



SHOP NO - 14,15 AWS 3, MEMNAGAR, AHMEDABAD, GUJARAT, INDIA 380052

[info@prizorai.com](mailto:info@prizorai.com) +91 9099920690

CIN: U47420GJ2024PLC155635

### **NOTICE OF 1ST ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **First (1<sup>st</sup>) Annual General Meeting** of the members of Prizor Aitech India Limited (CIN: U47420GJ2024PLC155635) will be held on Monday, 25th day of August, 2025 at 11:00 A.M. IST at the registered office of the company situated at Gf 14-15aaryan workspace3, B/h. Manav mandir plot, Memnagar, Ahmedabad, Ahmadabad city, Gujarat, India, 380052 to transact the following businesses:

#### ***Ordinary Business:***

##### **1. Adoption of Accounts:**

***To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 and the Report 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 Balance Sheet as on year ended 31st March 2025, the Profit and Loss Accounts for the Year ended on 31st March 2025 and Cashflow Statement as on year ended 31st March, 2025 along with the Auditors' Report thereon are hereby considered, approved and adopted.”

##### **2. To appoint a director in place of Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175), who retires by rotation and being eligible, offers himself for re-appointment.**

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

**“RESOLVED THAT** pursuant to the Provision of the Section 152 (6) of the Companies Act, 2013 Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175), who retires by rotation and being eligible himself for re-appointment, be and is hereby re-appointed as a director of the Company.”





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3. **To appoint M/S M B Jajodia & Associates, Chartered Accountant, Ahmedabad as Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the 6th Annual General Meeting and to fix their remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. M B Jajodia & Associates, Chartered Accountants, Ahmedabad having (Firm Registration Number 139647W) be and are hereby appointed as the Statutory Auditors of the Company to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 6th Annual General Meeting, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors."

**4. Any Other Business:**

Any Other Business may lawfully be transacted at the Annual General Meeting with the Permission of the Chair by Order of the Board.



**Date: 28.05.2025**  
**Place: Ahmedabad**

**Dasharathbharthi G. Gauswami**  
**Director**  
**DIN: 07712175**

**For and on behalf of the Board of Directors of**  
**PRIZOR AITECH INDIA LIMITED**

**Mitali D. Gauswami**  
**Director**  
**DIN: 07712190**

**Registered Office: Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India.**

**Corporate Identification Number: U47420GJ2024PLC155635**



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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.
2. Members desiring any information as regards to the Financial Statements are requested to write to the company at least seven days before the date of AGM so as to enable the management to keep information ready at AGM.
3. 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.
4. Pursuant to the provision of Section 72 of the Companies Act, 2013, Members desiring to avail the facility of nomination in respect of securities held by them may contact to Company for availing this facility.
5. During the 1<sup>ST</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
6. To support the 'Green Initiative', members who have not recorded or registered their email addresses are requested to register their e-mail address and changes, if any, with the Company.
7. The route map of the venue is attached herewith.
8. The shareholders are requested to write at the above-mentioned address for further information:  
**Name:** Dasharathbharthi gopalbharthi Gauswami  
**Designation:** Director  
**Email id:** Dggoswami09@gmail.com





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**Registered Office:** Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**

Information as required under Secretarial Standard-2 on General Meeting issued by the institute of Company Secretaries of India with respect to the Appointment/Re-appointment of Directors at the ensuing Annual General Meeting is as under:

<b>Name of the Director</b>	<i>Dasharathbharthi Gopalbharthi Gauswami</i>
<b>Director Identification Number</b>	07712175
<b>Date of Birth</b>	01/07/1990
<b>Date of joining the Board</b>	09/10/2024
<b>Qualification</b>	Bachelor of Commerce (B.Com.) and Master of Business Administration
<b>Nature of expertise in specific functional areas</b>	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.
<b>No. of Shares held in the Company</b>	21499
<b>Directorship in any listed company</b>	Prizor Viztech Limited
<b>Committee Memberships/ Chairmanship held in any Listed Companies (Other than Prizor Aitech India Limited)</b>	He is a Member of Corporate Social Responsibility (CSR) Committee in Prizor Viztech Limited.
<b>Disclosure of relationships between Directors inter-se</b>	Mr. Dasharathbharthi Gopalbharthi Gauswami is the





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	Husband of Mrs. Mitali Dasharathbharthi Gauswami.
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For other details such as the number of meetings of the board attended during the year, remuneration drawn and key managerial personnel, please refer to the Board Report which is a part of this Annual Report.

**PROXY FORM****(FORM NO. MGT - 11)**

**[Pursuant to section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/DPID Client ID	

I/We, being the member(s) of Prizor Aitech India Limited holding \_\_\_\_\_ shares hereby appoint:

1. Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_

Address \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him/her.

2. Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_

Address \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him/her.

3. Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_

Address \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him/her.

as my/our proxy to attend and vote for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the Company, to be held on 25<sup>th</sup> day of August, 2025 at 11:00 A.M. at the Registered office of the Company situated at Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-



380052, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>Optional<sup>2</sup></b>	
		<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Dasharathbharthi Gopalbharthi Gauswami (DIN: 07712175), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint the M/S M B Jajodia & Associates, Chartered Accountant, Ahmedabad as a Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the 6th Annual General Meeting and to fix their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

**Notes:**





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1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' and 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.





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**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING

Details of Shareholder:

No. of Shares held:

Folio No.:

DP ID and Client Id:

Name(s) of Shareholder(s)/Proxy (IN BLOCK LETTERS)

Address:

I/We hereby record my/our presence at the **1<sup>st</sup> Annual General Meeting** of the Company being held on 25<sup>th</sup> day of August, 2025 at 11:00 A.M. at the Registered office of the Company Situated at GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India.

Signature of Member/Proxy

1. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.



