July 30, 2026

To,
BSE Limited
25th Floor, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 531637

Dear Sirs,

Sub. : Notice of Extra-Ordinary General Meeting of Praveg Limited ("the Company")

This is to inform that the Extra-Ordinary General Meeting ("EGM") of the Company will be held on **Friday, August 21, 2026 at 11:30 a.m**. through Video Conferencing / Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of the EGM is also uploaded on the Company's website and can be accessed at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Notice_of_Extra_Ordinary_General_Meeting_EGM.pdf.

We would further like to inform that the Company has fixed Friday, August 14, 2026 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the business to be transacted as per the Notice of the EGM and to attend the EGM.

You are requested to take the same on your records.

Thanking you,

Yours Faithfully,
For Praveg Limited

MUKESHKUMAR SOHANRAM CHAUDHARY
Digitally signed by MUKESHKUMAR SOHANRAM CHAUDHARY
DN: c=IN, o=Personal, title=0179, pseudonym=19B22620E5E3B278960A98DB68CD8BC9, 2.5.4.20=599ec2dd025c4cde7c5a7544d5a48d828c79e81c7971e461c6aa18f71b5e42d1, postalCode=382480, st=Gujarat, serialNumber=1912E6F5F942D0CBC7FE05D21BE0516F43B6A5D4A89A3A1457522D1BBCB252E6, cn=MUKESHKUMAR SOHANRAM CHAUDHARY
Date: 2026.07.30 19:23:47 +05'30'

Mukesh Chaudhary
Company Secretary &
Compliance Officer

Encl.: As Above

PRAVEG

Hotels • Rezorts • Tents

PRAVEG LIMITED

CIN: L24231GJ1995PLC024809

Regd. Office: 18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380059

Website: www.dizcoverpraveg.com | Email: cs@praveg.com | Phone: +917927496737

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to the Shareholders (the "**Shareholders**" or the "**Members**") of Praveg Limited ("**Company**") that an Extra-Ordinary General Meeting ("**EGM**") of the Company will be held on **Friday, August 21, 2026** at **11:30 a.m. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the businesses mentioned herewith.

SPECIAL BUSINESSES

1. To approve amendments to Loan Agreements

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and in continuation of the approval accorded by the Members through Postal Ballot on May 2, 2025, in relation to the Loan Agreement executed on May 7, 2025 between the Company and Jhaveri Credits and Capital Limited, a member of the Promoter Group, consent of the Members be and is hereby accorded to approve the Supplementary Agreement to the Loan Agreement, as approved by the Board of Directors at its meeting held on July 13, 2026, inter alia, providing for the inclusion of provisions enabling conversion of the outstanding Unsecured Inter Corporate Loan (hereinafter referred as "Loan"), in whole or in part, into equity shares of the Company, subject to applicable laws and upon such terms and conditions as set out therein.

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, agreements, writings and instruments, and take all such steps as may be considered necessary, expedient or desirable for giving effect to this Resolution, including filing of necessary forms, applications and returns with the statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further approval of the Members."

2. To approve the issuance of equity shares to promoter and promoters group on conversion of existing Unsecured Inter Corporate Loan

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupee 10.00 each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 8,33,700 (Eight Lakh Thirty-Three Thousand Seven Hundred Only) Equity Shares of face value of Rupees 10/- (Rupees Ten only) each fully paid up, to persons belonging to Promoter and Promoter Group, towards conversion of outstanding Unsecured Inter Corporate Loan (hereinafter referred as "Loan") into equity shares to the extent of Rupees 22,92,67,500/- (Rupees Twenty Two Crores Ninety two Lakhs Sixty Seven Thousand Five Hundred Only), at an issue price of Rupees 275/- (Rupees Two Hundred Seventy Five Only) inclusive of Securities Premium of Rupees 265/- (Rupees Two Hundred Sixty Five Only) per Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following entity ("Proposed Allottee"):

