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# PRO FX TECH LIMITED

Our Company was originally incorporated as a Private Limited Company under the name “Advanced Audio Solutions (Bangalore) Private Limited” on November 08, 2006 bearing CIN U51500KA2006PTC040879 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Karnataka. Subsequently, the name of our Company was changed from “Advanced Audio Solutions (Bangalore) Private Limited” to “PRO FX Tech Private Limited” vide a fresh certificate of incorporation dated June 17, 2014, issued by the Registrar of Companies, Bangalore. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on March 26, 2024 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “PRO FX Tech Private Limited” to “PRO FX Tech Limited” vide a fresh Certificate of Incorporation dated June 13, 2024 issued by the Registrar of Companies, Central Processing Centre, bearing CIN U51500KA2006PLC040879.

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

## OUR PROMOTERS: MANMOHAN GANESH AND SHREYA NAMBIAR

## THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 46,32,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF PRO FX TECH LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 2,40,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 43,92,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.46% AND 25.09% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION - NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES.

### PRICE BAND: RS. 82 TO RS. 87 PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH

THE FLOOR PRICE IS 8.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 8.7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.  
THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FY 2024-25 AT THE FLOOR PRICE IS 8.62 TIMES AND AT THE CAP PRICE IS 9.15 TIMES.  
BIDS CAN BE MADE FOR A MINIMUM OF 1,600 EQUITY SHARES AND IN MULTIPLES OF 1,600 EQUITY SHARES THEREAFTER.

## BID/ISSUE PROGRAMME

**ANCHOR INVESTOR BIDDING DATE: WEDNESDAY, JUNE 25, 2025**

**BID/ ISSUE OPENS ON: THURSDAY, JUNE 26, 2025**

**BID/ ISSUE CLOSES ON: MONDAY, JUNE 30, 2025 ^**

^UPI mandate end time shall be at 5.00 p.m. on the Bid/Issue date.

### BRIEF DESCRIPTION OF THE BUSINESS OF THE COMPANY

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

**“THE ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF NSE i.e. NSE EMERGE.”**

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON SME PLATFORM OF NSE. FOR THE PURPOSE OF THE ISSUE, THE DESIGNATED STOCK EXCHANGE WILL BE NSE.

## ALLOCATION OF THE ISSUE

- **QIB PORTION:** NOT MORE THAN 50.00% OF THE NET ISSUE
- **NON-INSTITUTIONAL PORTION:** NOT LESS THAN 15.00% OF THE NET ISSUE
- **RETAIL PORTION:** NOT LESS THAN 35.00% OF THE NET ISSUE
- **MARKET MAKER PORTION:** UPTO 2,40,000 EQUITY SHARES OR 5.18% OF THE ISSUE

**IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE ISSUE, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE ISSUE AVAILABLE IN ANY MANNER.**

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated June 06, 2025 the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Issue Price' section beginning on page 85 of the Red Herring Prospectus vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in "Basis for Issue Price" section beginning on page 85 of the Red Herring Prospectus and provided below in the advertisement.

## RISKS TO INVESTORS

For details refer to section titled “Risk Factors” on page no. 24 of the RHP.

### 1. Risk to investors summary description of key risk factors based on materiality

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Manmohan Ganesh	42,99,040	0.00
2.	Shreya Nambiar	45,05,000	0.01

and the Issue Price at the upper end of the Price Band is Rs. 87 per Equity Share.

- The Price/ Earnings ratio based on Diluted EPS for Fiscal 2025 for the company at the upper end of the Price Band is 9.15
- Weighted Average Return on Net worth for Fiscals 2025, 2024 and 2023 is 36.18%.

### 2. Details of suitable ratios of the company for the latest full financial year:

Name of Company	Current Market Price (₹)	Face Value	EPS	PE Ratio (times)	RONW (%)	NAV per share (₹)	Total Income (in lakhs)
			Basic/Diluted				
PRO FX Tech Limited	[●]*	10	9.51	[●]^	33.15%	28.68	13005.42
Peer Group-NIL							

\*CMP of our Company is considered as Issue Price.

^to be included post finalization of the Issue Price.

### 3. Weighted average return on net worth and return on net worth for the last 3 FYs:

As per restated financial statements:

Sr. No	Period	RONW (%)	Weights
1	Financial Year ending March 31, 2025	33.15	3
2	Financial Year ending March 31, 2024	38.18	2
3	Financial Year ending March 31, 2023	41.30	1
	Weighted Average	36.18	6

Note:

i. The figures disclosed above are based on the Restated Financial Statements of the Company.

ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period

iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

### 4. Weighted average cost of acquisition of all the shares transacted in the three years, 18 months and one year preceding the date of the Red Herring Prospectus-

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Last one year	97.11	0.90	0-97.11
18 month & three years preceding the date of the Red Herring Prospectus	1.15	75.77	0-97.11

To be updated in the Prospectus following finalization of the Cap Price.

### 5. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI:

a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on March 06, 2024 during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a

single transaction or multiple transactions combined together over a span of 30 days. (“Primary Issue”)

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

There has been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ 10/- per Equity Share)	Floor price (i.e. ₹ 82)	Cap price (i.e. ₹ 87)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA^	NA^	NA^
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA^	NA^	NA^
Weighted average cost of acquisition for past 5 primary issuances/ secondary transaction as disclosed above	84.52	0.97	1.03

Note:

^There were no primary and secondary sales / acquisition of shares of shares (equity/ convertible securities) other than Shares transfer on in last 18 months from the date of the Red Herring Prospectus.

The Issue Price shall be determined by our Company in consultation with the BRLM, on the basis of the demand from investor for the Equity Shares through Book Building Process. Our Company in consultation with the BRLM are justified of the Issue price in view of the qualitative and quantitative parameters refer chapter titled “**Basis for the Issue Price**”on page 85 of the Red Hering Prospectus.

## ADDITIONAL INFORMATION FOR INVESTORS:

**Details of proposed/ undertaken pre-issue placements from the DRHP filing date:** Our Company has not undertaken any Pre-IPO Placements from the DRHP filing date.

**Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company by promoter(s) and promoter group(s) from the DRHP filing date:** Not applicable

**Shareholding of the Promoter/ Promoter Group and Additional Top 10 Shareholders of the Company:**

Sr. No.	Name of Shareholders	Pre-Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment			
		Number of Equity Shares	Share Holding (in %)	At the lower end of the price band (₹ 82)		At the upper end of the price band (₹ 87)	
				Number of Equity Shares	Share holding (in %)	Number of Equity Shares	Share holdinn (in %)
Promoters							
1.	Manmohan Ganesh	42,99,040	33.40	42,99,040	24.56	42,99,040	24.56
2.	Shreya Nambiar	45,05,000	35.00	45,05,000	25.74	45,05,000	25.74
	Sub Total (A)	88,04,040	68.40	88,04,040	50.30	88,04,040	50.30
Promoter Group							
3.	NIL	-	-	-	-	-	-
	Sub Total (B)	-	-	-	-	-	-
Additional Top 10 Shareholders							
4.	Jupiter Capital Private Limited	38,61,686	30.00	38,61,686	22.06	38,61,686	22.06
5.	Ladnun Consultancy Services LLP	1,28,717	1.00	1,28,717	0.74	1,28,717	0.74
6.	Rajendra Rao	25,743	0.20	25,743	0.15	25,743	0.15
7.	Appadurai Manuel Santhana Joekumar	20,000	0.15	20,000	0.11	20,000	0.11
8.	Manoj Kumar	1,500	0.01	1,500	0.01	1,500	0.01
9.	P M Shankar Ram	1,500	0.01	1,500	0.01	1,500	0.01
10.	Vijendar Singh Negi	1,500	0.01	1,500	0.01	1,500	0.01
11.	Muriyatte Karupan Govindan Manojkumar	1,500	0.01	1,500	0.01	1,500	0.01
12.	Roy Joseph	1,500	0.01	1,500	0.01	1,500	0.01
13.	Kalinganahalli Lakkanna Prashanth	1,500	0.01	1,500	0.01	1,500	0.01
	Sub Total (C)	40,45,146	31.41	40,45,146	23.11	40,45,146	23.11
	Total (A+B+C)	1,28,49,186	99.81	1,28,49,186	73.41	1,28,49,186	73.41

Continued on next page



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- Notes:
- 1) The Promoter Group shareholders are NIL.
  - 2) Includes all options that have been exercised until date of Red Herring Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of Red Herring Prospectus.
  - 3) Based on the Issue price of ₹(●) and subject to finalization of the basis of allotment.
  - 4) Assuming full subscription in the issue. The post-issue shareholding details as at allotment will be based on the actual subscription and the final issue price and updated in the prospectus, subject.to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).