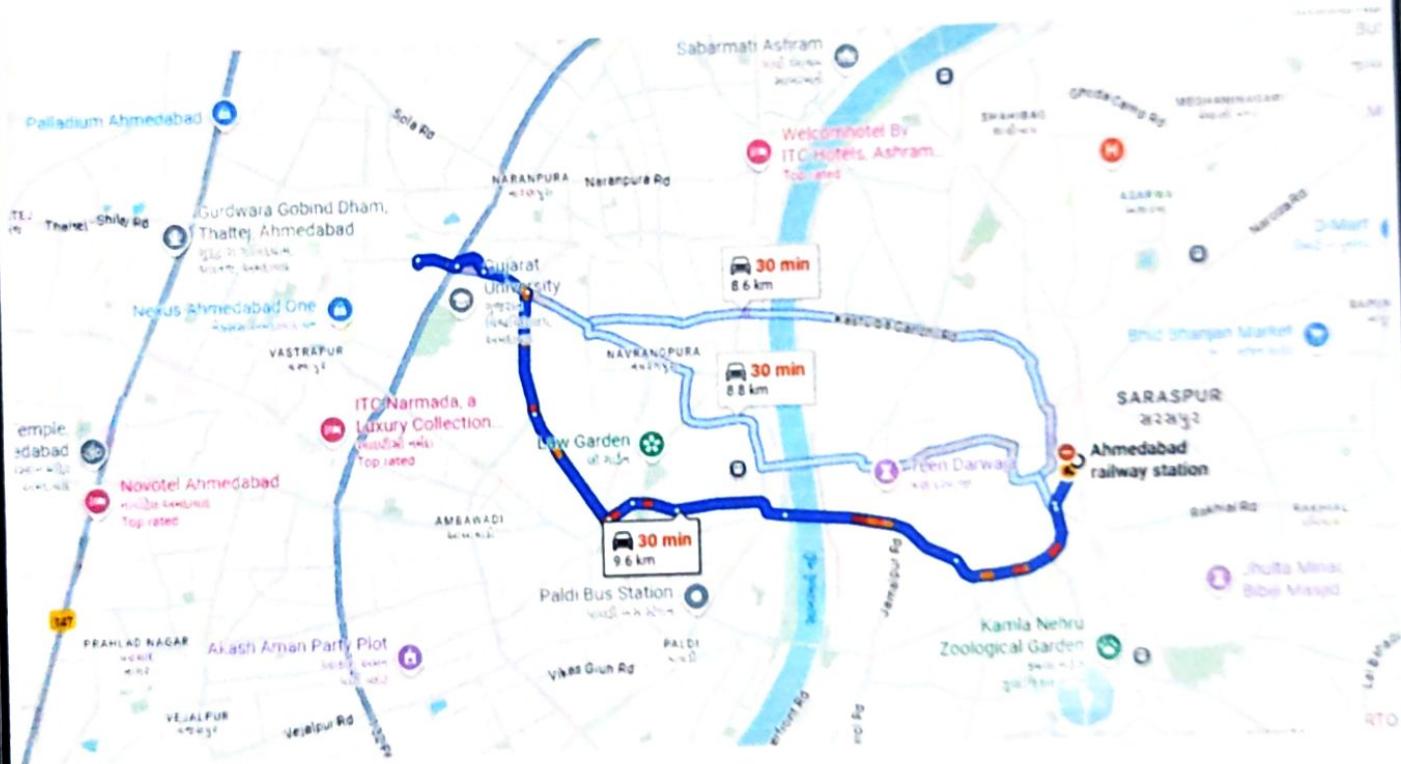


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**ROUTE MAP of AGM Venue**



**PRIZOR AITECH INDIA LIMITED**

**GF 14-15AARYAN WORKSPACE3, B/H. MANAV MANDIR PLOT, Memnagar, Ahmedabad, Gujarat, India, 380052**





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**ADDENDUM TO THE NOTICE OF FIRST ANNUAL GENERAL MEETING OF THE COMPANY**

Addendum to the Notice dated May 28, 2025 convening the First Annual General Meeting of the Company scheduled to be held on Monday, August 25, 2025 at 11:00 am (IST), at the registered office of the company situated at Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India:

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 4 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated May 28, 2025 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and Board of Directors of the Company thereon.

***Special Business:***

- 4. To Regularization of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an Independent Director (Non-Executive Independent) of the Company for a First Term of 5 Consecutive Years:**

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

**"RESOLVED THAT** pursuant to Section 149, 152, and 161 (1), Schedule IV of the Companies Act, 2013 read with rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), if any, and Articles of Association of the Company, , Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) Son of Mr. Bansilal Dolatram Prajapati, resident of 36, Shreeji Bapa Nagar, Modera Road, Opp. Swaminarayan Temple, Mahesana-384002, Gujarat, India, who was appointed as an Additional Director of the Company w.e.f. 18<sup>th</sup> July, 2025 by the Board of the Directors of the Company, and who also meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who have submitted a declaration to that effect and in respect of whom the company has received a notice in writing from a Member under Section 160 of Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive 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 25, 2025 to August 24, 2030 on the board of the Company.





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**RESOLVED FURTHER THAT** Mr. Dahyalal Bansilal Prajapati shall perform such roles and duties as specified in Schedule IV of the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** Mr. Dahyalal Bansilal Prajapati be and is hereby entitled for sitting fees upto Rs. 1,50,000/- per annum for attending the meetings of the Board of Directors, Committees meetings and General meetings of the company as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form along with the certified true copy of resolutions with the Registrar of Companies.

**RESOLVED FURTHER THAT** any of the Director of the company, be and is hereby authorized to issue certified true copy of the said resolution to any authorities as and when required."

*For and on behalf of the Board of Directors of  
PRIZOR AITECH INDIA LIMITED*

**FOR PRIZOR AITECH INDIA LIMITED**

**FOR PRIZOR AITECH INDIA LIMITED**

**Date:** 18.07.2025  
**Place:** Ahmedabad

DIRECTOR  
Dasharathbharthi G. Gauswami  
Director  
DIN: 07712175

DIRECTOR  
Mitali D. Gauswami  
Director  
DIN: 07712190

**Registered Office:** Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India.

**Corporate Identification Number:** U47420GJ2024PLC155635



# PRIZOR AITECH INDIA LIMITED



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## **Notes:**

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 01st, AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available for inspection by the members on all working days during normal business hours upto the date of AGM.
3. All the processes, notes and instructions relating to attending AGM through Physical Mode applicable for the ensuing 01st AGM shall mutatis-mutandis apply to attending AGM through Physical Mode for the resolution proposed in this Addendum to the Notice of AGM.



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**BRIEF PROFILE OF THE DIRECTOR/S SEEKING RE-APPOINTMENT AT ANNUAL GENERAL MEETING:**

Information as required under Secretarial Standard-2 on General Meeting issued by the institute of Company Secretaries of India with respect to the Appointment/Re-appointment of Directors at the ensuing Annual General Meeting is as under:

<b>Particular</b>	Mr. Dahyalal Bansilal Prajapati
<b>Age</b>	40 Years
<b>Qualification</b>	He holds a Bachelor of Commerce degree and has completed his Master's in Business Administration.
<b>Date of Birth</b>	26/05/1985
<b>Remuneration Proposed to be paid</b>	NA
<b>Date of First Appointment in the board</b>	18-07-2025
<b>No. of Share held in the Company</b>	0
<b>Relationship with other Director/KMP</b>	No
<b>No. of Meeting of the board attend during the FY 2024-25</b>	NA
<b>Directorship in Other Company inter se (Listed Company)</b>	1. Prizor Viztech Limited
<b>Chairmanship/Membership of Committee in Other Company (Listed Company)</b>	1. Chairman of Audit Committee in Prizor Viztech Limited 2. Member of Nomination of Remuneration Committee in Prizor Viztech Limited





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### **Explanatory Statement**

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

**4. To Regularization of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an Independent Director (Non-Executive Independent) of the Company for a First Term of 5 Consecutive Years:**

The Board of Directors of the Company appointed Mr. Dahyalal Prajapati (DIN: 09592327) as an Additional Independent Director of the Company at its meeting held on Friday, July 18, 2025 under section 161(1) of the Companies Act, 2013. In terms of Section 161(1) of the Companies Act, 2013, he holds office only up to the date of the ensuing Annual General Meeting ('AGM') and he 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 his candidature for the office of Independent Director of the Company.