Sr. No.	Name of Proposed Allottee	Category of Allottee	No. of Shares proposed to be allotted
1.	Jhaveri Credits and Capital Limited	Body Corporate - Promoter Group	8,33,700

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Wednesday, July 22, 2026 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e. Friday, August 21, 2026;

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

a) The outstanding loan extended by the proposed allottee to the Company shall be adjusted towards the subscription and allotment of equity shares, meaning thereby that the consideration payable by the proposed allottee for the equity shares shall be discharged by way of set-off against the outstanding loan, and upon allotment of the equity shares, the outstanding loan shall, to the extent of the consideration of the equity shares so allotted, be deemed to have been fully satisfied, discharged and extinguished.

b) The Equity Shares to be allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company bearing ISIN: INE722B01019 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.

d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members.

Provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.**”**

3. **Issuance of Warrants Convertible into Equity Shares of the Company on a Preferential Basis**

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2018, as amended ('ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('LODR Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any of its committees duly constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 11,00,000 (Eleven Lakhs Only) warrants, at a price of Rupees 275.00/- (Rupees Two Hundred Seventy Five Only) (including the warrant subscription price and the warrant exercise price) each payable in cash ('Warrants Issue Price'), aggregating to Rupees 30,25,00,000.00 (Rupees Thirty Crores Twenty Five Lakhs Only) ('Total Issue Size'), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rupees 10.00/- each in one or more tranches on preferential basis ("Preferential Issue") to the Proposed Allottees as stated herein below ('Allottees'), by way of preferential issue on a private placement basis, in accordance with the terms of the Warrants, as set out herein, subject to applicable law and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants proposed to be allotted
1	Harsh Vishnubhai Patel	Individual Promoter Group	300,000
2	Nupur Vishnubhai Patel	Individual Promoter Group	300,000
3	Zalak Harsh Patel	Individual Promoter Group	300,000
4	Kamlaben Vitthalbhai Patel	Individual Promoter Group	200,000
Total			**11,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Wednesday, July 22, 2026 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e. Friday, August 21, 2026;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of warrants and allotment of equity shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

b) Minimum amount of Rupees 68.75/- (Rupees Sixty-eight and Seventy Five Paise Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rupees 206.25/- (Rupees Two Hundred Six and Twenty Five Paise Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

c) The Warrants shall not carry any voting rights until they are converted into equity shares.

d) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of 75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

e) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

f) Warrants and resultant equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

g) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

h) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

i) The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Allottees in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Allottees be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the

Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchange for obtaining in-principle approval, filing requisite documents with the MCA, Stock Exchanges and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

By order of the Board of Directors

Date : July 30, 2026
Place : Ahmedabad

Vishnukumar Patel
Chairman and Managing Director

Regd. Office: 18th Floor, Westport, Opp. Montecristo Banquet,
Sindhu Bhawan Road, Thaltej, Ahmedabad - 380059
CIN: L24231GJ1995PLC024809 | Website: www.dizcoverpraveg.com
Email: cs@praveg.com | Phone: +91 79 2749 6737

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder", and General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

   The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.dizcoverpraveg.com. The deemed venue for the EGM shall be the Registered Office of the Company.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM is annexed hereto.

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at cs@praveg.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

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

6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.dizcoverpraveg.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

8. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.

9. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@praveg.com on or before August 14, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

    (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to cs@praveg.com.

    (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@praveg.com.

    (c) Alternatively member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

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

    (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited (RTA), having its office at 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 and email id mcsstaahmd@gmail.com, by following the due procedure.

    (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

13. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EXTRA ORDINARY GENERAL MEETING THROUGH VC/OAVM:**

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, August 14, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, August 14, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

iv. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Tuesday, August 18, 2026 and will end on 05:00 P.M. on Thursday, August 20, 2026. In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, August 14, 2026.

vii. The Company has appointed M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900) to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Tuesday, August 18, 2026 and will end on 5:00 P.M. on Thursday, August 20, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 14, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Friday, August 14, 2026.

