

NOTICE OF 8TH ANNUAL GENERAL MEETING

**To,
The Members,
Prizor Viztech Limited**

NOTICE is hereby given that 8th Annual General Meeting of the members of Prizor Viztech Limited will be held on Tuesday, 22nd July, 2025 at 02:00 P.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. TO CONSIDER AND APPROVE THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL YEAR 2024- 2025

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2025 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 31st March, 2025, the Profit and Loss Accounts for the Year ended on 31st March, 2025 and cash flow statement for the Year ended on 31st March, 2025 along with the Standalone and Consolidated Auditor’s report (unmodified opinion) thereon are hereby considered, approved and adopted.”

2. APPOINTMENT OF DIRECTOR IN THE PLACE OF RETIRING DIRECTOR

To the extent that Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175) is required to retire by rotation, he 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 Mr. Gauswami Dasharathbharthi Gopalbharthi (DIN: 07712175) as such, to the extent that he 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 [EXECUTIVE DIRECTOR] OF THE COMPANY

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

“RESOLVED THAT Pursuant to the provisions of Section 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), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, 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. 1,00,000/- (Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to upto Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) for the period of three (3) years with effect from July 01, 2025 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 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 [EXECUTIVE DIRECTOR] OF THE COMPANY

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

“RESOLVED THAT Pursuant to the provisions of Section 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), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, 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. 1,00,000/- (Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to upto Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) for the period of three (3) years with effective from July 01, 2025, and on such terms and condition from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

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. TO CONSIDER AND APPROVE THE REVISION OF SITTING FEES PAYABLE TO MR. DAHYALAL PRAJAPATI (DIN: 09592327), INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED 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 Mr. Dahyalal 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 his remaining tenure as Independent Director of the company with effect from July 01, 2025.

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.”

6. TO CONSIDER AND APPROVE THE REVISION OF SITTING FEES PAYABLE TO MS. PREETY PRIYA GHOSH (DIN: 09811959), INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED 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 the sitting fees payable to Ms. Preety Priya Ghosh, 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 his remaining tenure as Independent Director of the company with effect from July 01, 2025.

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.”

7. TO CONSIDER AND APPROVE THE REVISION OF SITTING FEES PAYABLE TO MR. BRAHMA RAVAL (DIN: 10523186), INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED 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 Mr. Brahma Raval, 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 his remaining tenure as Independent Director of the company with effect from July 01, 2025.

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.”

Date: May 28, 2025

Place: Ahmedabad

**By order of the Board,
For, Prizor Viztech Limited**

Registered Office

514, Maple Trade Centre,

Nr, Surdhara Circle,

Thaltej, Ahmedabad-380054, Gujarat, India.

CIN: L26401GJ2017PLC095719

Website: www.prizor.in

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

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) 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 seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
4. 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 for shares held in physical form and to their respective Depository Participants (DPs) for shares held in electronic form.
5. 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 5:00 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.
6. 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.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available 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.
8. 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.

9. 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 Secretarial 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.
10. 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.
11. 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.

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

The remote e-voting period begins on Saturday, July 19, 2025 at 09:00 A.M. IST and ends on Monday, July 21, 2025 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. July 15, 2025 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 July 15, 2025.

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.	<ol style="list-style-type: none"> 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. 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. 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 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.

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use 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 to Mr. Sachin Kaleriya 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.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@prizor.in on or

before July 15, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The questions/query are limit to 2 only for continuing the proceedings of the AGM.

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. NSE - National Stock Exchange of India Ltd <https://www.nseindia.com> and on the website of NDSL at www.evoting.nsdl.com within forty eight hours of the passing of the resolutions at the 08th AGM of the Company to be held on Tuesday, 22nd July, 2025, and communicated to National Stock Exchange of India Ltd, where the shares of the Company are listed.

ANNEXURE TO ITEM No. 2 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	Dasharathbharthi Gopalbharthi Gauswami
Director Identification Number	07712175
Date of Birth	01/07/1990
Date of joining the Board	10/02/2017
Qualification	Bachelor of Commerce (B.Com.) and Master of Business Administration
Brief Profile	Mr. Dasharathbharthi has Good Knowledge in marketing, accounts, finance and administrative work. He is well versed in the areas of stock market, and Financial System.
No. of Shares held in the Company	2469968
Directorship in listed company (Other than Prizor Viztech Limited)	Nil
Committee Memberships/ Chairmanship held in Listed Companies (Prizor Viztech Limited)	Nil
Details of listed entities from which the person has resigned in the past three years	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
No. of Board Meetings attended during the Year	25

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.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS -2 Secretarial Standard on General Meeting)

Item No. 3

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

Ms. Mitali Dasharathbharthi Gauswami is a promoter of the Company since its incorporation and possess valuable experience in the industry. In view of appreciating the strategic guidance and direction given by Ms. Mitali Dasharathbharthi Gauswami for carrying out business operations of the Company and thereby contributing significantly to the overall growth of the Company and considering her rich experience and knowledge and leadership capabilities, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 28th, 2025, approved the revision in her remuneration from Rs. 1,00,000/- (Indian Rupees One Lakhs only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to Upto Rs. 2,50,000/- (Indian Rupees Two Lakhs Fifty Thousands only) per month effective from July 01st, 2025, (inclusive of salary, perquisites, benefits, incentives, and allowances) where, the remuneration shall in no case exceed the ceiling limits of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, as amended from time to time. The proposed revision in the remuneration is well in conformity with the relevant provisions of the Companies Act, 2013.