Mr. Dahyalal Prajapati had completed his MBA from Hemchandracharya North Gujarat University, Patan. He works at his proprietor firm M/s. Adidhan Venture and presently Director in M/s. Adidhan Ventures Private Limited, M/s. Prizor Viztech Limited, M/s. Greenleaf Envirotech Limited, and M/s. Cognoscent Media Private Limited.

Further, Mr. Dahyalal Prajapati possesses relevant expertise and experience and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent from the management.

The Company has received the following declaration from Mr. Dahyalal 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 he is not disqualified under section 164(2) of the Companies Act, 2013 and





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(iii) Declaration to the effect that he meets the criteria of independence as provided in section 149 (6) of the Companies Act, 2013.

The Board considers that his continuous association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dahyalal Prajapati as an Independent Director. The terms and conditions of appointment of Mr. Dahyalal 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 Mr. Dahyalal Prajapati as Non Executive Independent Director is now being placed before the Members for their approval.

Same and except Mr. Dahyalal 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. 4 of the Notice for approval by the shareholders as a **Special Resolution**.

*For and on behalf of the Board of Directors of*  
**PRIZOR AITECH INDIA LIMITED**  
FOR PRIZOR AITECH INDIA LIMITED

FOR PRIZOR AITECH INDIA LIMITED

DIRECTOR

**Date: 18.07.2025**  
**Place: Ahmedabad**

**Dasharathbharthi G. Gauswami**  
Director  
DIN: 07712175

DIRECTOR

**Mitali D. Gauswami**  
Director  
DIN: 07712190





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To,  
**The Members of,**  
**Prizor Aitech India Limited**

Your Directors are pleased to present the **1<sup>ST</sup> Annual Report** of Prizor Aitech India Limited ("the Company") together with the Audited financial statements for the financial year ended 31<sup>ST</sup> March 2025.

**FINANCIAL SUMMARY AND HIGHLIGHTS:**

The financial performance for the year ended 31<sup>ST</sup> March, 2025 is summarized below:

Particulars	2024-25	(In Thousand) 2023-24
Revenue from Operations	-	NA
Other Income	-	NA
<b>Total Income</b>	-	NA
<b>Profit before Depreciation, Finance Costs, Exceptional Items and Tax Expense</b>	(51.04)	NA
Less: Depreciation/ Amortization/ Impairment	-	NA
<b>Profit before Finance Costs, Exceptional Items and Tax Expense</b>	(51.04)	NA
Less: Financial Costs	-	NA
<b>Profit before Exceptional Items and Tax Expense</b>	(51.04)	NA
Add/(less): Exceptional items	-	NA
<b>Profit before Tax Expense</b>	(51.04)	NA
Less: Prior Period Item	-	NA
Less: Tax Expense (Current & Deferred)	(9.07)	NA
<b>Profit for the year (1)</b>	(41.97)	NA
Total Comprehensive Income/loss (2)	-	NA



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<b>Total (1+2)</b>	<b>(41.97)</b>	NA
<b>EPS (basic and diluted)</b>	<b>(0.42)</b>	NA

The Company was incorporated on **October 9, 2024** and the financial year under review marks its initial period of existence. During this period, the Company has not commenced its business operations and, accordingly, there has been no revenue generated from commercial activities.

As a result, the Company has not reported any profit for the year ended. All expenditures incurred during the period primarily relate to preliminary and incorporation-related expenses.

The Board would like to emphasize that the current financial position reflects the early-stage nature of the Company, and efforts are being directed towards establishing a strong operational foundation for the commencement of business activities in the forthcoming period.

#### **MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

#### **TRANSFER TO RESERVES:**

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the financial year under review.

#### **DIVIDEND:**

The Board of Directors of your company, Not declared any Dividend for the current financial year due to loss incurred by the Company.

#### **INDUSTRY OVERVIEW:**

The Company is Engaged in software design, development, customization, implementation, maintenance, testing, and benchmarking, including AI solutions, natural language processing, and deep learning models, along with import, export, sale, purchase, and distribution.

#### **STATE OF AFFAIRS / HIGHLIGHTS:**

1. The Company is engaged in the business of manufacturers, traders, dealers, wholesalers, retailers, importers, and exporters of audio and video equipment's including but not limited to televisions, speakers, headphones, amplifiers, projectors and related accessories. The company may also provide consultation services, installation, and technical support for such equipment.



# PRIZOR AITECH INDIA LIMITED



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2. There has been no change in the business of the Company during the financial year ended March 31, 2025.

#### **WEB LINK OF ANNUAL RETURN, IF ANY:**

The Company doesn't have any website. The Annual Return of the Company as on March 31, 2025 will be available on the website of its holding Company, Prizor Viztech Limited and can be accessed at <https://www.prizor.in/financials/>.

#### **CHANGE IN THE REGISTERED OFFICE ADDRESS:**

There is no change in the address of registered office of the Company.

#### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant/material orders passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial body impacting the going concern status of the Company and its operations in future.

#### **MATERNITY BENEFIT:**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

#### **CAPITAL STRUCTURE:**

The capital Structure of the Company as on 31st March, 2025:

<b>Share Capital</b>	<b>Amount in Rs.</b>
<b>1. Authorized Share Capital:</b>	
1,00,000 Equity Shares @ Rs. 10/- each:	10,00,000.00/-
<b>Total</b>	<b>10,00,000.00/-</b>
<b>2. Issued/Subscribed and Fully Paid-up Share Capital:</b>	
1,00,000 Equity Shares @ Rs. 10/- each fully paid up	10,00,000.00/-
<b>Total</b>	<b>10,00,000.00/-</b>

During the year under review, the Company has not increase its Authorised Share Capital of the Company.



**PRIZOR AITECH INDIA LIMITED**  
**Board's Report 2024-25**

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- i. The Company has not bought back any of its securities during the year under review.
- ii. The Company has not issued any Sweat Equity Shares during the year under review.
- iii. No Bonus Shares were issued during the year under review.
- iv. The Company has not provided any Stock Option Scheme to the employees.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- **Retirement by rotation and subsequent re-appointment**

Mr. Dasharathbharti Gopalbharti Gauswami (DIN: 07712175) Director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

Appropriate business for his re-appointment is being placed for the approval of the shareholders of the Company at the AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the ensuing AGM of the Company.

- **Change in Board Composition**

There was no change in the Board composition during the financial year.

- **Key Managerial Personnel**

The Company is not required to appoint Key Managerial Personnel (KMP), Therefore no KMP has been appointed During the Financial Year 2024-25.

## **NUMBER OF MEETINGS OF THE BOARD:**

The Board of directors duly met 4 (Four) times. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days. Details of the Board Meeting of the Company Following below:

<b>S.no.</b>	<b>Date of BM</b>	<b>Name of Director</b>		
		<b>Dasharathbharti Gopalbharti Gauswami</b>	<b>Mitali Dasharathbharti Gauswami</b>	<b>Yankit Chimanbhai Patel</b>



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1.	10.10.2024	✓	✓	✓
2.	20.12.2024	✓	✓	✓
3.	29.01.2025	✓	✓	✓
4.	11.03.2025	✓	✓	✓

**BOARD COMMITTEES:**

The Company has not required to constituted any committees as stipulated under the Companies Act, 2013 during the financial year 2024-25.

