as mentioned below, there has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Total Consideration (₹ in lakhs)
May 07, 2024	4,00,000	10/-	75/-	Other than Cash	Conversion of Loan into Equity	3,00,00,000

**b) The price per share of our Company based on the secondary sale / acquisition of shares (equity shares)**

Except as set out below, there have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters or the members of our Promoter Group are a party to a transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(Continued next page...)



Date of Transfer	Name of the Transferor	Name of Transferee	No. of Securities	% of pre-Issue paid-up share capital on fully diluted basis	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Total Consideration (₹)
May 28, 2024	Ms. Mitali Dasharathbharthi Gauswami	Ms. Priti Kamlesh Gandhi	50,000	0.64%	10/-	10/-	Cash	5,00,000
May 28, 2024	Ms. Mitali Dasharathbharthi Gauswami	Mr. Sagar Hareshkumar Doshi	75,000	0.96%	10/-	10/-	Cash	7,50,000
May 28, 2024	Ms. Mitali Dasharathbharthi Gauswami	M/s. Comercinate Enterprises Private Limited	2,25,000	2.88%	10/-	10/-	Cash	22,50,000
May 28, 2024	Ms. Mitali Dasharathbharthi Gauswami	Ms. Purvi Anil Sanghvi	1,00,000	1.28%	10/-	10/-	Cash	10,00,000
May 28, 2024	Ms. Mitali Dasharathbharthi Gauswami	M/s. Shripal V Vora (HUF)	50,000	0.64%	10/-	10/-	Cash	5,00,000
Total			5,00,000					50,00,000
Weighted average cost of acquisition (WACA) (in ₹ per Equity Share) is ₹ 10/- per Equity Share								

- c) Since there is eligible transaction of reported under (a) and (b) above the price per equity share of our Company based on last five primary and secondary transactions (secondary transactions where promoters, promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions, has not been computed.

d) Weighted average cost of acquisition, Issue Price

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Issue Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹ 82/-)	Cap Price (₹ 87/-)
Weighted average cost of acquisition of primary issuances	75/-	0.91	0.86
Weighted average cost of acquisition for secondary transactions	10/-	0.12	0.11
Weighted average cost of acquisition for past 5 primary issuances / secondary transactions, as disclosed above	NA	NA	NA

Investors should read the above-mentioned information along with section titled “Our Business”, “Risk Factors” and “Restated Financial Statements” beginning on page 122, 30 and 175 respectively including important profitability and return ratios, as set out in chapter titled “Other Financial Information” on page 215 of the Red Herring Prospectus to have a more informed view.

Our Company in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor Biding Date shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI (ICDR) Regulations, 2018. In case of any revisions in the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(I) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, the issue is being made for atleast 25% of the post issue paid up equity share capital of our company. The issue is being made through the book building process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the “Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance equity shares shall be added to the QIB Category. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective bank account (including UPI ID for RiBs using UPI Mechanism), in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Issue Procedure” on page 263 of the Red Herring Prospectus.

**Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk. Bidders /Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see “History and certain Corporate matters” on page 150 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 323 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** The Liability of the members of the Company is Limited.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorised share capital of the Company is ₹ 12,50,00,000/- divided into 1,25,00,000 Equity Shares of ₹ 10/ each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 7,80,00,030 divided into 78,00,003 Equity Shares of ₹ 10/ each. For details of the Capital Structure, see “Capital Structure” on the page 74 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:**

ORIGINAL SIGNATORIES			CURRENT PROMOTERS		
Name of Promoters	Face Value (₹)	No. of Shares	Name of Promoters	Face Value (₹)	No. of Shares
Ms. Mitali Dasharathbharthi Gauswami	10.00	9,000	Ms. Mitali Dasharathbharthi Gauswami	10.00	48,30,000
Mr. Gauswami Dasharathbharthi Gopalbharthi	10.00	1,000	Mr. Gauswami Dasharathbharthi Gopalbharthi	10.00	24,69,968




Details of the main objects of the Company as contained in the Memorandum of Association, see “History and certain Corporate Matters” on page 150 of the Red Herring Prospectus. For details of the share capital and capital structure of the Company see “Capital Structure” on page 74 of the Red Herring Prospectus.

