Letter No.: PVL/038/2026-27
Date: September 01, 2026

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

NSE SYMBOL: PRIZOR || ISIN: INE0V9N01017

Ref: Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Notice of 09th Annual General Meeting of the company

Dear Sir/Mam,

Pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the Notice of the 09th Annual General Meeting ("AGM") of Prizor Viztech Limited (the Company) which is scheduled to be held on Wednesday, September 23, 2026 at 12:00 P.M. IST through Video Conferencing (VC) and Other Audio Visual Means (OAVM).

The AGM Notice is being sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Depositories. The aforesaid notice is also placed on the website of the company at www.prizor.in.

Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will sent a letter providing a web-link of the Annual Report 2025-26 to those Members who have not registered their e-mail addresses with the Company/Depositories.

Please take the same into your records and do the needful.

Thanking You,
Yours Faithfully,

For, Prizor Viztech Limited

MITALI DASHARATHBHARTHI GAUSWAMI
Digitally signed by MITALI DASHARATHBHARTHI GAUSWAMI
Date: 2026.09.01 15:04:53 +05'30'

Mitali Gauswami
Managing Director
DIN: 07712190

Encl: a/a

NOTICE OF 09TH ANNUAL GENERAL MEETING

To,
The Members,
Prizor Viztech Limited

NOTICE is hereby given that 09th (Nineth) Annual General Meeting of the members of Prizor Viztech Limited will be held on Wednesday, September 23, 2026 at 12:00 P.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and approve the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Board of Directors and Auditors thereon.**

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Directors' Report and the Audited Standalone and Consolidated Balance Sheet as on year ended March 31, 2026, the Profit and Loss Accounts for the year ended on March 31, 2026 and cash flow statement for the year ended on March 31, 2026 along with the Standalone and Consolidated Auditor's report (unmodified opinion) thereon are hereby considered, approved and adopted."

2. **To appoint a director in place of Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190), Managing Director, who retires by rotation and, being eligible, offers herself for re-appointment.**

To the extent that Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190), Managing Director is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190), Managing Director as such, to the extent that she is required to retire by rotation."

SPECIAL BUSINESS:

3. **To approve revision of remuneration of Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190) Chairman and Managing Director of the company.**

To consider and if, thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT Pursuant to the provisions of Section 196, 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable clauses of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of members be and is hereby accorded for payment of revised remuneration to Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190) Chairman and Managing Director of the Company, on the terms and conditions including remuneration to be revised from Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to upto Rs. 6,00,000/- (Rupees Six Lakhs only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) during the remaining tenure as Chairman and Managing Director of the company with effect from the financial year 2026-2027 and on such terms and conditions from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

RESOLVED FURTHER THAT the aforesaid remuneration shall be exclusive of reimbursement of expenses incurred in connection with the business of the Company and shall be subject to other terms and conditions as may be applicable in accordance with the terms of her appointment and the provisions of the Act, Schedule V thereto as amended from time to time.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year during the tenure of Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190), Chairman and Managing Director of the Company, the above-mentioned remuneration paid to her, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deed, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard along with filing of necessary e-forms with the Registrar of Companies."

4. **To approve revision of remuneration of Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) Whole-Time Director and CFO of the company.**

To consider and if, thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT Pursuant to the provisions of Section 196, 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable clauses of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of members be and is hereby accorded for payment of revised remuneration to Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) Whole-Time Director and CFO of the Company, on the terms and conditions including remuneration to be revised from Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to upto Rs. 6,00,000/- (Rupees Six Lakhs only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) during the remaining tenure as Whole-Time Director and CFO of the company with effect from the financial year 2026-2027 and on such terms and conditions from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

RESOLVED FURTHER THAT the aforesaid remuneration shall be exclusive of reimbursement of expenses incurred in connection with the business of the Company and shall be subject to other terms and conditions as may be applicable in accordance with the terms of her appointment and the provisions of the Act, Schedule V thereto as amended from time to time.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year during the tenure of Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) Whole-Time Director and CFO of the Company, the above-mentioned remuneration paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deed, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard along with filing of necessary e-forms with the Registrar of Companies."

5. **Appointment/ Regularization of Ms. Falguniben Khodabhai Prajapati (DIN: 10735011) as an Independent Director of the company for a first term of five consecutive years**

To consider and if, thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to provision of Section 149, 150, 152, 161 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Falguniben Khodabhai Prajapati (DIN: 10735011) who was appointed as an Additional Director of the Company w.e.f. August 27, 2026 by the Board of Directors of the company based on the recommendation of Nomination and Remuneration Committee in their meeting held on August 27, 2026, and who holds office up to the date of this Annual General Meeting and who also meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) of the Listing Regulations and who have submitted a declaration to that effect and in respect of whom the company has received a notice in writing form a Member under Section 160 of Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of Five consecutive years effective from August 27, 2026 to August 26, 2031 on the board of the company.