**RISK MANAGEMENT POLICY:**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. There is no specific risk that has been identified as threatening the existence of the Company..

**VIGIL MECHANISM:**

In pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees was not required as the Company does not fit into the criteria provided for the same.

**EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS:**

In accordance with the provisions of the Companies Act, 2013, the Board is responsible for evaluating its own performance as well as that of its committees and individual directors. However, during the period under review, the Company has not appointed any Independent Directors, and no committees of the Board have been constituted, as the same are not applicable to the Company at this stage.

Given the early stage of operations and the size and nature of the Company, a formal evaluation process has not been carried out. The Board will undertake a structured performance evaluation process in the future as and when required under applicable regulatory provisions.

**REMUNERATION OF DIRECTORS OF THE COMPANY:**

The provisions of Section 197 (12) read with Section 196 (4) and 196 (5) of the Companies Act 2013 are not applicable to this Company as it is an Unlisted Public Company. The details of employees, pursuant to Rule 5 of



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the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are therefore not required to be given.

#### **SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANY:**

The Company does not have any subsidiary, joint venture, or associate company.

However, the Company is a Subsidiary of Prizor Viztech Limited, which holds 51% of the shareholding in the Company. The relationship with the holding company continues to provide strategic support and guidance as the Company prepares to commence its business operations.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

In accordance with the provisions of Section 149(6) and Section 149(7) of the Companies Act, 2013, along with the relevant rules framed thereunder, public companies falling within the prescribed thresholds are required to appoint Independent Directors and obtain declarations confirming their independence.

The Company is a public limited company and a subsidiary of Prizor Viztech Limited, a company listed on a recognized stock exchange (NSE). However, during the year under review, no Independent Directors have been appointed on the Board of the Company, as the requirement under Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

As per Regulation 24(1) of SEBI (LODR) Regulations, 2015, the listed holding company is required to appoint at least one Independent Director on the board of an unlisted material subsidiary. Since the Company is not a material subsidiary as defined under the said regulation, this provision does not apply to the Company.

Accordingly, the requirement to appoint Independent Directors and obtain declarations under Section 149(7) of the Companies Act, 2013 does not arise at present.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of the requirements of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, Board of Directors of the Company, hereby state and confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed and there are no material departures from the same.
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March, 2025;

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- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

During the year no reportable material weakness in the design or operation were observed.

#### **PUBLIC DEPOSITS:**

During the period under review, Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, Company does not have any deposit which is in violation of Chapter V of the Act.

#### **LOANS TAKEN FROM DIRECTORS OF THE COMPANY:**

During the year under review, the Company has not received any unsecured loans or advances from its Directors.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company has not made an investment, loans, and guarantees, during the financial year 2024-25.

#### **RELATED PARTY TRANSACTIONS:**

During the financial year 2024-25, the Company has not entered into any contract or arrangement with related parties which falls under the purview of Section 188(1) of the Companies Act, 2013.

Accordingly, Form AOC-2 is not applicable and does not form part of this report.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**



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The Company does not fulfill the criteria of Corporate Social Responsibility (CSR) hence Company is not required to make disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 during the year.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

During the period under review the provisions relating to Investor Education and Protection Fund (IEPF) is not applicable to the company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

**• Conservation Of Energy**

(i)	the steps are taken or impact the conservation of energy	The Company has taken all the possible measures to conserve energy and utilize available alternate sources of energy.
(ii)	the steps were taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment in energy conservation equipment	<b>NIL</b>

**• Technology Absorption**

(i)	the efforts made toward technology absorption	<b>NIL</b>
(ii)	the benefits derived like product improvement, cost reduction, product development, or import substitution	<b>NIL</b>
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	(a) the details of the technology imported	<b>NIL</b>
	(b) the year of import;	<b>NIL</b>
	(c) whether the technology has been fully absorbed	<b>NIL</b>

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	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	<b>NIL</b>
(iv)	the expenditure incurred on Research and Development	<b>NIL</b>

- Foreign Exchange Earnings and Outgo**

The Company had not made any transaction with any foreign country. Therefore, during the period under review there is no Foreign Exchange Earnings and Outgo.

<b>Earnings</b>	0.00
<b>Outgo</b>	0.00

**AUDITORS:**

- Statutory Auditor**

Your Company's Auditors, M/s. M B Jajodia & Associates, Chartered Accountants, having (FRN: 139647W) were appointed as Statutory Auditors of the Company in 1st Board meeting held on 10.10.2024 whose term will be till the conclusion of 1st Annual General Meeting.

In the ensuing AGM, M/s. M B Jajodia & Associates, Chartered Accountants, having (FRN: 139647W), will be appointed as Statutory Auditor of the Company for a term of 5 years starting from the conclusion of this 1st Annual General Meeting until the conclusion of 6th Annual General Meeting of the Company.

The Company has received a consent from them to the effect that their appointment, if made, would be within the limits prescribed under section 141(3) of the Companies Act, 2013.

**SECRETARIAL AUDIT REPORT:**

The Company is a public limited company and a subsidiary of Prizor Viztech Limited, a company listed on a recognized stock exchange (NSE). However, during the year under review, no Secretarial Audit have been Conducted on the Company, as the requirement under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

As per Regulation 24A of SEBI (LODR) Regulations, 2015 Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Since the Company is not a material subsidiary as defined under the said regulation, this provision does not apply to the Company.



Accordingly, the requirement to Secretarial Audit are not applicable to the company during the Financial Year 2024-25.

#### **BOARD'S COMMENT ON THE AUDITORS' REPORT:**

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment. The Auditors' Report dated 28<sup>th</sup> May, 2025 doesn't contain any qualified opinion.

#### **FRAUDS REPORTED BY THE AUDITOR:**

The auditor of the Company has not reported any fraud to the Board or to the Central Government under Section 143(12) of the Companies Act, 2013.

#### **COST RECORDS AND COST AUDIT:**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable to the Company during FY 2024-2025.

#### **COMPLIANCE WITH SECRETARIAL STANDARD:**

The Company has complied with Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India on Board meetings and General Meetings respectively.

#### **CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):**

During the period under review no corporate insolvency resolution process is initiated against the company under the Insolvency and Bankruptcy Code, 2016 (IBC).

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

During the period under review, the Company is not required to prepare Management Discussion and Analysis Report.

#### **CORPORATE GOVERNANCE REPORT:**

During the period under review, the Company is not required to prepare Corporate Governance Report.

#### **DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

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The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). The policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for the matters connected and incidental thereto, with the objective of providing safe working environment, where employees feel secure.

An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

<b>a. Number of complaints of Sexual Harassment received in the Year</b>	Nil
<b>b. Number of Complaints disposed off during the year</b>	Nil
<b>c. Number of cases pending for more than ninety days</b>	Nil

**DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

Your Company has not obtained any one-time settlement of loan from the Banks or Financial Institutions.