**LISTING:** The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of NSE (“NSE EMERGE”). Our Company has received an “in-principle” approval from the NSE for the listing of the Equity Shares pursuant to letter dated July 05, 2024. For the purposes of the Issue, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus has been delivered for registration to the ROC on July 06, 2024, and Prospectus shall be delivered for filing to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see “Material Contracts and Documents for Inspection” on page 323 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”):** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 242 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE):** “It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the ‘Disclaimer Clause of NSE”.

**GENERAL RISK:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 30 of the Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>SHRENI SHARES LIMITED</b> (Formerly known as <i>Shreni Shares Private Limited</i> ) Office No. 217, Hive 67 Icon, Poisar Gymkhana Road Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India. <b>Telephone:</b> 022 - 20897022   <b>E-mail:</b> shrenishares@gmail.com <b>Investors Grievance E-mail:</b> info@shreni.in   <b>Website:</b> www.shreni.in <b>Contact Person:</b> Ms. Tanya Goyal   <b>SEBI Registration Number:</b> INM000012759	 <b>BIGSHARE SERVICES PRIVATE LIMITED</b> Office No. S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400 093, Maharashtra, India <b>Telephone:</b> 022 - 6263 8200   <b>E-mail:</b> ipo@bigshareonline.com <b>Investor Grievance E-mail:</b> investor@bigshareonline.com <b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Mr. Vinayak Morbale <b>SEBI Registration Number:</b> INR000001385
COMPANY SECRETARY AND COMPLIANCE OFFICER	
 <b>Ms. Bhatt Hetaxiben Umang, Company Secretary and Compliance Officer</b> 514, Maple Trade Centre, Nr. Surdhara Circle, Thaltej, Ahmedabad- 380054, Gujarat, India. <b>E-mail:</b> investors@prizor.in   <b>Website:</b> www.prizor.in	
Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post- issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.	

**Availability of Red Herring Prospectus:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein, before applying in the issue. Full copy of the Red Herring Prospectus will be available at the website of SEBI at www.sebi.gov.in; the website of Stock Exchange at www.nseindia.com, the website of BRLM at www.shreni.in and website of Company at www.prizor.in

**Availability of Bid-Cum-Application forms:** Bid-Cum-Application forms can be obtained from the Company: Prizor Viztech Limited, Book Running Lead Manager Shreni Shares Limited. Application Forms can also be obtained from the Stock Exchange and list of SCSBs available on the website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.nseindia.com.

**Application Supported by Blocked Amount (ASBA):** All investors except Anchor Investors in this issue have to compulsorily apply through ASBA. The investors are required to fill the ASBA form and submit the same to their banks. The SCSB will block the amount in the account as per the authority contained in ASBA form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund.

For more details on the issue process and how to apply, please refer to the details given in application forms and abridged prospectus and also please refer to the chapter “Issue Procedure” on page 263 of the Red Herring Prospectus.

**BANKER TO THE ISSUE:** ICICI Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

**For Prizor Viztech Limited**

**Sd/-**

**Ms. Mitali Dasharathbharthi Gauswami**

**Designation:** Chairperson & Managing Director

**DIN:** 07712190

**Date:** July 08, 2024

**Place:** Gujarat

**Prizor Viztech Limited** is proposing, subject to market conditions and other considerations, public issue of its Equity Shares and has filed the Red Herring Prospectus with the Registrar of Companies, Ahmedabad on July 06, 2024. The Red Herring Prospectus is available on the website of the Book Running Lead Manager at www.shreni.in, the website of the NSE i.e., www.nseindia.com, and website of our Company at www.prizor.in.

Investor should note that investment in equity shares involves a high degree of risk. For details, investors should refer to and rely on the Red Herring Prospectus, including the section titled “Risk Factors” of the Red Herring Prospectus, which has been filed with ROC. The Equity Shares have not been and will not be registered under the US Securities Act (“the Securities Act”) or any state securities laws in United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulations under the securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.