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

1.	Background details	Ms. Mitali Dasharathbharthi Gauswami aged 35 years is the Managing Director of our Company.
2.	Recognition or awards	N.A.
3.	Job profile and her suitability	Ms. Mitali Dasharathbharthi Gauswami a Chairperson and Managing Director of the Company, she shall be 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 2,50,000/- (Rupees Two Lakhs Fifty Thousands only) per month.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Based on a review of her experience and expertise in the industry, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has determined that the revision of her remuneration is reasonable and in alignment with the prevailing compensation

		practices for senior management personnel possessing comparable qualifications and experience in the industry.
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.

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

Tenure of Remuneration	3 years with effect from July 01, 2025
Salary inclusive of all allowances and incentives	Up to Rs 2,50,000/- (Rupees Two Lakhs Fifty Thousands 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. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
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	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Chairperson and Managing Director as and by way of minimum remuneration, subject to the</p>

	applicable provision of Schedule V of the Act and the approval of the Central government, if required, or any other approvals as may be required under law.
--	---

The Board is satisfied with the integrity, expertise, and experience (including the proficiency) of Ms. Mitali Dasharathbharthi Gauswami, the Board recommend the resolution for revision in remuneration as set out at Item No. 3 of the accompanying Notice, for approval by the Members of the Company as Special resolution.

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

Mr. Dasharathbharthi Gopalbharthi Gauswami is a promoter of the Company since its incorporation. In the view of duties and full-time responsibilities of Mr. Dasharathbharthi Gopalbharthi Gauswami as a Whole-time Director. The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 28, 2025, approved the revision in his remuneration from Rs. 1,00,000/- (Indian Rupees One Lakhs only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to Upto Rs. 2,50,000/- (Indian Rupees Two Lakhs Fifty Thousands only) per month effective from July 01, 2025, (inclusive of salary, perquisites, benefits, incentives, and allowances) where, the remuneration shall in no case exceed the ceiling limits of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, as amended from time to time. The proposed revision in the remuneration is well in conformity with the relevant provisions of the Companies Act, 2013.

A brief profile of Mr. Dasharathbharthi Gopalbharthi Gauswami is given below:

1.	Background details	Mr. Dasharathbharthi Gopalbharthi Gauswami aged 34 years is the Whole time Director 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. 2,50,000/- (Rupees Two lakh Fifty Thousands only) per month.
5.	Comparative remuneration profile with respect to industry, size of the	Based on a review of his experience and expertise in the industry, the Board of Directors, upon the recommendation of the Nomination and Remuneration

company, profile of the position and person	Committee, has determined that the revision of her remuneration is reasonable and in alignment with the prevailing compensation practices for senior management personnel possessing comparable qualifications and experience in the industry.
--	--

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

Tenure of Remuneration	3 years with effect from July 01, 2025.
Salary inclusive of all allowances and incentives	Up to Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousands 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. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
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, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the members.

None of the Directors and KMP except Mr. Dasharathbharthi Gauswami and Family members are interested in the resolution no. 4 as set out in Notice.

Item No. 5, 6 and 7

To consider and approve the revision of sitting fees payable to Mr. Dahyalal Prajapati, Ms. Preety Priya Ghosh and Mr. Brahma Raval independent director of the company

In accordance with the provision of section 197 (5) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay sitting fees to its directors for attending the board or committee thereof. The sum of the sitting fess as may be decided by the board shall not exceed Rs. 1 Lakh per meeting of board or committee thereof.

Currently company is paying sitting of Rs. 15,000/- per meeting for attending board and committee thereof to each independent director of the company.

In consideration to there invaluable advise and suggestions for the growth of the company, the board of directors of the company in its meeting held on May 28, 2025, had decided to pay sitting fees upto Rs. 1,50,000/- per annum to each independent director of the company with effect from July 01, 2025.

The Board recommends the Special Resolution set forth in Item No. 5, 6 and 7 of the Notice for approval of the members.

All the directors, except executive directors and KMP of the company, and their relatives are interested in the resolution set out in item number 5, 6 and 7 of the Notice.

**By order of the Board,
For, Prizor Viztech Limited**

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

Date: May 28, 2025

Place: Ahmedabad

Registered Office

**514, Maple Trade Centre, Nr, Surdhara Circle,
Thaltej, Ahmedabad-380054, Gujarat, India.**

Corporate Identification Number: L26401GJ2017PLC095719

Website: www.prizor.in