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COMMON  
BID CUM  
APPLICATION  
FORM

## PRO FX TECH LIMITED - INITIAL PUBLIC ISSUE - R

Registered Office: PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore, Karnataka, India, 560001  
Corporate Office: Dynamic House, 64, Church Street, Mahatma Gandhi Road, Bangalore North, Bangalore, Karnataka, India, 560001  
Tel No: +91-8041122539; E-mail: Info@profx.com; Website: www.profx.com Contact Person: Deepika N Bhandiwad,  
Company Secretary & Compliance Officer; CIN.: U51500KA2006PLC040879

FOR RESIDENT INDIANS INVESTORS,  
INCLUDING RESIDENT QIBs, NON  
INSTITUTIONAL BIDDERS, RETAIL  
INDIVIDUAL BIDDERS AND ELIGIBLE NRIs  
APPLYING ON A NON-REPATRIATION BASIS



To,  
The Board of Directors  
PRO FX TECH LIMITED

100% BOOK BUILT ISSUE  
ISIN – INE0VJT01017  
LEI: 33580003CVX8BIZNE403

Bid Cum  
Application  
Form No.

SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER'S / SCSB / CDP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER
		Mr. /Ms. /M/s.
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	Address
		Email
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile
		2. PAN OF SOLE/FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	6. INVESTOR STATUS
			<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternate Investment Funds - AIF <input type="checkbox"/> Systematically Important NBFCs <input type="checkbox"/> All entities other than QIBs, Bodies Corporates and Individuals - NOH <input type="checkbox"/> Others (Please Specify) *HUF

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off").										5. CATEGORY					
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only)				"Cut-Off" (Please (✓) tick)		
	8	7	6	5	4	3	2	1	3	2	1	3		2	1
Option 1															<input type="checkbox"/>
(OR) Option 2															<input type="checkbox"/>
(OR) Option 3															<input type="checkbox"/>

7. PAYMENT DETAILS [IN CAPITAL LETTERS]										PAYMENT OPTION : FULL PAYMENT <input checked="" type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/>									
Amount Blocked (₹ in Figures)										(₹ in words)									
ASBA Bank A/c No.																			
Bank Name & Branch																			
OR																			
UPI ID																			
(Maximum 45 characters)																			

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	MEMBER'S OF THE SYNDICATE / SUB-SYNDICATE MEMBER/ REGISTERED BROKER / SCSB / CDP / RTA / AGENT STAMP (Acknowledging upload of Bid in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
	3)	
Date: ....., 2025		

PLEASE FILL IN BLOCK LETTERS

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PRO FX TECH LIMITED- INITIAL PUBLIC  
ISSUE - R

Acknowledgement Slip for  
Members of the Syndicate/  
Sub-Syndicate Member/Registered  
Broker/SCSB/CDP/RTA/Agent

Bid Cum  
Application  
Form No.

PAN of Sole / First Bidder

DPID / CLID																			
Amount Blocked (₹ in figures)										Bank Name & Branch					Stamp & Signature of SCSB Branch				
ASBA Bank A/c No./UPI Id																			
Received from Mr./Ms./M/s.																			
Telephone / Mobile										Email									

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PRO FX TECH LIMITED-INITIAL PUBLIC ISSUE - R		Option 1	Option 2	Option 3	Stamp & Signature of Member of the Syndicate/Sub-Syndicate Member/ Registered Broker/SCSB/CDP/RTA/Agent	Name of Sole / First Bidder
	No. of Equity Shares					
	Bid Price					
	Amount Blocked (₹ in figures)					
	ASBA Bank A/c No. / UPI Id:					
	Bank Name & Branch:					Acknowledgment Slip for Bidder
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.						
						Bid Cum Application Form No.

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**IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS  
DATED JUNE 19, 2025, (THE “RHP”). YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RHP.**

**BIDDER’S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM**

**(IN CASE OF A JOINT BID, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE ISSUE OF EQUITY SHARES.)**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. On the basis of the RHP dated June 19, 2025, filed with the Registrar of Companies, Karnataka, the General Information Document for Investing in Public Issues (“GID”) and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Issue upon my/ our Bids for maximum number of Equity Shares at or above the Issue Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Issue in accordance with applicable laws. The amount payable on Bidding has been blocked in the ASBA Account with the relevant SCSB or the bank account linked with the UPI ID (in case of UPI Bidders using UPI Mechanism) as mentioned in this Bid cum Application Form, as the case may be. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the Depository records and to place my/our name on the register of members of the Company. I/We acknowledge that in case of QIB Bidders, only the SCSBs (for Bids other than the Bids by Anchor Investors), and the BRLM and their affiliated Syndicate Member (only in the Specified Locations) have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the RoC without intimation to me/us and use this Bid cum Application Form as the application form for the purpose of the Issue. I/We confirm that I/we have read the RHP. My/ our investment decision is solely based on the RHP and the Prospectus.