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

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

Step 1: Access to NSDL e-voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID8-digit Client Id PAN No. Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting B. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section this will prompt you to enter your existing User ID and Password. After successful authentication you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. C. If you are not registered for IDeAS e-Services option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp D. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL) Password/OTP and a Verification Code as shown on the screen. After successful authentication you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. E. Shareholders/Members can also download NSDL Mobile App "NSDL Speede"

Type of shareholders	Login Method
	facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	A. Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. C. If the user is not registered for Easi/Easiest option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. D. Alternatively the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in you will be able to see e-Voting option. Click on e-Voting option you will be redirected to NSDL/CDSL Depository site after successful authentication wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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

D. Your User ID details are given below:

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

E. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

F. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

H. Now, you will have to click on "Login" button.

I. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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

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

5) Upon confirmation, the message "Vote cast successfully" will be displayed.

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

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

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

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No. Name of shareholder scanned copy of the share certificate (front and back) PAN (self-attested scanned copy of PAN card) AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@praveg.com.

2. In case shares are held in demat mode please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID) Name client master or copy of Consolidated Account statement PAN (self-attested scanned copy of PAN card) AADHAAR (self-attested scanned copy of Aadhaar Card) to cs@praveg.com. If you are an Individual shareholder holding securities in demat mode you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

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

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through e-Voting system in the EGM.

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

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

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

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

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

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

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

CONTACT DETAILS

Company	**PRAVEG LIMITED** 18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380059 Website: www.dizcoverpraveg.com; Email: cs@praveg.com; Phone: +91 79 2749 6737
Registrar and Transfer Agent	**MCS Share Transfer Agent Limited** 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009 Contact : +91 7926580461 / 62 / 63; Email: mcsstaahmd@gmail.com

E-Voting Agency & VC / OAVM	**NATIONAL SECURITIES DEPOSITORY LIMITED** Email: evoting@nsdl.com; NSDL help desk: 022 - 4886 7000
Scrutinizer	**M/s. ALAP & CO. LLP** Practicing Company Secretaries Mr. Anand S Lavingia **Email:** csanandlavingia@gmail.com; **Tel No.:** +91 79 3578 9144

Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended (‘Act’) and Secretarial Standard - II on General Meeting

Item No. 1: To approve amendments to Loan Agreements: SPECIAL RESOLUTION

The Members of the Company had, through Postal Ballot on May 2, 2025, approved the acceptance of an Unsecured Inter Corporate Loan (herein after referred as “Loan”) from Jhaveri Credits and Capital Limited, a member of the Promoter Group of the Company. Pursuant to the said approval, the Company entered into a Loan Agreement dated May 7, 2025 with Jhaveri Credits and Capital Limited.

In order to provide greater financial flexibility and facilitate efficient capital management, the Board of Directors of the Company, at its meeting held on July 13, 2026, approved the execution of a Supplementary Agreement to the said Loan Agreement.

The Supplementary Agreement, inter alia, seeks to incorporate an enabling provision permitting the conversion of the outstanding loan, in whole or in part, into equity shares of the Company, subject to compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other statutory or regulatory approvals as may be required.

The Board believes that the proposed amendment is in the best interests of the Company as it provides additional financial flexibility, enables optimization of the Company's capital structure, and provides an option to strengthen the Company's net worth by converting debt into equity, if considered appropriate in the future.

The Supplementary Agreement shall be available for inspection by the Members during business hours on all working days at the Registered Office of the Company and shall also be made available for inspection electronically up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their respective shareholding, if any, in the Company, is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

Item No. 2 : To approve the issuance of equity shares to promoter and promoters group on conversion of existing Unsecured Inter Corporate Loan : SPECIAL RESOLUTION

The Company had entered into a Loan Agreement dated May 7, 2025 with Jhaveri Credits and Capital Limited, a member of the Promoter Group of the Company, pursuant to the approval accorded by the Members through Postal Ballot on May 2, 2025, for availing an Unsecured Inter Corporate Loan (hereinafter referred as “Loan”) to meet its business and working capital requirements.