**ACKNOWLEDGEMENT:**

The Board wishes to place on record its sincere appreciation to the Company's customers, vendors, central and state government bodies, auditors, legal advisors, consultants, registrar and bankers for their continued support to the Company during the year under review. The Directors also wish to place on record their appreciation for the dedicated efforts of the employees at all levels. Finally, the Board expresses its gratitude to the members for their continued trust, co-operation and support.

*For and on behalf of the Board of Directors of  
PRIZOR AITECH INDIA LIMITED*

FOR PRIZOR AITECH INDIA LIMITED

FOR PRIZOR AITECH INDIA LIMITED

*Dasarathbharthi G. Gauswami*  
**Date: 28.05.2025**  
**Place: Ahmedabad**

*Dasarathbharthi G. Gauswami*  
**Director**  
**DIN: 07712175**

*Mitali D. Gai*  
**Director**  
**DIN: 07712190**

# PRIZOR AITECH INDIA LIMITED



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CIN: U47420GJ2024PLC155635

**Registered Office:** Gf 14-15 Aaryan Workspace3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad-380052, Gujarat, India.

**Corporate Identification Number:** U47420GJ2024PLC155635

12.



**PRIZOR AITECH INDIA LIMITED**  
**Board's Report 2024-25**

## **PRIZOR AITECH INDIA LIMITED**

**PAN: AAPCP1217Q**

**CIN: U47420GJ2024PLC155635**

### **Audit Report on Financial Statement**

**UDIN: 25162116BMIFGW9438**

Financial Year	:	2024-2025
Assessment Year	:	2025-2026
Date of Audit Report	:	28/05/2025



### **STATUTORY AUDITOR**

**M B JAJODIA & ASSOCIATES**

**901, AARYAN WORKSPACES-2, NR. NAVKAR PUBLIC SCHOOL,**

**GULBAI TEKRA ROAD, AHMEDABAD- 380006**

**CONTACT NO: 079-40033502**

**E-MAIL: [MBJAJODIA.ASSOCIATES@GMAIL.COM](mailto:MBJAJODIA.ASSOCIATES@GMAIL.COM)**



## INDEPENDENT AUDITOR'S REPORT

*To the Members of  
Prizor Aitech India Limited  
Report on the Audit of the Financial Statements*

### Opinion

We have audited the financial statements of **Prizor Aitech India Limited** ("the Company"), which comprise the balance sheet as of 31st March 2025, and the statement of profit and loss and statement of cash flows for the year ended 31st March 2025, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as on 31st March 2025, and its profit/loss and its cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of **most** significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial





statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

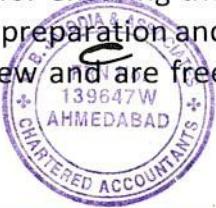
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.





In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

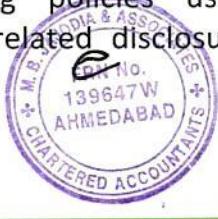
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.





- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

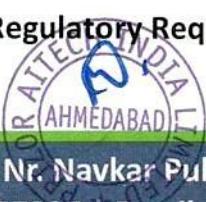
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Our opinion is not modified in respect of this matter.



## Report on Other Legal and Regulatory Requirements





1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

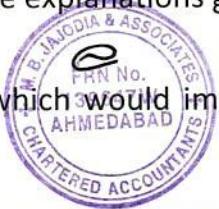
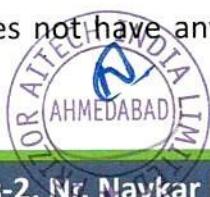
(e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

(f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, The Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls vide notification dated June 13, 2017;

Still, with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B",

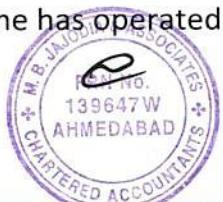
(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.





- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and  
  
(c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year, hence provisions of section 123 of the Companies Act, 2013 is not applicable
- vi. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout





the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of the section 197 of the Act.

*For and on behalf of*  
**M B JAJODIA & ASSOCIATES**  
*Chartered Accountants*  
*Firm's registration number: 0139647W*

*Manoj Jajodia*  
**Manoj Jajodia**  
*Partner*  
*Membership Number: 162116*  
*Peer Review No. 015630*  
*Place: Ahmedabad*  
*Date: 28/05/2025*  
*UDIN- 25162116BMIFGW9438*





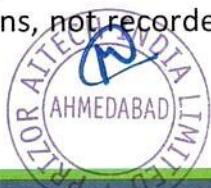
## "Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the period 01st April 2024 to 31st March 2025:

- 1) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and has maintained proper records showing full particulars of Intangible Assets.
  - b) As the company has not purchased any Property Plant, and equipment and hence this clause is not applicable.
  - c) According to the information and explanation given to us, the company has not purchased an immovable property and hence this clause is not applicable.
  - d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year ended.
  - e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year ended.
- 2) In respect of Inventory of the company:
  - a) According to the information and explanation given to us, the company has not purchased an Inventory during the year and hence this clause is not applicable.
  - b) The company has not been sanctioned working capital limits in excess of five crore rupees during the period, in aggregate, from banks or financial institutions on the basis of security of current assets; and accordingly, provisions for the same is not applicable to the company.



- 3) The Company has during the period ended, not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.
- 4) According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.
- 5) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable and complied with by the company.
- 6) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- 7)
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as of 31st March 2025, for a period of more than six months from the date on when they become payable.
  - b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- 8) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or





disclosed as income during the period ended in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9)

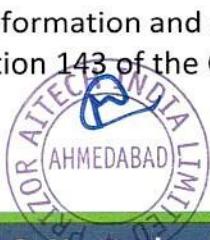
- a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the period.
- b) Company is not declared wilful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained.
- d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes.
- e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanation given to us, the company has not raised loans during the period on the pledge of securities held in its subsidiaries, joint ventures or associate companies

10)

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period.
- b) According to information and explanation given to us and on the basis of our examination of the records of the company, the company has not made any preferential allotment, right issue and bonus issues of shares during the period, therefore, the provisions of section 42 and section 62 and other relevant sections of the companies Act 2013 are not applicable.

11)

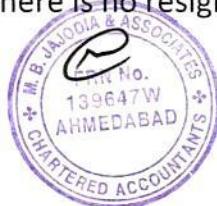
- a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the period ended.
- b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors





in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- c) According to the information and explanation given to us, no whistle-blower complaints, received during the period ended by the company
- 12) Company is not a Nidhi company; accordingly, provisions of the Clause 3(xii) of the Order are not applicable to the company
- 13) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- 14) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business
- 15) According to the information and explanations given to us, we are of the opinion that the company has not entered any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- 16) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable.
- 17) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the period ended and the immediately preceding financial year.
- 18) According to the information and explanations given to us and based on our examination of the records of the Company, there is no resignation of auditor.