**I/We confirm that:** EITHER I am/we are Indian national(s) resident in India and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or foreign nationals OR I am/we are Indian national(s) resident in India and I am/we are applying for the said Equity Shares as power of attorney holder(s) of non-resident Indian(s) as mentioned on non-repatriation basis OR I am/we are Indian national(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on non-repatriation basis. I/We represent, warrant, acknowledge and agree with the Company and the BRLM as follows: (A) I/We have read the RHP and that my/our investment decision is based solely on the RHP; (B) I/we have read and agree to the representations, warranties and agreements contained the section “Other Regulatory and Statutory Disclosures-Disclaimer in respect of Jurisdiction” in the RHP; (C) the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws and that the Equity Shares are being offered and sold only outside the United States in accordance with Regulation S under the Securities Act; (D) I was/we were outside of the United States at the time the issue of the Equity Shares was made to me/us and I am/we are outside the United States at the time I/we signed this Bid cum Application Form; (E) the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction; (F) I am/we are purchasing the Equity Shares pursuant to the laws of the jurisdictions applicable to me/us; (G) I am/we are not an affiliate of the Company or a person acting on behalf of such affiliate; (H) if I/we are making an application to acquire any of the Equity Shares as fiduciary or agent for one or more investor accounts, I/we have sole investment discretion with respect to each such account and I/we have full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account; and (I) if I/we are making an application to acquire any of the Equity Shares for one or more managed accounts, I am/we are authorized in writing by each such managed account to subscribe to the Equity shares for each such managed account and to make (and I/we hereby make) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “I/we” to include such accounts.

**FOR QIB BIDDERS:** I/We confirm that the Bid size/maximum Equity Shares applied for by me/us do not exceed the relevant regulatory approvals/limits. I am/We are not prohibited from accessing capital markets under any order/ruling/judgment of any regulatory, judicial or any other authority, including Securities and Exchange Board of India (“SEBI”) and under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and as disclosed in the RHP, I/we authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs (at Designated SCSBs Branches) or the RTAs (at the Designated RTA Locations) or the CDPs (at Designated CDP Locations), as the case may be, to do all acts as necessary to make the application in the Issue, including uploading my/our Bid, blocking, unblocking of funds in the bank account of the applicant maintained with the SCSB as specified in the Bid cum Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Bid cum Application Form, as the case may be, transfer of funds to the Public Issue Account on receipt of instruction from Registrar to the Issue or the Sponsor Bank, as the case may be, after finalisation of Basis of Allotment; and (b) the Registrar to the Issue or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs (at Designated SCSBs Branches) or CDPs (at Designated CDP locations) or the RTAs (at Designated RTA locations), as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

I/We hereby provide my/our consent to the Stock Exchange / Sponsor Banks / NPCI / Registrar to the Issue for collecting, storing and usage validating my/our PAN details from the bank account where my/ our amount is blocked by the relevant SCSBs.

I/We acknowledge that as per existing policy of the Government of India, OCBs cannot participate in the Issue. I am/We are not an OCB. For further details, see “Issue Procedure” and “Restrictions on Foreign Ownership of Indian Securities” on page 243 and 269 respectively of the RHP.

**INSTRUCTION FOR FILLING UP THE BID CUM APPLICATION FORM**

- Name of Sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an ‘Indication to make an Issue’ during the Bid/Issue period by a Bidder and not ‘an Issue’.
- The first Bidder should mention his/ her PAN allotted under the Income Tax Act, DP ID, UPI ID, as applicable and Client ID except for Bids by or behalf of the Central or State Government and the officials appointed by the courts and by Investors who are exempted from the requirement of obtaining/ specifying their PAN for transacting in the securities markets and by persons residing in the state of Sikkim, and any other category of Bidders including without limitation, multilateral/bilateral institutions the Bidders or in the case of Bid in joint names, the First Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act, 1961. Any Bid cum Application Form without the PAN is likely to be rejected other than as specified above. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
- Based on the PAN, DP ID, UPI ID (as applicable) and Client ID provided by the Bidders, the Registrar to the Issue will obtain demographic details registered with depository participants to be used among other things for allotment, technical rejections, or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their demographic details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders sole risk and neither the Syndicate nor the Registrar or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The face value of Equity Shares is ₹ 10/- each. The Price Band will be decided by our Company in consultation with the BRLM and advertised in English edition of Business Standard (a widely circulated English national daily newspaper), Hindi Edition of Business Standard (a widely circulated Hindi national daily newspaper, and Kannada edition of regional newspaper, Udayakala, Kannada being the regional language of Bangalore, where our Registered Office is located), at least two (2) Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and have been made available to the NSE (“NSE Emerge”) the “Stock Exchange”) for the purpose of uploading on their websites in accordance with SEBI ICDR Regulations. In case of any revision of the Price Band, the Bid/Issue Period will be extended for at least three (3) additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding a total of ten (10) Working Days. In case of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one (1) Working Day, subject to the Bid/ Issue Period not exceeding a total of ten (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 Exchanges, by issuing a press release and also by indicating the changes on the website of the BRLM, and on the terminals of the Member of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.
- Maximum and Minimum Bid Size:** In case of Retail Individual Bidders, such number of Equity Shares in multiples of the minimum Bid Lot such that the Bid Amount does not exceed ₹200,000/- Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Issue Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares in multiples of the minimum Bid Lot such that Bid Amount exceeds ₹ 200,000/- The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws and mentioned in the RHP.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- “Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted”.** Eligible NRIs bidding on a non-repatriation basis by using the Resident Bid cum Application Form are required to authorise their SCSB to confirm or accept the UPI Mandate Request in case of Retail Individual Investors Bidding through the UPI Mechanism, block their Non-Resident Ordinary (NRO) Accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including the Eligible NRIs Bidding on a non-repatriation basis can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from the Bidding centers. In accordance with applicable law and UPI Circulars, Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.
- Please note that application made using third party UPI ID or third party ASBA Bank Account are liable to be rejected.
  - QIBs cannot use UPI Mechanism to apply. UPI Bidders applying up to ₹ 500,000 shall apply through UPI mode as per NPCI vide circular reference no. NPCI/UPI/OC No. 127/2021-22 dated December 09, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/ CIR/P/2023/45 dated April 5, 2023.
  - UPI Bidders using UPI Mechanism:**
    - Please ensure that your bank is offering UPI facility for public offers.
    - Please mention UPI ID clearly in CAPITAL LETTERS only.
    - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.
    - Eligible NRIs applying in the Issue through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
    - UPI ID cannot exceed 45 characters.
    - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
    - UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. For further details, see “Issue Procedure” on page no. 243 of the RHP.
- Only the First Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Necessary revisions in the Bidders’ undertaking and instructions will be required depending upon the jurisdiction in which the sale of shares is proposed.
- Other Instructions: a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms; and c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021. You may be sent the RHP and the Prospectus either in physical form or electronic form or both. You shall not distribute or forward this documents and these documents are subject to the disclaimers and restrictions contained in or accompanying in it.
- The Equity shares offered in the offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in rule 144A under the U.S. Securities Act), and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of the equity shares in the United States.
- This Bid cum Application Form is being offered to you on the basis that you (i) confirm that the representations, warranties, agreements and acknowledgement set out in “Other Regulatory and Statutory Disclosures” and “Issue Procedure” on page nos. 221 and 243, respectively of the RHP and (ii) agree to abide by (1) this Bid cum Application Form and (2) the RHP (if you are in India) or the Preliminary Offering Memorandum (if you are outside India) together with the terms and conditions contained therein