With a view to optimizing the capital structure of the Company, strengthening its net worth and reducing its debt obligations, the Company executed a Supplementary Agreement to the Loan Agreement on July 13, 2026, inter alia, incorporating an enabling provision for the conversion of the outstanding loan, in whole or in part, into fully paid-up equity shares of the Company, subject to applicable laws and necessary approvals. Thereafter, the Board of Directors of the Company, at its meeting held on July 22, 2026, approved the conversion of the outstanding loan, in whole or in part, into fully paid-up equity shares of the Company, subject to the approval of the Members and receipt of such statutory, regulatory and stock exchange approvals as may be required.

Accordingly, the approval of the Members is sought under Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, for the issue and allotment of equity shares on preferential basis to Jhaveri Credits and Capital Limited upon conversion of the outstanding loan.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;

2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. None of the Promoters and Directors of the Company are fugitive economic offender.

7. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

8. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.

9. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Wednesday, July 22, 2026.

10. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

11. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EGM seeking shareholders' approval by way of Special Resolutions.

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

A. Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on July 22, 2026, subject to the approval of the Members of the Company and such other regulatory / governmental approvals, as may be required, have approved to issue, offer and allot, in one or more tranches, up to 833700 fully paid up equity shares of the Company having face value of Rupees 10/- each by conversion of existing outstanding loan into equity shares by way of preferential issue on private placement basis (‘Preferential Allotment’).

B. Kinds of securities offered and the price at which security is being offered:

Upto 833700 (Eight Lakhs Thirty Three Thousand Seven Hundred only) Equity Shares of face value of Rupees 10.00 each, at an issue price of Rupees 275.00 per Equity Share (Including premium of Rupees 265.00 per Equity share), aggregating to 22,92,67,500.00 (Rupees Twenty Two Crore Ninety Two Lakh Sixty Seven Thousand Five Hundred Only), by conversion of existing outstanding loan into equity shares by way of preferential issue on private placement basis ('Preferential Allotment').

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

The Equity Shares of Company are listed on BSE Limited, for a period of more than 90 trading days as on the relevant date i.e., July 22, 2026 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

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

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

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

a. the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
b. the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

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

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, pursuant to Regulation 166A of SEBI ICDR Regulations, in case the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

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

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

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated July 22, 2026 from Mr. Sagar Shah, an Independent Registered Valuer having its office at 405, Interstellar, Sindhu Bhavan Road, Near Baghban Circle, Ahmedabad - 380059, Gujarat and Registration No: IBBI/RV/06/2020/13744 and the copy of the same has been hosted on the website of the Company which can be accessed at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Praveg_Valuation_Report_Executed.pdf under Investor Relations tab.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) read with Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 266.00/-.

Moreover, the Company has also obtained Pricing Certificate dated July 22, 2026 from M/s. ALAP & Co. LLP, Practicing Company Secretary having his office at 415-416, 4th Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India and the copy of the same has been hosted on the website of the Company which can be accessed at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Pricing_Certificate_22.pdf Investor Relations tab.

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

The Allotment is proposed to be made on preferential basis by way of conversion of outstanding loan into equity shares on the basis of price arrived as per the valuation report of registered valuer.

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

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price Rupees 275.00 (Rupees Two Hundred Seventy Five Only) per equity share (including premium of Rupees 265.00 per Equity shares), being issue price higher than the issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

F. The Objects of the issue through preferential offer:

Your Company has availed financial assistance from Jhaveri Credits and Capital Limited, a member of the promoter group as Loan. As on date of this notice the Company has an outstanding loan of Rupees 22,92,68,745/- from Jhaveri Credits and Capital Limited. The Company has been requested to convert the said Unsecured Loan into Equity Shares of the company. Therefore, the said transaction is that of conversion of Loan into equity shares and no fresh amount is being raised under the Preferential Issue.