RESOLVED FURTHER THAT pursuant to the provision of Section 197(5) of the Companies Act, 2013 ("Act") read with rules framed thereunder and Schedule IV of the Act and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the approval of shareholders of the company is hereby accorded that the sitting fees payable to Ms. Falguniben Khodabhai Prajapati, Independent Director of the company will be upto Rs. 1,50,000/- per annum for attending the board meetings, committee meetings and general meetings of the company during her tenure as Independent Director of the company with effect from August 27, 2026.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.**"**

6. **Change in designation of Mr. Dahyalal Prajapati (DIN: 09592327) from Independent Director to Non-Executive Director**

To consider and if, thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 178 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for change in designation of **Mr. Dahyalal Prajapati (DIN: 09592327)** from **Non-Executive Independent Director** of the Company to **Non-Executive Non-Independent Director** of the Company, with effect from August 27, 2026, and for his continuation as a Non-Executive Director of the Company, liable to retire by rotation, on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT upon change in designation, Mr. Dahyalal Prajapati shall cease to be an Independent Director of the Company and shall no longer be entitled to the rights, privileges, duties and responsibilities specifically applicable to an Independent Director under the Act, the SEBI LODR Regulations and other applicable laws, while continuing to hold office as a Non-Executive Non-Independent Director of the Company, subject to the provisions of the Act, SEBI LODR Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provision of Section 197, 198 of the Companies Act, 2013 ("Act") read with rules framed thereunder and Schedule IV of the Act and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the approval of shareholders of the company is hereby accorded that the remuneration payable to Mr. Dahyalal Prajapati, Non-Executive Director of the company will be up to two percent of net profit of the company as calculated under section 198 of the act.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution and to make necessary filings with the Registrar of Companies, Stock Exchange(s) and other statutory/regulatory authorities, as may be required."

7. **To Issue of Equity Shares on a Preferential Basis**

To consider and if thought fit to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ("RBI") and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 15,13,600 (Fifteen Lakh Thirteen Thousand Six Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis ("Preferential Issue"), to the Proposed allottees belonging to Non-Promoters/Public, as stated herein below, at an issue price of Rs. 876.00 per equity Shares (including premium of Rs. 866.00 per equity Shares) aggregating up to Rs. 1,32,59,13,600/- (Rupees One Hundred Thirty-Two Crore Fifty-Nine Lakh Thirteen Thousand Six Hundred Only) being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name	Category	No. of Equity Shares proposed to be issued
1.	ASHISH RAMESHCHANDRA KACHOLIA	Public	2,28,300
2.	MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Public	1,99,700
3.	GRACIOUS ADVISORS LLP	Public	85,600

4.	KAUSHIK DAGA	Public	80,000
5.	TUSHAR SABHAPATI MISHRA	Public	75,000
6.	SUNITABEN TULSIDAS KRIPLANI	Public	75,000
7.	NABS EQUITY	Public	62,700
8.	NEXTA ENTERPRISES LLP	Public	45,600
9.	NUTAN TALWAR	Public	17,100
10.	PRABHALA V K MOHAN	Public	22,800
11.	PRIYANKA TIBREWAL	Public	11,400
12.	CHANDRIKA SURESHKUMAR MEHTA	Public	11,400
13.	BSAK SERVICES LLP	Public	17,100
14.	TEA KRAFTS INDIA PRIVATE LIMITED	Public	17,100
15.	BK MANAGEMENTS SOLUTIONS PRIVATE LIMITED	Public	17,100
16.	DHARA RAMESH GANDHI	Public	11,400
17.	OWN INFRACON PRIVATE LIMITED	Public	34,200
18.	LASHIT LALLUBHAI SANGHVI	Public	79,900
19.	CAPRI GLOBAL VENTURES PRIVATE LIMITED	Public	1,14,100
20.	ALCHEMY LONG TERM VENTURES FUND, SERIES 3	Public	1,14,100
21.	LC PHAROS MULTI STRATEGY FUND VCC-LC PHAROS MULTI STRATEGY FUND SF1	Public	1,42,700
22.	EQUIRUS IFSC TRUST	Public	28,500
23.	SMART HORIZON OPPORTUNITY FUND	Public	11,400
24.	SANDEEP SINGH	Public	11,400
	TOTAL		**15,13,600**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Monday, August 24, 2026, being the date 30 days prior to the deemed date of passing of resolution via Annual General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

A. The full consideration (‘Cash Consideration’) in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account.

B. The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE0V9N01017 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

C. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

D. The equity shares so offered, issued and allotted will be listed on the Emerge Platform of National Stock Exchange of India Limited, where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and are hereby severally authorised to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

Date: August 27, 2026
Place: Ahmedabad

By order of the Board,
For, Prizor Viztech Limited

Hetaxiben Umang Bhatt
Company Secretary and Compliance Officer
Membership no. A62718

Registered Office
514, Maple Trade Centre,
Nr, Surdhara Circle,
Thaltej, Ahmedabad-380054, Gujarat, India.
CIN: L26401GJ2017PLC095719
Website: www.prizor.in

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio-visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

3. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, Bigshare Services Private Limited and to their respective Depository Participants (DPs).

4. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 05:00 P.M. on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

6. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

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

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

11. The relevant details as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the institute of Company Secretaries of India of the Person seeking appointment as Director under Item No. 2 and 5 of the Notice are also annexed.