**Note:** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLM and Stock Exchange.

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- In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Issue.
- In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.
- In case of queries related to upload of Bids submitted to the relevant Members of the Syndicate / RTAs / Registered Brokers / CDPs, as applicable, the Bidders should contact the relevant Designated Intermediary.
- For UPI related queries, investors can contact NPCI at the toll free number- 18001201740 and Mail ID- [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in) and the Registrar to the Issue at Tel.: +91 44 4002 0700; and E-mail:[ipo@cameoindia.com](mailto:ipo@cameoindia.com)
- In case of ASBA Bidders (other than 3-in-1 Bids) for a bid above INR 5,00,000, ensure that the bid is uploaded only by the SCSBs
- Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Issue Closing Date

**COMPANY CONTACT DETAILS**

**PRO FX TECH LIMITED**

**CIN No:** U51500KA2006PLC040879

**Registered Office:** PROFX Global Theatre, Ground Floor, 84, Barton Centre, Mahatma Gandhi Road, Bangalore, Karnataka, India, 560001

**Tel. No.:** +91-8041122539;

**E-mail ID:** [info@profx.com](mailto:info@profx.com);

**Website:** <https://www.profx.com>;

**Contact Person:** Deepika N Bhandiwad, Company Secretary & Compliance Officer

**REGISTRAR CONTACT DETAILS**

**CAMEO CORPORATE SERVICES LIMITED**

**Address:** Subramanian Building\*, No.1, Club House Road,

Chennai – 600 002, Tamil Nadu, India

**Tel No:** +91 44 4002 0700 **Email id:** [ipo@cameoindia.com](mailto:ipo@cameoindia.com)

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

**Contact Person:** Ms. K. Sreepriya

**Designation:** Executive Vice President and Company Secretary

**SEBI Registration Number:** INR000003753

**CIN:** U67120TN1998PLC041613

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated June 19, 2025 (the “RHP”). You are encouraged to read greater details available in the RHP (Download link: <https://profx.com/offer-document/>). Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF TEN PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



(Scan this QR Code to view  
Abridged Prospectus)



**PRO FX TECH LIMITED**

(Formerly known as PRO FX Tech Private Limited)

CIN: U51500KA2006PLC040879, Date of Incorporation: November 08, 2006

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
PROFX Global Theatre, Ground Floor, 84, Barton Centre, Mahatma Gandhi Road, Bangalore, Karnataka, India, 560001	Dynamic House, 64, Church Street, Mahatma Gandhi Road, Bangalore North, Bangalore, Karnataka, India, 560001	Deepika N Bhandiwad Company Secretary & Compliance Officer	E-mail: <a href="mailto:info@profx.com">info@profx.com</a> Tel No: +91 – 8041122539	<a href="http://www.profx.com">www.profx.com</a>

Promoters of the Company	Manmohan Ganesh and Shreya Nambiar
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#### Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in ₹)	OFS Size (by no. of shares or by amount in ₹)	Total Issue Size (by no. of shares or by amount in ₹)	Issue Under 6(1)/ 6(2)	Share Reservation			
					QIB	NII	RII	Market Maker
Fresh Issue	Upto 46,32,000 Equity shares	Nil	Upto 46,32,000 Equity Shares	This issue is being made in terms of regulation 229(2) and 253(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.	Not more than 21,95,200 equity shares	At least 6,59,200 equity shares	At least 15,37,600 Equity Shares	Upto 2,40,000 Equity shares

These equity shares are proposed to be listed on NSE Emerge (i.e. SME platform of NSE).

OFS: Offer for Sale

#### Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in ₹	WACA in Rs. per Equity	Name	Type	No of Shares offered/ Amount in ₹	WACA in ₹ per Equity
NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES							

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	For details of price band, minimum bid lot size, please refer to price band advertisement to be published in all editions of English National Newspaper “Business Standard”, all editions of Hindi National Newspaper “Business Standard” and Bangalore edition of Regional newspaper “Udayakala”
Minimum Bid Lot Size	
Bid/ Offer Open On**	Thursday, June 26, 2025
Bid/ Offer Closes On	Monday, June 30, 2025
Finalisation of Basis of Allotment (T+1)	On or about Tuesday, July 01, 2025
Initiation of Refunds (T+2)	On or about Wednesday, July 02, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about Wednesday, July 02, 2025
Commencement of trading of Equity Shares (T+3)	On or about Thursday, July 03, 2025

\*For details of price band and basis of issue price, please refer to price band advertisement and page 85 of the RHP.