- 19) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- 20) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- 21) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

*For and on behalf of*  
**M B JAJODIA & ASSOCIATES**  
*Chartered Accountants*  
*Firm's Registration Number: 0139647W*

  
**Manoj Jajodia**

*Partner*

*Membership Number: 162116*

*Peer Review No. 015630*

*Place: Ahmedabad*

*Date: 28/05/2025*

*UDIN- 25162116BMIFGW9438*



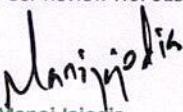
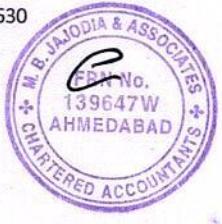
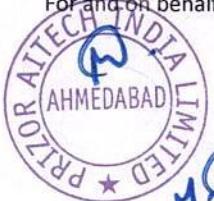
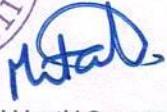
Prizor Aitech India Limited

GF 14-15 Aryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052

CIN: U47420GJ2024PLC155635

Balance Sheet as at 31-Mar-2025

(In Thousand)

Particulars	Note	31-Mar-2025
<b>I. EQUITY AND LIABILITIES</b>		
(1) Shareholders' Funds		
(a) Share Capital	3	1,000.00
(b) Reserves and Surplus	4	(41.97)
(c) Money Received against Share Warrants		-
<b>Total</b>		958.03
(2) Share application money pending allotment		
(3) Non-current liabilities		
(a) Long-term Borrowings		-
(b) Deferred Tax Liabilities (Net)		-
(c) Other Long term Liabilities		-
(d) Long-term Provisions		-
<b>Total</b>		-
(4) Current liabilities		
(a) Short-term Borrowings	5	59.00
(b) Trade Payables		-
(c) Other Current Liabilities		-
(d) Short-term Provisions		-
<b>Total</b>		59.00
<b>Total Equity and Liabilities</b>		1,017.03
<b>II. ASSETS</b>		
(1) Non-current assets		
(a) Property, Plant and Equipment and Intangible Assets		
(i) Property, Plant and Equipment		-
(ii) Intangible Assets		-
(iii) Capital Work-in-progress		-
(iv) Intangible Assets under Development		-
(b) Non-current Investments	6	-
(c) Deferred Tax Assets (net)		-
(d) Long-term Loans and Advances		-
(e) Other Non-current Assets		-
<b>Total</b>		9.07
(2) Current assets		
(a) Current investments		-
(b) Inventories		-
(c) Trade Receivables		-
(d) Cash and cash equivalents	7	998.96
(e) Short-term Loans and Advances		-
(f) Other Current Assets	8	9.00
<b>Total</b>		1,007.96
<b>Total Assets</b>		1,017.03
<b>Significant Accounting Policies</b>	2	
As per our report of even date attached herewith		
For, M B JAJODIA & ASSOCIATES		
Chartered Accountants		
FRN No. 0139647W		
Peer Review No. 015630		
		
Manoj Jajodia		
Partner		
M.No. 162116		
Place : Ahmedabad		
Date: 28-05-2025		
UDIN: 25162116BMIFGW9438		
		
		
Dasharathbharti Gopalbharti Gauswami		
Director		
DIN: 07712175		
		
For and on behalf of the Board,		
Prizor Aitech India Limited		
AHMEDABAD		
		
Mitali Dasharathbharti Gauswami		
Director		
07712190		
		

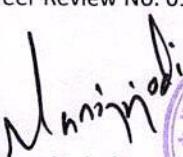
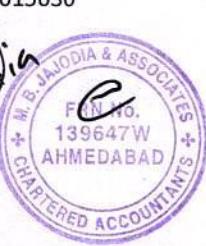
**Prizor Aitech India Limited**

GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052

CIN: U47420GJ2024PLC155635

Statement of Profit and loss for the Year Ended 31-Mar-2025

(In Thousand)

Particulars	Note	31-Mar-2025
Revenue from Operations		-
Other Income		-
<b>Total Income</b>		-
<b>Expenses</b>		
Cost of Material Consumed		-
Purchases of Stock in Trade		-
Change in Inventories of work in progress, finished goods and purchase of stock in trade		-
Employee Benefit Expenses		-
Finance Costs		-
Depreciation and Amortization Expenses		-
Other Expenses	9	51.04
<b>Total expenses</b>		51.04
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		
Exceptional Item		(51.04)
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		(51.04)
Extraordinary Item		-
<b>Profit/(Loss) before Tax</b>		(51.04)
Tax Expenses		
- Current Tax		-
- Deferred Tax		(9.07)
- MAT Credit Entitlement		-
- Prior Period Taxes		-
- Excess/Short Provision Written back/off		-
<b>Profit/(Loss) for the Period from Continuing Operations</b>		(41.97)
Profit/(loss) from Discontinuing Operation (before tax)		-
Tax Expenses of Discontinuing Operation		-
Profit/(loss) from Discontinuing Operation (after tax)		-
<b>Profit/(Loss) for the period</b>		(41.97)
Earnings Per Share (Face Value per Share Rs.10 each)		
-Basic (In Rs)		-
-Diluted (In Rs)		-
<b>Significant Accounting Policies</b>	2	
As per our report of even date attached herewith		
<b>For, M B JAJODIA &amp; ASSOCIATES</b>		For and on behalf of the Board,
Chartered Accountants		
FRN No. 0139647W		
Peer Review No. 015630		
		
Manoj Jajodia		
Partner		
M.No. 162116		
Place : Ahmedabad		
Date: 28-05-2025		
UDIN: 25162116BMIFGW9438		
		
Dasharathbharthi Gopalbharthi Gauswami		
Director		
DIN: 07712175		
		
Mitali Dasharathbharthi Gauswami		
Director		
DIN: 07712190		

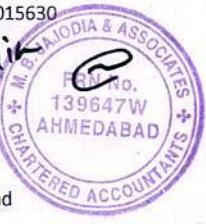
Prizor Aitech India Limited

GF 14-15 Aryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052

CIN: U47420GJ2024PLC155635

Cash Flow Statement for the year ended 31-Mar-2025

(In Thousand)

Particulars	Note	31-Mar-2025
<b>( A ) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax and Extra ordinary Items		(51.04)
Adjustments for:		
Depreciation and Amortisation Expense		-
Interest Received		-
Adjustment in Reserves		-
Finance Costs		-
Operating Profit before working capital changes		(51.04)
<b>Changes in Working Capital</b>		
(Increase)/Decrease in Trade Receivables		-
(Increase)/Decrease in Inventories		-
(Increase)/Decrease in Short Term Loans and Advances		-
(Increase)/Decrease in Other Current Asset		(9.00)
Increase/(Decrease) in Trade Payables		59.00
Increase/(Decrease) in other Current liabilities		-
(Increase)/Decrease in Current investments		-
Cash (Used in)/Generated from Operating Activities		(1.04)
Less :- Income Tax paid(Net)		-
Net Cash (Used in)/Generated from Operating Activities		(1.04)
Extraordinary items		-
Net cash generated from / (used in) Operating Activities.....A		(1.04)
<b>( B ) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received		-
(Purchase) of Tangible Fixed Assets		-
Sale of Tangible Fixed Assets		-
Net cash generated from / (used in) Investing Activities.....B		-
<b>( C ) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital		1,000.00
Increase/(Decrease) in Short Term Borrowings		-
Interest and Finance Charges Paid		-
Net cash generated from / (used in) Financing Activities.....C		1,000.00
Net increase in cash and cash equivalents (A+B+C)		998.96
Opening Balance of Cash and Cash Equivalents		-
<b>Closing Balance of Cash and Cash Equivalents</b>		<b>998.96</b>
<b>Components of cash and cash equivalents</b>		<b>31 March 2024</b>
Cash on hand		-
Cheques, drafts on hand		-
Balances with banks in current accounts		998.96
Bank Deposit having maturity of less than 3 months		-
<b>Cash and cash equivalents as per Cash Flow Statement</b>		<b>998.96</b>
<b>Note:</b>		
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".		
As per our report of even date attached herewith		
For, M B JAJODIA & ASSOCIATES		
Chartered Accountants		
FRN No. 0139647W		
Peer Review No 015630		
		