12. Electronic copy of the Annual Report 2025-26 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company's website at www.prizor.in.

13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

14. The speaker shareholders are required to registered themselves with the company by writing e-mail along with the queries/questions to the company at investors@prizor.in on or before September 15, 2026. The speaker shareholder should note that the questions at the Annual General meeting are limit to one question only due to continuing the further proceeding of the AGM. For any further questions/queries the shareholder can write to the company at investors@prizor.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 20, 2026 at 09:00 A.M. IST and ends on Tuesday, September 22, 2026 at 05:00 P.M. IST The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 16, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to insiya@csinsiya.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@prizor.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@prizor.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1**

(A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@prizor.in. The same will be replied by the company suitably.

Other Instructions:

1) Ms. Insiya Nalawala, Practicing Company Secretary, Proprietor of M/s. Insiya Nalawala & Associates, Company Secretaries (Membership No. FCS 13422), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

2) The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote-e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than Two working days from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman or any of the Director or Company Secretary of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.prizor.in, website of Stock Exchange i.e. National Stock Exchange of India Limited ('NSE') www.nseindia.com and on the website of NDSL at www.evoting.nsdl.com within two days of the passing of the resolutions at the 09th AGM of the Company to be held on September 23, 2026, and communicated to NSE, where the shares of the Company are listed.

PRIZOR

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013 and ICSI Secretarial Standard 2 on General Meeting)

Item No. 3

To Approve revision of remuneration of Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190) Chairman and Managing Director of the Company: Special Resolution

The Members are informed that Ms. Mitali Dasharathbharthi Gauswami (DIN: 07712190) is the Chairman and Managing Director of the Company. Considering her responsibilities, contribution, experience, leadership and increased scope of duties in managing the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 27, 2026, has approved the proposal for revision in her remuneration, subject to the approval of the Members of the Company.

The existing remuneration payable to Ms. Mitali Dasharathbharthi Gauswami is ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month. It is proposed to revise the same to ₹6,00,000/- (Rupees Six Lakh only) per month, for the remaining period of her existing tenure as Chairman and Managing Director effective from financial year 2026-2027, subject to the terms and conditions approved by the Board on the recommendation of the Nomination and Remuneration Committee. The proposed revision is considered appropriate having regard to the responsibilities entrusted to Ms. Mitali Dasharathbharthi Gauswami, the nature and scale of operations of the Company, her contribution towards the growth and development of the Company and the remuneration payable to managerial personnel in comparable organisations.

The proposed remuneration is subject to the overall limits and conditions prescribed under Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the event of loss or inadequacy of profits in any financial year, the remuneration shall be payable as minimum remuneration, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and other applicable laws.

A brief profile of Ms. Mitali Dasharathbharthi Gauswami is given below:

1.	**Background details**	Ms. Mitali Dasharathbharthi Gauswami aged 36 years is the Managing Director of our Company.
2.	**Recognition or awards**	N.A.
3.	**Job profile and her suitability**	Ms. Mitali Dasharathbharthi Gauswami is the Chairman and Managing Director of the Company, she shall be is entrusted with substantial powers of management of the affairs of the company and also responsible for the overall growth and development in the Company through her experience in this industry.
4.	**Revised Remuneration proposed**	Maximum up to Rs 6,00,000/- (Rupees Six Lakhs only) per month.
5.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**	The proposed remuneration is considered appropriate having regard to the size and nature of operations of the Company, responsibilities of the position and remuneration prevailing for similar managerial positions.
6.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:**	Ms. Mitali Dasharathbharthi Gauswami as a Chairperson and Managing Director of the Company has no other relationship with the Company. However, She is the Promoter & Shareholder of the company.

		Ms. Mitali Dasharathbharthi Gauswami is the wife of Mr. Dasharathbharthi Gauswami, Whole time director and CFO of the company.

The details of the remuneration payable to Ms. Mitali Dasharathbharthi Gauswami is given below:

Tenure of Remuneration	The remaining period of her existing tenure as Chairman and Managing Director effective from financial year 2026-2027, subject to the terms and conditions approved by the Board on the recommendation of the Nomination and Remuneration Committee.
Salary inclusive of all allowances and incentives	Up to Rs 6,00,000/- (Rupees Six Lakhs only) per month. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013.
Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules.
Other benefits	The Chairperson and Managing Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The Chairperson and Managing Director shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, is considered as minimum remuneration as per the Companies Act, 2013 and rules framed thereunder.

The Nomination and Remuneration Committee has considered the proposed revision in remuneration and recommended the same to the Board. The Board, after considering the recommendation of the Committee, approved the proposal and recommends the Special Resolution set out at Item No. 03 of the accompanying Notice for approval by the Members.

Except Ms. Mitali Dasharathbharthi Gauswami, being the concerned, and her relatives, to the extent of their respective interest, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 03 of the accompanying Notice for approval by the Members.

None of the Directors and KMP except Ms. Mitali Gauswami and Family members are interested in the resolution no. 3 as set out in Notice.