\*\*Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date i.e., Wednesday, June 25, 2025

The Weighted average cost of acquisition of all Equity Shares transacted in the last one year, last eighteen months and three years from the date of RHP is as given below:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper end of the Price Band (₹ 82) is ‘X’ times the weighted Average cost of Acquisition	Range of acquisition price (₹ 87): Lowest Price – Highest Price (in ₹)
Last 1 year	97.11	0.90	0-97.11
18 months & 3 years	1.15	75.77	0-97.11

## RISKS IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is Rs. 10/- per equity share. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the BRLM, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under **“Basis for Issue Price”** beginning on page 85 of the RHP should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given regarding frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investment in equity & 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 RHP. Specified attention of the investors is invited to the section titled **“Risk Factors”** beginning on page 24 of the Red Herring Prospectus and on page 08 of this Abridged Prospectus.

## PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the stock exchange, syndicate members, registrar to the issue, share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, investors’ associations or Self Certified Syndicate Banks.

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLMs or download it from the website of the Stock Exchange i.e. [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) and the BRLM at [www.hemsecurities.com](http://www.hemsecurities.com).

## PRICE INFORMATION OF BRLM's

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] – 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180 <sup>th</sup> calendar days from listing
<b>Mainboard IPO's</b>								
1.	Manba Finance Limited <sup>^</sup>	150.84	120.00	September 30, 2024	145.00	15.89% [-5.21%]	30.34% [-7.74%]	10.35% [-8.88%]
2.	Enviro Infra Engineers Limited <sup>^</sup>	650.30	148.00	November 29, 2024	220.00	116.12% [-1.32%]	49.46% [-6.56%]	70.50% [2.88%]
<b>SME IPO's</b>								
1.	Danish Power Limited	197.90	380.00	October 29, 2024	570.00	129.74% [-0.78%]	132.33% [-5.62%]	150.93% [-1.75%]
2.	Readymix Construction Machinery Limited	37.66	123.00	February 13, 2025	123.00	-33.25% [-2.75%]	-34.88% [6.72%]	N.A.
3.	Tankup Engineers Limited	19.53	140.00	April 30, 2025	175.00	75.25% [2.05%]	N.A.	N.A.
4.	Unified Data – Tech Solutions Limited	144.47	273.0	May 29, 2025	285.00	N.A.	N.A.	N.A.
5.	Monolithisch India Limited	82.02	143	June 19, 2025	231.55	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus. For further details, please refer to price information of past issues handled by BRLM starting on page no. 225 of the RHP.

*\*Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.*

<b>Name of BRLM and contact details (telephone and email id) of BRLM</b>	<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> , <b>Contact Person:</b> Ravi Kumar Gupta
<b>Name of Syndicate Members</b>	<b>Hem Finlease Private Limited</b> <b>Address:</b> 203, Jaipur Tower, M. I. Road, Jaipur-302001, Rajasthan, India. <b>Tel No.:</b> +91-141-4051000 <b>Email Id:</b> <a href="mailto:ashoks@hemsecurities.com">ashoks@hemsecurities.com</a> , <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ashok Soni, <b>SEBI Registration Number:</b> INZ000167734



<b>Name of Market Maker</b>	<b>Hem Finlease Private Limited</b> <b>Address:</b> 203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India <b>Telephone:</b> +91-141-4051000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ashok Soni <b>SEBI Registration Number:</b> INZ000168034 <b>Market Maker Registration No.:</b> SMEREG2020090906741
<b>Name of Registrar to the Issue and contact details (telephone and email id)</b>	<b>Cameo Corporate Services Limited</b> <b>Address:</b> Subramanian Building”, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India <b>Tel No:</b> +91 44 4002 0700 <b>Email:</b> <a href="mailto:ipo@cameoindia.com">ipo@cameoindia.com</a> <b>Contact Person:</b> Ms. K. Sreepriya <b>Website:</b> <a href="http://www.cameoindiaa.com">www.cameoindiaa.com</a> <b>SEBI Registration No.:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613
<b>Name of Statutory Auditor</b>	M/s. MKUK & Associates, Chartered Accountants (FRN: 050113S)
<b>Name of Peer Review Auditor</b>	M/s. K A R M A & Co. LLP, Chartered Accountants (FRN: 127544W/W100376)
<b>Name of Credit Rating Agency and the rating or grading obtained, if any</b>	Not Applicable
<b>Name of Debenture trustee, if any.</b>	Not Applicable
<b>Self-Certified Syndicate Banks</b>	The list of banks is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ;
<b>Non-Syndicate Registered Brokers</b>	You can submit Bid cum Application Forms in the Issue to Non-Syndicate Registered Brokers at the Non-Syndicate Broker Centres. For further details, see section titled “ <i>Issue Procedure</i> ” beginning at page 243 of the RHP
<b>Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)</b>	<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>

PROMOTERS OF THE ISSUER COMPANY			
Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1	Manmohan Ganesh	Individual	He is the Promoter and Chairman & Managing Director of our Company. He has been on the Board of Directors of our Company since incorporation. He has completed his Post Graduate Diploma in Business Administration (Marketing Management), from St. Joseph’s College of Business Administration, Bangalore in the year 1990. He has work experience of around 33 years in residential AV business to a multi-segment AV and Automation solutions.
2	Shreya Nambiar	Individual	She is the Promoter and Non-Executive Director of our Company. She has been on the Board of Directors of our Company w.e.f. March 20, 2024. She has completed her Masters in Science from SOAS, University of London in the year 2019. and Bachelor of Economic and Social Studies in Business Environment from Cardiff University, UK in 2015. She has an experience of around 6 years in the Market Research and Business Strategy development.