The ***"Basis of the issue price"*** on page 85 of the Offer document has been updated with the above price band. Please refer to the website of the BRLM for the ***"Basis of the issue price"*** updated with the above price band. You can scan the QR code given on the first page of the advertisement for the chapter titled ***"Basis for the issue Price"*** on page 85 of the Red Hering Prospectus.

## INDICATIVE TIMELINE FOR THE ISSUE

Our Company may in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

Sequence of Activities	Listing within T+3 days (T is Issue Closing Date)
Application Submission by Investors	Electronic Applications (Online ASBA through 3-in-1 accounts) – <b>Upto 5 pm on T Day.</b> Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc.) – <b>Upto 4 pm on T Day.</b> Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) – <b>Upto 3 pm on T Day.</b>  Physical Applications (Bank ASBA) – <b>Upto 1 pm on T Day.</b> Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs) – <b>Upto 12 pm on T Day</b> and Syndicate members shall transfer such applications to banks <b>before 1 pm on T Day.</b>
Bid Modification	From Issue opening date up to <b>5 pm on T Day.</b>
Validation of bid details with depositories	From Issue opening date up to <b>5 pm on T Day.</b>
Reconciliation of UPI mandate transactions (Based on the guidelines issued by NPCI from time to time): Among Stock Exchanges –Sponsor Banks – NPCI and NPCI – PSPs/TPAPs* * – Issuer Banks; Reporting formats of bid information, UPI analysis report and compliance timelines.	On daily basis  Merchant Bankers to submit to SEBI, sought as and when.
UPI Mandate acceptance time	<b>T Day-5 pm</b>
Issue Closure T day	<b>T Day-4 pm</b> for QIB and NII categories <b>T Day-5 pm</b> for Retail and other reserved categories
Third party check on UPI applications	On daily basis and to be completed <b>before 9:30 AM on T Day.</b>
Third party check on Non-UPI applications	On daily basis and to be completed <b>before 1 pm on T Day.</b>
Submission of final certificates: -For UPI from Sponsor Bank -For Bank ASBA, from all SCSBs -For syndicate ASBA UPI ASBA	<b>Before 09:30 pm on T+1 day.</b> All SCSBs for Direct ASBA – <b>Before 07:30 pm on T Day</b> Syndicate ASBA - <b>Before 07:30 pm on T Day</b>
Finalization of rejections and completion of basis	<b>Before 6 pm on T+1 Day.</b>
Approval of basis by Stock Exchange	<b>Before 9 pm on T+1 Day.</b>
Issuance of fund transfer instructions in separate files for debit and unblock. For Bank ASBA and Online ASBA – To all SCSBs For UPI ASBA – To Sponsor Bank	Initiation not later than <b>09:30 am on T+2 Day.</b> Completion before <b>2 pm on T+2 day for fund transfer;</b> Completion before <b>4 pm on T+2 day for unblocking.</b>
Corporate action execution for credit of shares	Initiation before <b>2 pm on T+2 day</b> Completion before <b>6 pm on T+2 day</b>
Filing of listing application with Stock Exchanges and issuance of trading notice	<b>Before 7:30 pm on T+2 day</b>
Publish allotment advertisement	On website of Issuer, Merchant Banker and RTI - <b>before 9 pm on T+2 day.</b> in newspapers – <b>On T+3 day but not later than T+4 day.</b>
Trading starts T+3 day	<b>T+3 day</b>

### Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Issue Closing Date* (i.e. June 30, 2025)	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST

Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and Non-Institutional Investors)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

\*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date

#QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids. On the Bid/Offer Closing Date, the Bids shall be uploaded until: (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; and (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors

Event	Indicative Dates
Bid/Issue Opening Date	Thursday, June 26, 2025
Bid/Issue Closing Date	Monday, June 30, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange	Tuesday, July 01, 2025
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	Wednesday, July 02, 2025
Credit of Equity Shares to Demat accounts of Allottees	Wednesday, July 02, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	Thursday, July 03, 2025