Manoj Jajodia		
Partner		
M.No. 162116		
Place : Ahmedabad		
Date: 28-05-2025		
UDIN: 25162116BMIFGW9438		
		
Dasharathbharthi Gopabharthi Gauswami		
Director		
DIN: 07712175		
		
Mitali Dasharathbharthi Gauswami		
Director		
DIN: 07712190		
		

**Prizor Aitech India Limited**

**GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052**

**CIN: U47420GJ2024PLC155635**

**Notes forming part of the Financial Statements**

**1 COMPANY INFORMATION**

Prizor Aitech India Limited (the 'Company') was incorporated on 9th October 2024. Our Company is engaged in the the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and Artificial Intelligence Solutions, Natural Language Process and Deep Learning models to import, export, sell, purchase, distribute. The registered office address of the Company is GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052.

**2 SIGNIFICANT ACCOUNTING POLICIES**

**a Basis of Preparation**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

**b Significant accounting judgements, accounting estimates and assumptions**

The preparation of financial statements requires management to make certain judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities (including contingent liabilities) and the accompanying disclosures. Estimates and underlying assumptions are reviewed on an ongoing basis.

**c Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

**d Intangible assets**

Intangible assets are stated at cost, less accumulated amortisation. Costs include all expenses incurred to bring the asset to its present condition.

**e Depreciation and Amortization**

Depreciation has been provided on the Fixed Asset on the WDV method and in accordance with the useful life of the Asset as prescribed under Schedule II of the Companies Act, 2013.

**f Impairment of assets**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

**g Leases**

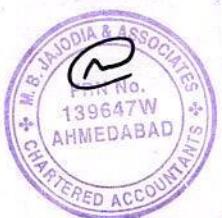
Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

**h Inventories**

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

The valuation for inventories is as follows:



Classification	Valuation Policy
Finished Goods	At lower of cost or net realizable value.
Raw Material	At lower of cost or net realizable value.
WIP	At Cost
Consumables	At Cost

**i Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

**j Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs consist of interest and transaction costs that an entity incurs in connection with the borrowing of funds.

**k Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised for when the Company has at present, legal or contractual obligation as a result of past events, only if it is probable that an outflow of resources embodying economic outgo or loss will be required and if the amount involved can be measured reliably.

Contingent liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more future events not wholly in control of the Company are not recognised in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the financial statements.

Contingent assets are not recognised in the financial statements. The nature of such assets and an estimate of its financial effect are disclosed in notes to the financial statements.

**l Revenue recognition**

Revenue is recognised on the delivery of goods. Revenue is reported net of discount. Revenue in case of sale of services are recognised on the basis of performance of service.

**m Employee Benefit Expense**

**Post-employment benefit plans**

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

**Other employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

**n Foreign currency transactions**

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.



**o Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

**p Earnings Per Share**

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

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As per our report of even date attached herewith  
For, M B JAJODIA & ASSOCIATES

Chartered Accountants

FRN No. 0139647W

Peer Review No. 015630

Manoj Jajodia

Partner

M.No. 162116

Place : Ahmedabad

Date: 28-05-2025

UDIN: 25162116BMIFGW9438



Dasharathbharthi Gopalbharthi Gauswami

Director

DIN: 07712175

For and on behalf of the Board,

Mitali Dasharathbharthi Gauswami

Director

07712190

**Prizor Aitech India Limited**

GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052

CIN: U47420GJ2024PLC155635

Notes forming part of the Financial Statements

**3 Share Capital**

Particulars	<i>(In Thousand)</i>
	31-Mar-2025
<b>Authorised Share Capital</b> Equity Shares 100000, of Rs. 10 each	1,000.00
<b>Issued Capital</b> Equity Shares 100000, of Rs. 10 each	1,000.00
<b>Total</b>	<b>1,000.00</b>

3.1 During the Year ended as on 31-Mar-2025 the company has issued 1,00,000 Equity Shares.

3.2 The company has not declared any dividend to equity shareholders during the Year ended as on 31-Mar-2025. (P.Y. - Nil)

3.3 Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(i) Reconciliation of number of shares**

Particulars	<i>(In Thousand)</i>	
	31-Mar-2025	(In Rs)
Equity Shares		
Opening Balance	100,000	1,000.00
Issued during the year(Other than Right and Bonus)	-	-
Right Issue	-	-
Bonus Issue	-	-
Deletion	-	-
<b>Closing balance</b>	<b>100,000</b>	<b>1,000.00</b>

**(ii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company**

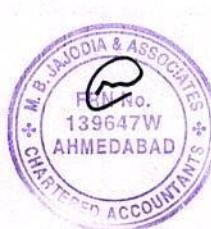
Equity Shares	31-Mar-2025	
	No. of shares	In %
Dasharathbharthi Gopalbharthi Gauswami	21,499	21.50%
Mitali Dasharathbharthi Gauswami	21,499	21.50%
Prizor Viztech Limited	51,000	51.00%

**(iii) Shares held by Promoters at the end of the year 31-Mar-2025**

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Dasharathbharthi Gopalbharthi Gauswami	Equity Share	21,499	21.50%	100.00%
Mitali Dasharathbharthi Gauswami	Equity Share	21,499	21.50%	100.00%
Prizor Viztech Limited	Equity Share	51,000	51.00%	100.00%

**4 Reserves and Surplus**

Particulars	<i>(In Thousand)</i>	
	31-Mar-2025	31-Mar-2024
<b>Reserve and Surplus</b>		
Opening Balance		-
Add: Transfer from P&L		(41.97)
Less: Deletion		-
<b>Closing Balance</b>	<b>(41.97)</b>	
<b>Total</b>		<b>(41.97)</b>



## 5 Trade Payables

(In Thousand)

Particulars	31-Mar-2025
Due to Micro and Small Enterprises	-
Due to others	59.00
<b>Total</b>	<b>59.00</b>

## 5.1 Trade Payable ageing schedule as at 31-Mar-2025

(In Thousand)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	59.00	-	-	-	59.00
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Sub total</b>					<b>59.00</b>
MSME - Undue					-
Others - Undue					-
MSME - Unbilled dues					-
Others - Unbilled dues					-
<b>Total</b>					<b>59.00</b>