Item No. 4

To approve revision of remuneration of Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) Whole-Time Director and CFO [Executive Director] of the Company: Special Resolution

The Members are informed that Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) is the Whole-Time Director and Chief Financial Officer [Executive Director] of the Company. Considering his experience, expertise, contribution, responsibilities and increased scope of duties in the management and financial affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on

August 27, 2026, has approved the proposal for revision in his remuneration, subject to the approval of the Members of the Company.

The existing remuneration payable to Mr. Dasharathbharthi Gopalbharthi Gauswami is **₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month**. It is proposed to revise the same to **₹6,00,000/- (Rupees Six Lakh only) per month**, for the remaining period of his existing tenure as Whole-Time Director with effect from Financial year 2026-2027, subject to the terms and conditions approved by the Board on the recommendation of the Nomination and Remuneration Committee.

The proposed revision in remuneration is considered appropriate in view of his responsibilities as Whole-Time Director and Chief Financial Officer, his experience and expertise, contribution to the Company and the increased scope and complexity of his role in overseeing the Company's financial and operational affairs. The proposed remuneration shall be subject to the overall limits and conditions prescribed under Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the event of loss or inadequacy of profits in any financial year, the remuneration shall be payable as minimum remuneration, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and other applicable laws. A brief profile of Mr. Dasharathbharthi Gopalbharthi Gauswami is given below:

1.	**Background details**	Mr. Dasharathbharthi Gopalbharthi Gauswami is the Whole time Director and Chief financial officer of our Company.
2.	**Recognition or awards**	N.A.
3.	**Job profile and his suitability**	Mr. Dasharathbharthi Gopalbharthi Gauswami a Whole time Director of the Company shall be responsible for the overall management and administration of the company through his experience in this industry.
4.	**Revised Remuneration proposed**	Maximum up to Rs. 6,00,000/- (Indian Rupees Six Lakhs only) per month.
5.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**	The proposed remuneration is considered appropriate having regard to the size and nature of operations of the Company, responsibilities of the position and remuneration prevailing for similar managerial positions
6.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:**	Mr. Dasharathbharthi Gauswami as a Whole Time Director and CFO of the Company has no other relationship with the Company. However, he is the Promoter & Shareholder of the company. Mr. Dasharathbharthi Gauswami is the husband of Ms. Mitali Gauswami, Chairman and Managing Director of the company.

The details of the revise remuneration payable to Mr. Dasharathbharthi Gopalbharthi Gauswami is given below:

Tenure of Remuneration	The remaining period of his existing tenure as Chairman and Managing Director effective from financial year 2026-2027, subject to the terms and conditions approved by the Board on the recommendation of the Nomination and Remuneration Committee.
Salary inclusive of all allowances and incentives	Up to Rs. 6,00,000/- (Indian Rupees Six Lakhs only) per month. The Whole time Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013.

Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules.
Other benefits	The Whole time Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The Whole time Director shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, is considered as minimum remuneration as per the Companies Act, 2013 and rules framed thereunder.

The Nomination and Remuneration Committee has considered the proposed revision in remuneration and recommended the same to the Board. The Board, after considering the recommendation of the Committee, approved the proposal and recommends the Special Resolution set out at Item No. 04 of the accompanying Notice for approval by the Members.

Except Mr. Dasharathbharthi Gopalbharthi Gauswami, being the concerned, and his relatives, to the extent of their respective interest, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 04 of the accompanying Notice for approval by the Members.

Item No. 5

Appointment/ Regularization of Ms. Falguniben Khodabhai Prajapati (DIN: 10735011) as an Independent Director of the company for a first term of five consecutive years: Special Resolution

Pursuant to the provisions of Section 161 of the Companies Act, 2013(the ‘Act’), the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Falguniben Khodabhai Prajapati (DIN: 10735011) as an Additional Director in the capacity of a Non-Executive Independent Director with effect from August 27, 2026, at its meeting held on August 27, 2026, for a first term of 5 (Five) year, not liable to retire by rotation, subject to the approval of Members of the Company by way of a Special Resolution In terms of Section 161(1) of the Companies Act, 2013, she holds office only up to the date of the ensuing Annual General Meeting (‘AGM’) but she is eligible for appointment as an Independent Director, whose office shall not be liable to retire by rotation. The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a Member proposing her candidature for the office of Independent Director of the Company. Ms. Falguniben Prajapati has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act.

Ms. Falguni Khodabhai Prajapati has obtained her degree for completing MBA in Finance from M/s. Gujarat Technological University in the year 2012. She has also completed Doctor of Philosophy (Ph.D) (Management) from M/s. Hemchandracharya North Gujarat University in the year 2023. She has been associated with several educational institutions, including M/s. Shree Saraswati Education Sansthan’s Group of Institutions, Ahmedabad and Shree Akhil Anjana Kelvani Mandal Institution, Gandhinagar, where she provided lectures and insights on different finance related topics. She is currently serving as an Assistant Professor in the Finance Department at M/s. Sal Institute of Management, Ahmedabad and possesses more than 10 years of overall experience in teaching finance-related topics.