#### BUSINESS OVERVIEW AND STRATEGY

**Company Overview:** Our company is engaged in the distribution of AV (Audio-Video) products, including but not limited to amplifiers & processors, turn-tables, wireless streamer, speakers, subwoofers, sound bars, and cables. In addition to distribution, we excel in designing and implementing customized AV solutions for home theatres, premium home automation, multi-room audio systems, and bespoke AV solutions for corporate customers. Our association with renowned global suppliers/manufacturers such as Denon, Polk, Definitive Technology, KEF, Theory, Pro Audio Technology, JBL, and Revel provide us with distribution rights, ensuring our customers have access to the latest AV innovations and the highest quality products.

**Product/ Services offerings:** We are engaged in the distribution of AV (Audio-Video) products, including but not limited to amplifiers & processors, turn-tables, wireless streamer, speakers, subwoofers, sound bars, and cables. In addition to distribution, we excel in designing and implementing customized AV solutions for home theatres, premium home automation, multi-room audio systems, and bespoke AV solutions for corporate customers.

## Geographies Served:

(Amount in ₹ Lakhs)

States	FY 2024-25		FY 2023-24		FY 2022-23	
	Amount	%	Amount	%	Amount	%
Karnataka	3509.84	27.13%	3041.17	27.53%	2539.56	26.51%
Tamil Nadu	1582.80	12.23%	1581.53	14.32%	1377.55	14.38%
Maharashtra	1434.47	11.09%	1192.16	10.79%	993.92	10.38%
Telangana	847.87	6.55%	1035.47	9.37%	964.08	10.07%
Kerala	898.16	6.94%	875.70	7.93%	844.36	8.82%
Gujarat	1125.66	8.70%	820.35	7.43%	530.18	5.54%
Delhi	652.16	5.04%	495.45	4.48%	547.90	5.72%
West Bengal	571.93	4.42%	479.73	4.34%	581.14	6.07%
Haryana	396.39	3.06%	415.31	3.76%	352.30	3.68%
Rajasthan	623.56	4.82%	266.72	2.41%	273.50	2.86%
Punjab	335.41	2.59%	224.43	2.03%	181.88	1.90%
Andhra Pradesh	424.33	3.28%	187.75	1.70%	40.11	0.42%
Madhya Pradesh	217.01	1.68%	121.70	1.10%	76.95	0.80%
Uttar Pradesh	156.39	1.21%	117.33	1.06%	71.95	0.75%
Others	161.56	1.26%	192.93	1.75%	203.01	2.12%
<b>Total</b>	<b>12937.54</b>	<b>100.00</b>	<b>11047.73</b>	<b>100.00</b>	<b>9578.39</b>	<b>100.00</b>

## Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations <sup>(1)</sup>	12937.54	11,047.73	9,578.39
EBITDA <sup>(2)</sup>	1705.98	1437.28	1010.05
EBITDA Margin <sup>(3)</sup>	13.19%	13.01%	10.55%
PAT <sup>(4)</sup>	1223.75	943.65	634.97
PAT Margin <sup>(5)</sup>	9.41%	8.51%	6.60%
RoE (%) <sup>(6)</sup>	39.71%	47.07%	53.79%
RoCE (%) <sup>(7)</sup>	43.58%	45.55%	52.73%
Net Worth <sup>(8)</sup>	3691.16	2471.90	1537.46

### Notes:

<sup>(1)</sup> Revenue from operation means revenue from services and other operating revenues

<sup>(2)</sup> 'EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is Profit after tax

<sup>(5)</sup> 'PAT Margin' is calculated as PAT for the year divided by Total Income

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity



<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is which is defined as shareholders' equity plus total debt (including lease liabilities).

<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) – Preliminary Expenses to the extent not written-off.

**Industries Served:** We specialize in distributing AV products such as amplifiers, turntables, wireless streamers, speakers, subwoofers, sandbars, and cables. Alongside distribution, we offer end-to-end, customized AV and automation solutions for home theaters, smart homes, and corporate setups, including boardrooms, retail spaces, hospitality venues, educational institutions, hospitals, and places of worship.

**Revenue segmentation in terms of top 10 clients** – our company's revenue from top 10 customers was 26.48%, 26.11% and 25.72% in Financial year 2024-25, 2023-24 and 2022-23 respectively.