## 6 Deffered Tax Asset

(In Thousand)

Particulars	31-Mar-2025
Deffered Tax Asset	9.07
<b>Total</b>	<b>9.07</b>

## 7 Cash and Cash Equivalents

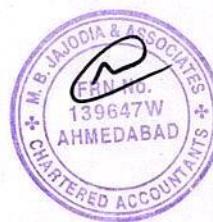
(In Thousand)

Particulars	31-Mar-2025
Cash in Hand	-
Cash at Bank	998.96
<b>Cash and Cash Equivalents - Total</b>	<b>998.96</b>
<b>Total</b>	<b>998.96</b>

## 8 Other Current Assets

(In Thousand)

Particulars	31-Mar-2025
GST Receivable	9.00
<b>Total</b>	<b>9.00</b>



**Prizor Aitech India Limited**

**GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India**

**CIN: U47420GJ2024PLC155635**

**Notes forming part of the Financial Statements**

**9 Other Expenses**

**(In Thousand)**

<b>Particulars</b>	<b>31-Mar-2025</b>
Audit Fees	50.00
Bank Charges	1.04
<b>Total</b>	<b>51.04</b>



**Prizor Aitech India Limited**

GF 14-15 Aaryan Workspace 3, B/H. Manav Mandir Plot, Memnagar, Ahmedabad, Gujarat, India, 380052

CIN: U47420GJ2024PLC155635

Notes forming part of the Financial Statements

**10 Earning per share**

*(In Thousand)*

Particulars	31-Mar-2025
Profit attributable to equity shareholders (In Rs)	(41.97)
Weighted average number of Equity Shares (Absolute)	100,000
Earnings per share basic (Rs)	(0.42)
Earnings per share diluted (Rs)	(0.42)
Face value per equity share (Rs)	10.00

**Weighted average number of Equity Shares**

Particulars	31-Mar-2025
Opening Shares	-
Allotment during the Year	100,000
Bonus Issue	-
Right Issue	-
<b>Total</b>	<b>100,000</b>

**11 Auditors' Remuneration**

*(In Thousand)*

Particulars	31-Mar-2025
<b>Payments to auditor as</b>	
- Audit Fees	50.00
- for Professional Services	-
<b>Total</b>	<b>50.00</b>

**12 Related Party Disclosure**

i) List of Related Parties

a) Key management personnel ('KMP')

Related Party	Date of Appointment / Cessation	Relation
Dasharathbharti Gopalbharti Gauswami	09/10/2024	Director
Mitali Dasharathbharti Gauswami	09/10/2024	Director
Yankit Chimanbhai Patel	09/10/2024	Director

c) Related Entities

Related Party	Relation
Prizor Viztech Limited	Holding Company

ii) Summary of transactions during the year/period:

*(In Thousand)*

Particulars	Type of Transaction	31-Mar-2025
Prizor Viztech Limited	Share Capital	510.00



No Loans or advances are granted to Promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

**Note:-**

The Company has not given/ provided any guarantee/ collaterals for and on behalf of the aforementioned related parties. No amount has been written off or written back during the year in respect of debts due from or to related parties.

**13 Ratio Analysis**

Particulars	Numerator/Denominator	31-Mar-2025
(a) Current Ratio	<u>Current Assets</u> Current Liabilities	17.08
(b) Debt-Equity Ratio	<u>Total Debts</u> Shareholder's Equity	-
(c) Debt Service Coverage Ratio	<u>Earning available for Debt Service (EBITDA)</u> Debt Service	-
(b) Return on Equity Ratio	<u>Profit after Tax</u> Average Shareholder's Equity	-0.09
(e) Inventory turnover ratio	<u>Total Turnover</u> Average Inventories	-
(f) Trade receivables turnover ratio	<u>Total Turnover</u> Average Trade Receivable	-
(g) Trade payables turnover ratio	<u>Total Purchases</u> Average Trade Payable	-
(h) Net capital turnover ratio	<u>Total Turnover</u> Closing Working Capital	-
(i) Net profit ratio	<u>Net Profit</u> Total Turnover	-
(c) Return on Capital employed	<u>Earning before interest and taxes</u> Capital Employed	-0.05

**Note:**

Earning available for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + other exceptional item

Debt service = Interest & Lease Payments + Principal Repayments

Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

**14 Disclosure Related to Micro and Small Enterprise**

*(In Thousand)*

Particulars	31-Mar-2025	
	Principal	Interest
Amount Due to Supplier	-	-
Principal amount paid beyond appointed date	-	-
Interest due and payable for the year	-	-



#### **15 Title deeds of Immovable Property not held in name of the Company**

The company does not have any immovable property (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the company) for which title deeds are not held in the name of the company. Accordingly, the requirement to disclose details relating to title deeds of immovable properties not held in the name of the company is not applicable.

#### **16 Revaluation of Property, Plant and Equipment**

The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.

#### **17 Intangible assets under development:**

The Company have no Intangible Asset under Development.

#### **18 Details of Benami Property held**

The Company affirms that no proceedings have been initiated or are pending against it under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder. The Company does not hold any benami property, nor has it been involved in any transaction that qualifies as a benami transaction as defined under the said Act.

#### **19 Others**

- i) Trade Payables, Advances and Liabilities have been taken as per books, are subject to reconciliation/confirmation and consequential adjustments, if any.
- ii) In the opinion of Board of Directors, Current Asset, Loans and Advances are Approximately of the same value at which these are stated in the Balance Sheet, if realized in ordinary course of business

#### **20 Contingent liabilities.**

Currently, there are no contingent liabilities that should be reported in the financial statements of the company.

#### **21 Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

#### **22 Registration of Charge**

There are no charges or satisfaction yet to be registered with Registrar of companies (ROC)

#### **23 Arrangements and Amalgamations**

There are no Scheme of Arrangements placed before the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 for approval.

#### **24 Compliance with number of layers of companies**

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

#### **25 Utilisation of Borrowed funds and share premium**

The Company has not received any fund (which are material either individually or in the aggregate) from any party(ies) (Funding Party(ies)) with the understanding whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Funding Party (Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **26 Corporate Social Responsibility (CSR)**

The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are not applicable to the Company during the year and hence reporting under this clause is not applicable.

#### **27 Segment reporting**

The Company has single reportable business segment. Hence, no separate information for segment-wise disclosure is given in accordance with the requirements of AS 17 - Operation Segments.



**28 Undisclosed Income**

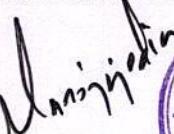
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**29 Virtual Currency Transection**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

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As per our report of even date attached herewith  
For, M B JAJODIA & ASSOCIATES  
Chartered Accountants  
FRN No. 0139647W  
Peer Review No. 015630

  
Manoj Jajodia  
Partner  
M.No. 162116  
Place : Ahmedabad  
Date: 28-05-2025  
UDIN: 25162116BMIFGW9438



  
Dasharathbharthi Gopalbharthi Gauswami  
Director  
DIN: 07712175

For and on behalf of the Board,



  
Mitali Dasharathbharthi Gauswami  
Director  
DIN: 07712190