**Bidders/ Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Investors must ensure that their PAN is linked with AADHAR and are in compliance with CBDT Notification dated February 13, 2020 and press release dated June 25, 2021.**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see ***"History and Corporate Structure"*** on page 131 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section ***"Material Contracts and Documents for Inspection"*** on page 282 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** As on the date of Red Herring Prospectus, the Authorized share Capital of the Company is Rs.18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore and Eighty Lakhs) Equity Shares of face value of Rs.10/- each. The issued, subscribed and paid-up share capital of the Company before the issue Rs. 12,87,16,860/- (Rupees Twelve Crores Eighty-Seven Lakhs Sixteen Thousand Eight Hundred and Sixty Only) divided into 1,28,71,686 (One Crore Twenty Eight Lakhs Seventy-One Thousand Six Hundred and Eight-Six) Equity Shares of face value Rs.10 each. For details of the Capital Structure, see ***"Capital Structure"*** on the page 63 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company, Manmohan Ganesh -5000 equity shares and Venkatram Bharadwaj -5000 equity shares aggregating to 10,000 Equity Shares of Rs.10/- each. Details of the main objects of the Company as contained in the Memorandum of Association, see ***"History and Corporate Structure"*** on page 131 of the Red Herring Prospectus. For details of the share capital and capital structure of the Company see ***"Capital Structure"*** on page 63 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. The Red Herring Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 224 of the Red Herring Prospectus.

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

**GENERAL RISK:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to ***"Risk Factors"*** on page 24 of the Red Herring Prospectus.

**TRACK RECORD OF BOOK RUNNING LEAD MANAGER:** The BRLM associated with the Issue has handled 63 Public Issues in the past three years, out of which 2 issue was closed below the Issue/ Offer Price on listing date

Name of BRLM	Total Issue		Issue closed below IPO Price on listing date
	Mainboard	SME	
Hem Securities Limited	2	61	2 (SME)

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>Hem Securities</b>		
<b>HEM SECURITIES LIMITED</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-49060000 <b>Email:</b> ib@hemsecurities.com <b>Investor Grievance Email:</b> redressal@hemsecurities.com <b>Website:</b> www.hemsecurities.com <b>Contact Person:</b> Ravi Kumar Gupta <b>SEBI Reg. No.:</b> INM000010981 <b>CIN:</b> U67120RJ1995PLC010390	<b>CAMEO CORPORATE SERVICES LIMITED</b> <b>Address:</b> Subramanian Building", No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India <b>Tel No.:</b> +91 44 4002 0700 <b>Email:</b> ipo@cameoindia.com <b>Website:</b> www.cameoindia.com <b>Contact Person:</b> Ms. K. Sreepriya <b>Designation:</b> Executive Vice President and Company Secretary <b>SEBI Registration Number:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613	<b>Deepika N Bhandiwad</b> <b>PRO FX TECH LIMITED</b> <b>Address:</b> Dynamic House,64, Church Street, Mahatma Gandhi Road, Bangalore North, Bangalore, Karnataka, India, 560001 <b>Tel. No.:</b> 080-43718978; <b>E-mail:</b> cs@profx.com; <b>Website:</b> www.profx.com <b>CIN:</b> U51500KA2006PLC040879  Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related grievances including non-receipt of letters of allotment, non-credit of allotted equity shares in the respective beneficiary account, non-receipt of refund orders or non- receipt of funds by electronic mode, etc. For all issue related queries and for redressal of complaints investors may also write to the BRLMS.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of the Company at <https://profx.com/offer-document/> the website of the BRLM to the Issue at [www.hemsecurities.com](http://www.hemsecurities.com), the website of NSE at [www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](http://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) respectively.

**AVAILABILITY OF THE ABRIDGED PROSPECTUS:** A copy of the abridged prospectus shall be available on the website of the Company, BRLM and NSE at <https://profx.com/offer-document/>, [www.hemsecurities.com](http://www.hemsecurities.com) and [www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](http://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer), respectively.

**SYNDICATE MEMBER:** Hem Finlease Private Limited

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: PRO FX Tech Limited, Telephone: +91 8041122539; BRLM: Hem Securities Limited, Telephone: +91-22-4906 0000 and the Syndicate Members: Hem Finlease Private Limited, Telephone: +91-141-4051000 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

**BANKER TO THE ISSUE/ ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK:** Kotak Mahindra Bank Limited.

**UPI:** UPI Bidders can also Bid through UPI Mechanism.

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

**Place:** June 19, 2025

**Date:** Bangalore

On behalf of Board of Directors  
**PRO FX Tech Limited**  
**Sd/-**  
**Deepika N Bhandiwad**  
**Company Secretary and Compliance Officer**

**Disclaimer-** PRO FX Tech Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares the Red Herring Prospectus dated June 19, 2025 has been filed with the Registrar of Companies, Bangalore, Karnataka, and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of NSE Emerge at [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) and is available on the websites of the BRLM at [www.hemsecurities.com](http://www.hemsecurities.com). Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled ***"Risk Factors"*** beginning on page 24 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the ***"Securities Act"***) or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in "offshore transactions" in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.

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