The Company has received the following declaration from Ms. Falguniben Prajapati:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014

(ii) Intimation in form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under section 164(2) of the Companies Act, 2013 and

(iii) Declaration to the effect that she meets the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 read with Regulation 16(1) and Regulation 25(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and

(iv) Declaration pursuant to NSE circular that she is not been debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Brief resume and other details of Ms. Falguniben Prajapati whose appointment is proposed hereby provided in the annexure to the Explanatory Statement attached herewith. The Board considers that her continuous association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Falguniben Prajapati as an Independent Director. The terms and conditions of appointment of Ms. Falguniben Prajapati shall be open for inspection through electronic mode.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Falguniben Prajapati as Independent Director is now being placed before the Members for their approval.

Save and except Ms. Falguniben Prajapati, none of the other directors / Key Managerial Personnel's of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out in Item No. 5 of the Notice for approval by the shareholders as a Special Resolution.

Item No. 6

Change in designation of Mr. Dahyalal Prajapati (DIN: 09592327) from Independent Director to Non-Executive Director: Special Resolution

The Members are hereby informed that **Mr. Dahyalal Prajapati (DIN: 09592327)** is presently serving as an **Independent Director** of the Company with effect from March 01, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and considering his valuable contribution, experience, knowledge and continued guidance to the Company, the Board of Directors, at its meeting held on August 27, 2026, considered and approved, subject to the approval of the Members, the proposal for change in designation of Mr. Dahyalal Prajapati from **Independent Director to Non-Executive Non-Independent Director** of the Company.

The Board is of the view that his continued association with the Company in the capacity of a Non-Executive Director would be beneficial to the Company and its stakeholders, considering his experience and familiarity with the business and affairs of the Company.

Upon the change in designation, Mr. Dahyalal Prajapati shall cease to be an Independent Director and shall continue as a **Non-Executive Non-Independent Director**, liable to retire by rotation in accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company.

The Company has received from Mr. Dahyalal Prajapati the necessary declarations and confirmations, including confirmation that he is not disqualified from being appointed/continuing as a Director under Section 164 of the Companies Act, 2013 and that he is eligible to continue as a Director of the Company under the applicable provisions of the Act and SEBI LODR Regulations.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Mr. Dahyalal Prajapati possesses the requisite skills, experience and knowledge relevant to the business and affairs of the Company and that his continued association as a Non-Executive Non-Independent Director would be in the best interests of the Company.

Accordingly, approval of the Members is being sought by way of **Special Resolution** for change in designation of Mr. Dahyalal Prajapati from Independent Director to Non-Executive Non-Independent Director and for his continuation as such.

The Board of Directors recommends the **Special Resolution** set out at Item No. 06 of the Notice for approval by the Members of the Company.

Except **Mr. Dahyalal Prajapati**, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 7

To Issue of Equity Shares on a Preferential Basis: Special Resolution

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on August 27, 2026, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 15,13,600 (Fifteen Lakhs Thirteen Thousand Six Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date, being Monday, August 24, 2026.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
9. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the AGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the Preferential Issue including date of passing of Board resolution.

The Board of Directors at its meeting held on August 27, 2026 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 15,13,600 (Fifteen Lakhs Thirteen Thousand Six Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 876.00 per equity Shares (including premium of Rs. 866.00 per equity Shares) aggregating up to Rs. 1,32,59,13,600/- (Rupees One Hundred Thirty-Two Crore Fifty-Nine Lakh Thirteen Thousand Six Hundred Only) for cash consideration, on a preferential basis.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 15,13,600 (Fifteen Lakhs Thirteen Thousand Six Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 876.00 per equity Shares (including premium of Rs. 866.00 per equity Shares) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e. Monday, August 24, 2026 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Article of Association provides for method of determination which does not result in floor price higher than that determine under ICDR Regulation

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:-

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

OR

ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

The proposed Preferential Issue does not result in a change in control of the Company and the proposed allotment to the Proposed Allottees, individually or collectively with persons acting in concert, does not exceed five per cent of the post-issue fully diluted share capital of the Company. Accordingly, the provisions of Regulation 166A(1) of the SEBI ICDR Regulations relating to valuation by an independent registered valuer are not applicable to the present Preferential Issue.

Therefore, In terms of Regulation 164 (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated August 27, 2026, from Mr. Moiz Shabbirbhai Ezzi, an Independent Registered Valuer having its office at A/84, 8th Floor, Pariseema Complex, Opp. Tanishq, C.G. Road, Ahmedabad – 380 009, Gujarat, India and Registration No: IBBI/RV/07/2020/13533 and the copy of the same has been hosted on the website of the Company which can be accessed at www.prizor.in under Investor Relations tab. As per the aforesaid Valuation Report, the minimum price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations is ₹ 875.94 (Rupees Eight Hundred Seventy-Five and Ninety-Four Paisa only) per Equity Share.

However, the issue price for this Preferential Issue is kept at Rs. 876 per Equity Share including Security Premium of Rs. 866 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 876/- (Rupees Eight Hundred and Seventy-Six only) Per Equity Share including Security Premium of Rs. 866.00 (Rupees Eight Hundred and sixty-six only) Per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 1,32,59,13,600/- (Rupees One Hundred Thirty-Two Crore Fifty-Nine Lakh Thirteen Thousand Six Hundred Only).