**Intellectual Property, if any:**

S. No.	Brand name/ Logo Trademark/ Copyright	Class	TM Category	Applicant	Trademark Number/ Application No./ Registration Certificate Number	Issuing Authority	Date of Application	Status
1.	PRO FX 	9	Word	Pro Fx Tech Private Limited	909913	Registrar of Trademarks	March 14, 2000	Registered
2.	PRO FX 	9	Word	Pro Fx Tech Private Limited	909915	Registrar of Trademarks	March 14, 2000	Registered

**Market Share:** Not ascertainable

**Manufacturing Plant, if any:** NA

**Employee Strength:** As on March 31, 2025 our Company has employed 117 employees at various levels of the Organization

**BOARD OF DIRECTORS**

Sr. No.	Name	Designation (Independent/ Whole time/ Executive/ Nominee)	Experience & Educational Qualification	Other Directorships
1	Manmohan Ganesh	Managing Director	<b>Experience:</b> 33 Years <b>Qualification:</b> Post Graduate Diploma in Business Administration (Marketing Management), Bachelor of Commerce (B.Com.)	Nil
2	Appadurai Manuel Santhana Joekumar	Whole-Time Director and Chief Financial Officer	<b>Experience:</b> 30 Years <b>Qualification:</b> Master of Commerce (M. Com)	Nil
3	Shreya Nambiar	Non-Executive Director	<b>Experience:</b> 6 years <b>Qualification:</b> Master of Science in Development Economics, Bachelor of Economic and Social Studies in Business Environment	<b>Companies</b> 1. Phoenix Holdings Private Limited 2. Stallion Computers Private Limited
4	Vishal Jhanwar	Independent Director	<b>Experience:</b> 13 years <b>Qualification:</b> Fellow Member of the Institute of Chartered Accountants of India, B.Com.	Nil
5	Alokeshwar Sen	Independent Director	<b>Experience:</b> 16 years <b>Qualification:</b> Post Graduate Diploma in Management (PGDM), Bachelor of Engineering (B.E.)	Nil

For further details in relation to our Board of Directors, see “Our Management” beginning on page 135 of the Red Herring Prospectus.

**OBJECTS OF THE ISSUE**

**Details of means of finance –** The fund requirements for each of the objects of the Issue are stated as follows:

(₹ In Lakhs)

S. No.	Particulars	Total estimated cost	Amount already deployed#	Amount to be deployed and utilized in
				2025-26
1	Repayment of a portion of certain borrowing availed by our Company	150.00	-	150.00
2	Funding capital expenditure towards setting-up of 3 new Showroom cum experience centres (“Showroom”)	746.57	-	746.57
3	To meet Working Capital requirements	1900.00	-	1900.00
4	General Corporate Purpose	[●]	[●]	[●]
	<b>Total</b>	[●]	[●]	[●]

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years:** Nil

**Name of monitoring agency, if any –** Not Applicable

**Terms of Issuance of Convertible Security, if any –** Not Applicable

**Shareholding Pattern:**

Sr. No.	Particulars	Pre-Issue number of shares	% Holding of Pre issue
1.	Promoters and Promoter Group	88,04,040	68.40%
2.	Public	40,67,646	31.60%
	<b>Total</b>	<b>1,28,71,686</b>	<b>100.00%</b>

Number/amount of equity shares proposed to be sold by selling shareholders, if any. – Not Applicable

<b>RESTATED FINANCIAL STATEMENT</b>
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*(₹ In Lakhs except percentages and ratios)*

Particular	March 31, 2025	March 31, 2024	March 31, 2023
Total income from operations (Net)	12937.54	11047.73	9578.39
Net Profit/(Loss) before tax and extra ordinary items	1651.11	1270.86	856.52
Net Profit / (Loss) after tax and extraordinary items	1223.75	943.65	634.97
Share Capital	1287.17	1287.17	1.43
Other Equity	2403.99	1184.73	1536.04
Net worth	3691.16	2471.90	1537.46
Basic/Diluted earnings per share (₹)	9.51	7.33	4.93
Return on net worth (%)	33.15	38.18	41.30
NAV per Equity Shares (Based on Actual Number of Shares) (₹)	28.68	19.20	10762.04
NAV per Equity Shares (Based on Weighted Average Number of Shares) (₹)	28.68	19.20	11.94

<b>INTERNAL RISK FACTORS:</b>
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The below mentioned risks are top 10 risk factors as per the RHP.

1. We depend on our global suppliers/ manufacturers or domestic vendors for our operations and unsatisfactory products provided by them or failure to maintain relationships with them could disrupt our operations. Further, we may not be able to pass on any increase in costs levied by our global suppliers/ manufacturers or vendors to our customers.
2. Termination or non-renewal of Distribution Agreements or any material modification to the existing terms under such agreements adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.
3. Our business and profitability heavily rely on the consistent and timely availability of finished products. Any disruption in supply or price volatility of these products can negatively impact our operations and financial health. Additionally, our dependence on third-party suppliers, without firm supply commitments or exclusive arrangements, poses a risk. The loss of any suppliers could adversely affect our business, operational outcomes, and financial condition.
4. Our future growth is dependent upon our ability to identify and maintain new products, technologies and customers that achieve market acceptance with acceptable margins.
5. Our Company is yet to execute lease/rent agreements for our proposed Three Showroom cum experience centres.
6. We do not own the registered office, corporate office, warehouse, Service Centres and Showrooms from which we carry out our business activities. In case of nonrenewal of rent agreements or dispute in relation to use of the said premise, our business and results of operations can be adversely affected.
7. Our business is dependent on global suppliers/manufacturers effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new AV (Audio-Video) products at regular intervals.
8. A significant majority of our revenues from operations are derived from particular mode of sales i.e distribution of (AV)Audio Video Products.
9. We may not be successful in our efforts to monetize our products and services.
10. The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.

For further details on "Risk Factors" please refer page 24 of the Red Herring Prospectus.



**A. Total number of outstanding litigations against the company and amount involved:**

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against the Promoters	Material civil litigations	Aggregate amount involved to the extent ascertainable (₹ in lakhs) *
<b>Company</b>						
By the Company	3	0	0	0	0	10.25
Against the Company	0	2	1	0	1	149.80
By the Directors	0	0	0	0	0	0
Against the Directors	0	0	0	0	0	0
By the Promoters	0	0	0	0	0	0
Against the Promoters	0	0	0	0	0	0

*\*To the extent quantifiable*

*\*\*To the extent material for our Company*

**B. Brief details of top 5 material outstanding litigations against the Company and amount involved:**

- (i) A show cause notice dated March 22, 2013 was issued by the Directorate of Revenue Intelligence (“DRI”) for miss-classification of Sound Amplifiers and audio-video receivers (“AVR’s”) under different customs tariff headings i.e., 8518 and 8543, claiming the AVR’s as audio frequency amplifiers, reception apparatus for radio broadcasting and electrical machine & apparatus and thereby not discharged appropriate custom duties on the AVR’s which are correctly classifiable under heading 8527 and the alleged differential duty needed to be paid in the aforementioned matter reference is Rs. 105.09 Lakhs. Our Company has filed a reply to such show-cause notice dated August 23, 2013 stating that the aforementioned show cause notice has not been issued by the proper officer competent to issue show cause notices under Section 28 for part of the period under scrutiny, and also mention that as per the standard practice the goods are classified based on their principal function and amplifiers are used for amplification of electric signals and hence classified under the correct headings and the show cause notice does not mention why the amplifiers to be classified under CTH 8527 heading and the demand is not sustainable because the assessment in bill of entry is nowhere challenged by the department in the show cause notice.

An order dated August 26, 2015 was issued by the Office of the Commissioner of Customs, Chennai, stating that the AVR’s imported by our Company was not just an amplifier but also having other functional features, that are not technically related to amplifying functionality and hence is should be classified under the CTH 8527 head only and not 8518 or any other heading and as it is purposely misclassified the goods are also liable for confiscation and the also the penalty is needed to be paid.

An appeal bearing no. CUSTOMS/0042414/2015 dated December 14, 2015 has been filed against the aforementioned order before the Ld. Customs, Excise and Service Tax Appellate Tribunal, Chennai (“Ld. Tribunal”) stating that the show cause notice dated March 22, 2013 issued by the DRI is issued without jurisdiction and hence the impugned order confirming the demand mentioned in the show cause notice is liable to be set aside and the differential duty mentioned in the show cause notice to be removed. The appeal is currently pending for adjudication and the case listed on February 14, 2025 which is adjourned to 7<sup>th</sup> July 2025 for hearing.

- (ii) A notice dated August 05, 2018 was issued by the Regional Office, Employee’s State Insurance Corporation stating that our Company has not complied and not given the contributions for the wage period April, 2011 to April 2014 and may be liable to be prosecuted under section 85(a)/85(e) of the Employee State Insurance Act, 1948 for the default. our Company has replied two times to the aforementioned notice dated August 11, 2014 and June 11, 2024 stating that there were no employees who were coming under the purview of ESI and hence there has been no contribution remitted for the said period, and requested the department to excuse our Company for not filing the NIL returns towards the mentioned time period. As our Company has not received any response from the ESI department, our Company has re submitted the aforementioned letter on August 07, 2024.

(iii) Direct Tax:

(Amount in ₹ Lakhs)

Nature of Proceedings	Number of cases	Amount involved*
TDS	1	22.87
<b>Total</b>	<b>1</b>	<b>22.87</b>

(iv) A case bearing no. Com. O.S./1162/2024 was filed by B S Satish Rao & Anr. (“Plaintiffs”) against Pro FX Tech Pvt. Ltd. (“our Company”) and Ors. (collectively referred as “Defendant’s”) before the Ld. City Civil and Sessions Judge, Bangalore South, Bengaluru (“Ld. Court”). The plaintiff alleged that our Company was using its premises as tenant during the year 2021 and during that alleged tenure, there were defaults in rent payment and also alleged alteration and modification of the structure was conducted by the Defendant’s, and also failed to vacate the premises on time, and therefore there is alleged due to be paid to the Defendant amounting Rs.20,83,170/- for the alleged rent arrear and Rs.1,00,000 for the damages. The present case is pending before the Ld. Court and the next date of hearing is June 25, 2025.

(i) Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any – Nil

(ii) Brief details of outstanding criminal proceedings against Promoters – Nil

For further details on “Outstanding Litigations and Material Developments” please refer page 208 of the Red Herring Prospectus.

**ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY - NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

# IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP) BIDDER'S UNDERTAKING FOR BID CUM REVISION FORM

I/We (on behalf of joint bidder's, if any) confirm that the Acknowledgement slip for my/our bids are enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint bidder's, if any) authorise you to reject this Bid Revision Form, in case any of the details of my existing Bids as appearing on the electronic book building system do not tally with the details given in this Bid Revision Form.