G. The Objects of the issue through preferential offer:

Sr. No.	Particulars	Estimated Amount*	Estimated Timeline for utilization*
1.	Working Capital Requirements of the company	99,59,13,600	24 months from the date of receipt of funds
2.	General Corporate Purpose	33,00,00,000	24 months from the date of receipt of funds
Total		**1,32,59,13,600**	**-**

* Assuming full subscription of 100% of the Equity Shares, proposed to be issued, into an equivalent number of fully paid-up equity shares of Rs. 10/- each (i.e. 15,13,600 equity shares).

1. Working Capital Requirements of the company

The Company proposes to utilise a portion of the net proceeds of the Preferential Issue towards meeting its working capital requirements. The funds raised under this object shall be utilised for supporting the Company's ongoing business operations and strengthening its working capital position.

The working capital requirement of the Company is primarily attributable to the funding requirements arising in the ordinary course of business, including procurement of raw materials, inventory holding, payment to suppliers and vendors, meeting operating expenses, employee-related expenses, administrative expenses, receivables and other current business liabilities.

The proposed deployment of funds towards working capital will enable the Company to maintain adequate liquidity for its day-to-day operations, meet its short-term financial obligations in a timely manner and support the anticipated growth in its business operations. The funds will also reduce the Company's dependence on external borrowings and/or other short-term sources of finance, thereby providing greater financial flexibility to the Company.

The Company intends to utilise the amount earmarked towards working capital within 24 months from the date of receipt of the funds, subject to business requirements. The utilisation of the proceeds shall be subject to the actual requirements of the Company and the amount allocated towards working capital may vary depending upon the Company's business requirements and prevailing market conditions, subject to applicable laws and approvals.

Accordingly, in order to safeguard investors and all other stakeholders' interests and to maximise operational efficiency, the actual utilisation of proceeds within the aforesaid broad categories will be determined. Hence, the Company will allocate the funds based on the specific business opportunities and funding requirements prevailing as and when the issue proceeds are received.

2. General Corporate Purposes

The Company proposes to utilise a portion of the proceeds towards General Corporate Purposes, including business development initiatives, administrative expenses, strengthening the Company's financial position and meeting other corporate exigencies, as may be approved by the Board of Directors from time to time, subject to applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above Objects may deviate +/- 10% (such deviation, the "Permitted Deviation") depending upon the future circumstances, given that the objects are based on management estimates and other factors, including financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue proceeds at the discretions of the Board, subject to compliance with applicable law. The funds used for general corporate purposes shall not exceed 25% of the Issue proceeds.

If the Issue proceeds are not utilized (in full or in part) during the period stated above, the relevant portion of the Issue proceeds will be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim use of Issue proceeds

Pending the utilization of the proceeds of the Issue for the Objects stated above, the Company may invest the Issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under the applicable laws.

H. Monitoring of the utilization of Issue proceeds:

As the size of the Issue exceeds INR 100 crore, the Company has appointed Brickwork Ratings India Private Limited, a SEBI-registered credit rating agency, as the monitoring agency for the Issue ("Monitoring Agency"), pursuant to Regulation 162A of the SEBI ICDR Regulations. The Monitoring Agency will submit its report on a quarterly basis in the format specified under the SEBI ICDR Regulations until 100% of the Issue proceeds have been utilized. The Company will, within 45 days from the end of each quarter, or such other timeline as may be specified under applicable law, upload the report of the Monitoring Agency on its website and submit the report to the Stock Exchange.

I. The total number of securities to be issued:

The total number of Equity Shares proposed to be issued is Up to 15,13,600 (Fifteen Lakhs Thirteen Thousand Six Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

J. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the Person falling under Promoters, Promoters Group, Directors or Key Managerial Personnel intends to subscribe this offer i.e. Equity Shares.

K. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Equity Shares is proposed to be made to the :-

a) Public - Non-Institutional – Individuals
b) Public - Non-Institutional –Body Corporate
c) Public - Non-Institutional –LLP
d) Public - Non-Institutional – Partnership Firm
e) Public - Institutional-AIF Category III
f) Public - Institutional - Foreign Portfolio Investors Category I

L. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed Preferential Issue, after assuming conversion of the outstanding Warrants, would be as under

Category of Shareholder	Pre Issue[1]		Post Issue[2]		Post Issue[3]	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group						
1. Indian						
Individuals/ Hindu Undivided Family	73,34,389	67.93	82,89,389	69.95	82,89,389	62.02
Bodies Corporate	0	0.00	0	0.00	0	0.00
Sub Total (A)(1)	**73,34,389**	**67.93**	**82,89,389**	**69.95**	**82,89,389**	62.02
2. Foreign	0	0.00	0	0.00	0	0
Sub Total (A)(2)	**0**	**0.00**	**0**	**0.00**	**0**	**0**
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**73,34,389**	**67.93**	**82,89,389**	**69.95**	**82,89,389**	**62.02**
B. Non-promoters' holding (Public shareholding)						
1. Institutions- Alternate Investment Funds-I	400	0.004	400	0.003	400	0.003
2. Institutions- Alternate Investment Funds-III	0	0.000	0	0.00	1,25,500	0.94
3. Foreign Portfolio Investors Category- I	1,28,800	1.19	1,28,800	1.09	3,00,000	2.24
4. NBFCs registered with RBI	0	0.000	0	0.00	0	0.00
Sub-Total (B) (1)	**1,29,200**	**1.20**	**1,29,200**	**1.09**	**4,25,900**	**3.19**
2. Central Government/State Government(s)/President of India	0	0.000	0	0.00	0	0.00
Sub-Total (B) (2)	**0**	**0.000**	**0**	**0.00**	**0**	**0.00**
3. Non-institutions						
a) Individuals:						
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	22,09,914	20.47	22,59,914	19.07	23,22,614	17.38
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	7,66,600	7.10	8,16,600	6.89	13,77,600	10.31
Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00	0	0.00
b) Bodies Corporate	90,100	0.83	90,100	0.76	4,72,300	3.53

c) Non-Resident Indians (NRIs)	87,200	0.81	87,200	0.74	87,200	0.65
d) Any Other						
i. Trusts	0	0.00	0	0.00	0	0.00
ii. HUF	1,30,800	1.21	1,30,800	1.10	1,30,800	0.98
iii. Partnership Firm	4400	0.04	4400	0.04	67,100	0.50
iv. LLP	0	0.00	0	0.00	1,48,300	1.11
v. Clearing Member	43,600	0.40	43,600	0.37	43,600	0.33
Sub-Total (B) (3)	**33,32,614**	**30.87**	**34,32,614**	**28.96**	**46,49,514**	**34.79**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**34,61,814**	**32.07**	**35,61,814**	**30.05**	**50,75,414**	**37.98**
Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0.00	0	0.00
Sub Total (C)	**0**	0.00	**0**	0.00	**0**	0.00
GRAND TOTAL (A)+(B)+(C)	**1,07,96,203**	100.00	**1,18,51,203**	**100.00**	**1,33,64,803**	**100.00**

Note:

1) *The Pre-Issue Shareholding Pattern is based on shareholding as on August 27, 2026.*
2) *The Post-Issue shareholding pattern in the above table has been prepared on the assumption that the allottees of 10,55,000 Warrants issued and allotted on December 09, 2025 will exercise their right to subscribe to the said Warrants and the resultant Equity Shares. In the event that, for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted the Warrants or the resultant Equity Shares, the shareholding pattern set out above would undergo corresponding changes.*
3) *The Post-Issue shareholding pattern in the above table has been prepared on the assumption that (i) the allottees of 10,55,000 Warrants issued and allotted on December 09, 2025 will exercise their right to subscribe to the said Warrants and the resultant Equity Shares; and (ii) the Proposed Allottees will subscribe to the entire 15,13,600 Equity Shares proposed to be issued under the present Preferential Issue. In the event that, for any reason, the aforesaid allottees do not or are unable to subscribe to and/or are not allotted the Warrants or the resultant Equity Shares, and/or the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares proposed to be issued under the present Preferential Issue, the shareholding pattern set out above would undergo corresponding changes.*
4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

M. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

N. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	ASHISH RAMESHCHANDRA KACHOLIA	Public	Public	Self	2,28,300	1.71
2.	MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Public	Public	Exempted, pursuant to the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations.	1,99,700	1.49
3.	GRACIOUS ADVISORS LLP	Public	Public	1. SHITAL AGARWAL 2. NAVIN AGARWAL	85,600	0.64
4.	KAUSHIK DAGA	Public	Public	Self	80,000	0.60
5.	TUSHAR SABHAPATI MISHRA	Public	Public	Self	75,000	0.56
6.	SUNITABEN TULSIDAS KRIPLANI	Public	Public	Self	75,000	0.56
7.	NABS EQUITY	Public	Public	1. BIJAY KUMAR AGARWAL 2. NIRU AGARWAL 3. ADRIJA AGARWAL 4. SHIVAM AGARWAL	67,100	0.50
8.	NEXTA ENTERPRISES LLP	Public	Public	1. GEETA CHETAN SHAH 2. HARDIK M SHAH	45,600	0.34
9.	NUTAN TALWAR	Public	Public	Self	17,100	0.13
10.	PRABHALA V K MOHAN	Public	Public	Self	22,800	0.17
11.	PRIYANKA TIBREWAL	Public	Public	Self	11,400	0.09
12.	CHANDRIKA SURESHKUMAR MEHTA	Public	Public	Self	11,400	0.09
13.	BSAK SERVICES LLP	Public	Public	1. SHYAM SUNDER SINGHANIA, 2.DIVYA KHEMKA, 3.PALLAV BAGARIA	17,100	0.13
14.	TEA KRAFTS INDIA PRIVATE LIMITED	Public	Public	VIRAJ BAGARIA VINEET BAGARIA SAJJAN BAGARIA SANGEET BAGARIA	17,100	0.13
15.	BK MANAGEMENTS SOLUTIONS PRIVATE LIMITED	Public	Public	BHAVIK CHANDRAKANT KOTECHA	17,100	0.13
16.	DHARA RAMESH GANDHI	Public	Public	Self	11,400	0.09
17.	OWN INFRACON PRIVATE LIMITED	Public	Public	1. CHARANDEEP SINGH 2. MANMOHINI KAUR	34,200	0.26