## INSTRUCTION FOR FILLING UP THE BID REVISION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The Bid means an 'indication to make an Issue' and not 'an Issue'.
- Please ensure that the Bid Options provided are in the same order as that provided in the Bid cum Application Form submitted earlier.
- In case there is no change in the particular Bid Option, please write "NO CHANGE". In case you want to cancel the Bid Option, please write "CANCELLED".
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price. Total amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Application Form is being submitted.
- Revision of Bids in case of Revision of Price Band:** In case of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the SCSBs/members of the Syndicate/Registered Brokers/RTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000/-, the Bid will be considered for allocation under the Non-Institutional category in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of Allotment, such that no additional payment would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. (i) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders, who have Bid at Cut-off Price could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
- Only the first Bidder is required to sign the Bid cum Application Form/Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of the Bank Account Holder is mandatory. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder.
- Please note that application made using third party UPI ID or third party ASBA Bank Account are liable to be rejected.
  - QIBs cannot use UPI Mechanism to apply. UPI Bidders applying up to ₹ 500,000 shall apply through UPI mode as per NPCI vide circular reference no. NPCI/UPI/OC No. 127/2021-22 dated December 09, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2023/45 dated April 5, 2023.
  - UPI Bidders using UPI Mechanism:**
    - Please ensure that your bank is offering UPI facility for public offers.
    - Please mention UPI ID clearly in CAPITAL LETTERS only.
    - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.
    - Eligible NRIs applying in the Issue through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
    - UPI ID cannot exceed 45 characters.
    - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
    - UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. For further details, see "Issue Procedure" on page no. 243 of the RHP.
- Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of the Syndicate/ SCSBs/Registered Brokers/RTA/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.
- Revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof. Investors must ensure that their PAN is linked with Aadhar Card and are in compliance with the CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

## ISSUE STRUCTURE

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 2,40,000 Equity Shares	Not more than 21,95,200 Equity Shares	Not less than 6,59,200 Equity Shares	Not less than 15,37,600 Equity Shares
Percentage of Issue Size available for allocation	5.18% of the Issue Size	Not more than 50% of the Net Issue	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see "Issue Procedure" beginning on page 243 of the Red Herring Prospectus.	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see "Issue Procedure" beginning on page 243 of the Red Herring Prospectus. .
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	2,40,000 Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	2,40,000 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4)			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

\* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

COMMON BID  
REVISION  
FORM

## PRO FX TECH LIMITED- INITIAL PUBLIC ISSUE - REVISION - R

Registered Office: PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore, Karnataka, India, 560001  
Corporate Office: Dynamic House, 64, Church Street, Mahatma Gandhi Road, Bangalore North, Bangalore, Karnataka, India, 560001  
Tel No: +91-8041122539; E-mail: Info@profx.com; Website: www.profx.com Contact Person: Deepika N Bhandiwad,  
Company Secretary & Compliance Officer; CIN: U51500KA2006PLC040879

FOR RESIDENT INDIANS INVESTORS,  
INCLUDING RESIDENT QIBs, NON  
INSTITUTIONAL BIDDERS, RETAIL  
INDIVIDUAL BIDDERS AND ELIGIBLE NRIs  
APPLYING ON A NON-REPATRIATION BASIS



To,  
The Board of Directors  
PRO FX TECH LIMITED

100% BOOK BUILT ISSUE  
ISIN - INE0VJT01017  
LEI: 335800O3CVX8BIZNE403

Bid Cum  
Application  
Form No.

SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER / SCSB / CDP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s.
SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	Address
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Email
		Tel. No (with STD code) / Mobile
		2. PAN OF SOLE / FIRST BIDDER
		3. BIDDERS DEPOSITORY ACCOUNT DETAILS ■ NSDL ■ CDSL
		For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

## PLEASE CHANGE MY BID

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)									Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only)											
	8	7	6	5	4	3	2	1	Bid Price			Retail Discount, if any			Net Price			"Cut-off" (Please ✓ tick)			
Option 1																		<input type="checkbox"/>			
(OR) Option 2																		<input type="checkbox"/>			
(OR) Option 3																		<input type="checkbox"/>			

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)									Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only)											
	8	7	6	5	4	3	2	1	Bid Price			Retail Discount, if any			Net Price			"Cut-off" (Please ✓ tick)			
Option 1																		<input type="checkbox"/>			
(OR) Option 2																		<input type="checkbox"/>			
(OR) Option 3																		<input type="checkbox"/>			

6. PAYMENT DETAILS [IN CAPITAL LETTERS]										PAYMENT OPTION : FULL PAYMENT <input checked="" type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/>									
Additional Amount Blocked (₹ in Figures)										(₹ in words)									
ASBA Bank A/c No.																			
Bank Name & Branch																			
OR UPI ID																			
(Maximum 45 characters)																			

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7 A. SIGNATURE OF SOLE / FIRST BIDDER	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	MEMBER'S OF THE SYNDICATE / SUB-SYNDICATE MEMBER/ REGISTERED BROKER / SCSB / CDP / RTA / AGENT STAMP (Acknowledging upload of Bid in Stock Exchange System)
Date: ....., 2025	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

DPID / CLID											Acknowledgement Slip for Members of the Syndicate/ Sub-Syndicate Member/Registered Broker/SCSB/CDP/RTA/Agent										Bid Cum Application Form No.
Additional Amount Blocked (₹ in figures)										Bank Name & Branch										PAN of Sole / First Bidder	
ASBA Bank A/c No./UPI Id																				Stamp & Signature of SCSB Branch	
Received from Mr./Ms./M/s.																					
Telephone / Mobile										Email											

TEAR HERE

PRO FX TECH LIMITED - BID REVISION FORM INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of Member of the Syndicate/Sub-Syndicate Member/ Registered Broker/SCSB/CDP/RTA/Agent	Name of Sole / First Bidder
	No. of Equity Shares				
	Bid Price				
	Additional Amount Blocked (₹ in figures)				
	ASBA Bank A/c No. / UPI Id:				
Bank Name & Branch:				Acknowledgment Slip for Bidder	
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.					
				Bid Cum Application Form No.	