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
18.	LASHIT LALLUBHAI SANGHVI	Public	Public	Self	79,900	0.60
19.	CAPRI GLOBAL VENTURES PRIVATE LIMITED	Public	Public	RAJESH SHARMA	1,14,100	0.85
20.	ALCHEMY LONG TERM VENTURES FUND, SERIES 3	Public	Public	1. LASHIT LALLUBHAI SANGHVI 2. ASHWIN P KEDIA 3. REKHA JHUNJHUNWALA	1,14,100	0.85
21.	LC PHAROS MULTI STRATEGY FUND VCC-LC PHAROS MULTI STRATEGY FUND SF1	Public	Public	TANG KAR WAI, AUDREY	1,42,700	1.07
22.	EQUIRUS IFSC TRUST	Public	Public	AJAY RAMESHCHANDRA GARG	28,500	0.21
23.	SMART HORIZON OPPORTUNITY FUND	Public	Public	HEENA PARTH SHAH	11,400	0.09
24.	SANDEEP SINGH	Public	Public	Self	11,400	0.09

*Post Issue Shareholding Percentage calculated based on assuming conversion of 1055000 fully convertible warrants into equity as well as current preferential issue of 1513600 equity shares.

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2026-27 (till the date of this notice).

O. Relevant Date

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Monday, August 24, 2026, being the date thirty day prior to the deemed date of passing of Special Resolution through Annual General Meeting, in accordance with the SEBI ICDR Regulations.

P. Principle terms of assets charged as securities

Not Applicable

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

R. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

S. Undertaking regarding re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

T. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Insiya Nalawala & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at www.prizor.in under Investors Tab.

U. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the current financial year 2026-27. (till the date of this notice).

W. Listing:

The Company will make an application to National Stock Exchange of India Limited, at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 7 for approval of the members as a Special Resolution.

By order of the Board,
For, Prizor Viztech Limited
Sd/-
Hetaxiben Umang Bhatt
Company Secretary and Compliance Officer
Membership no. A62718

Date: August 27, 2026
Place: Ahmedabad

PRIZOR

ANNEXURE TO ITEM No. 2, 5 and 6 OF THE NOTICE

Details Information as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the institute of Company Secretaries of India with respect to the Appointment / Reappointment of Directors at the ensuing Annual General Meeting is as under:

Name of the Director	Ms. Mitali Dasharathbharthi Gauswami	Ms. Falguniben Khodabhai Prajapati	Mr. Dahyalal Prajapati
Director Identification Number	07712190	10735011	09592327
Date of Birth	11/02/1990	24/06/1988	26/05/1985
Date of joining the Board	10/02/2017	27/08/2026	26/02/2024
Qualification	Bachelor’s degree in Pharmacy and Master of Business Administration in operations management and Doctor of Philosophy (Ph.D) (Operations and Supply Chain Management in CCTV and IT Industries)	MBA in Finance and Doctor of Philosophy (Ph.D) (Management)	Bachelor in Commerce and Master of Business Administration
Brief Profile	She is responsible for overseeing the day to day activities of our Company, ensuring execution of business plans, efficient resource allocation and adherence to quality standards and client requirements.	She possesses more than 10 years of overall experience in teaching and finance-related matters.	He has a work experience of more than 10 years in the field of business development, consulting and financial services.
No. of Shares held in the Company	48,47,600 Equity Shares 4,00,000 Equity Convertible warrants	-	25,000 Equity Convertible warrants
Directorship in company (Other than Prizor Viztech Limited)	Nil	Blue Water Logistics Limited	1. Cognoscent Media Private Limited 2. Greenleaf Envirotech Limited 3. Adidhan Ventures Private Limited 4. Prizor Aitech India Limited
Committee Memberships/ Chairmanship held in Companies (Other than Prizor Viztech Limited)	Nil	Membership in Audit Committee and Nomination and Remuneration Committee of Blue Water Logistics Limited	Chairman of Audit Committee and Membership in Nomination and Remuneration Committee of Greenleaf Envirotech Limited
Details of listed entities from which the person has resigned in the past three years	None	None	None
Disclosure of relationships between Directors inter-se	Mr. Dasharathbharthi Gopalbharthi Gauswami is the Husband of Mrs. Mitali Dasharathbharthi Gauswami Chairman and Managing Director of the Company	NA	NA
No. of Board Meetings attended during the Year	Attended all the board meeting held in FY 2025-2026	NA	Attended all the board meeting held in FY 2025-2026

For other details such as the remuneration drawn in respect of above directors, please refer to the Board Report and Financial Statements which forms part of this Annual Report.