Allocation of Preferential Issue funds

Out of the total outstanding Loan as stated above, the following amounts of Loan shall be converted into Equity shares as detailed hereunder:

Name of Lender (Allottee)	No. of equity shares to be allotted	Price per equity share (Rupees)	Amount of Unsecured Loan to be converted (Rupees)
Jhaveri Credits and Capital Limited	833700	275.00	22,92,67,500.00

The Company has utilized the Loan which is proposed to be converted into Equity shares as above, in working capital requirements of the company, in order to propel the growth of the Company and expansion of the business operations of the company. The above utilization of proceeds of preferential issue of Securities has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares which they intent to do so.

Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of Unsecured Loan of into equity shares and no fresh amount is being raised under the Preferential Issue. This will enhance the permanent capital base, improve the net worth and cash flows of the Company by reducing the interest liability of the Company.

Interim Use of Proceeds

Not applicable as the said issue is pursuant to conversion of loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

Appraisal and Monitoring Agency

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 100 Crores and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

G. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued is 833700 Equity Shares having face value of Rupees 10.00 each.

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

Since the above transaction is that of conversion of Loan into equity shares, therefore, no fresh amount is raised.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Only the following Promoter and Promoter Group have conveyed in writing to the Company to subscribe to the Equity Shares of the Company on a preferential basis by conversion of the loans given by them.

Sr. No.	Name of the Allottee	No. of Equity Shares	Category
1.	Jhaveri credits and Capital Limited	833700	Promoter Group

Moreover, few persons belonging to Promoter Group are contributing to the objects by way of subscribing to warrants as per Item No. 3

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

The allotment is proposed to be made to the body corporate - promoter group.

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

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

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

The shareholding pattern before and after the Preferential Issue offer would be as under:

Sl. No	Category of Shareholder(s)	Pre-Issue(1)(2)		Post Preferential Issue Equity on loan conversion(2)(3)		Post Preferential Issue Warrants(2)(3)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A.	**Promoters & Promoter Group**						
1	Indian						
a)	Individuals / Hindu Undivided Family	12015825	45.95	12015825	44.53	13115825	46.70
b)	Bodies Corporate	56469	0.22	890169	3.30	890169	3.17
	Sub-Total (A)(1)	12072294	46.17	12905994	47.83	14005994	49.87
2	Foreign						
a)	Individuals	0	0.00	0	0.00	0	0.00
b)	Bodies Corporate	0	0.00	0	0.00	0	0.00
	Sub-Total (A)(2)	0	0.00	0	0.00	0	0.00
	Total Shareholding of Promoters & Promoter Group (A)= (A)(1)+(A)(2)	**12072294**	**46.17**	**12905994**	**47.83**	**14005994**	**49.87**
B.	**Non-Promoters Holding (Public Shareholding)**						
1	Institutions						
a)	Bank	7,400	0.03	7,400	0.03	7,400	0.03
b)	Mutual Funds	0	0.00	0	0.00	0	0.00
c)	Foreign Portfolio Investors Cat I	437841	1.67	437841	1.62	437841	1.56
d)	Foreign Portfolio Investors Cat II	40494	0.15	40494	0.15	40494	0.14
e)	Insurance Companies	0	0.00	0	0.00	0	0.00
f)	AIFs	991651	3.79	991651	3.67	991651	3.53
	Sub-Total (B) (1)	1477386	5.65	1477386	5.48	1477386	5.26
2	Central Government / State Government(s) / President of India	0	0.00	0	0.00	0	0.00
	Sub-Total (B) (2)	0	0.00	0	0.00	0	0.00
3	Non-institutions						
a)	Individuals:						
i.	Individual shareholders holding nominal share capital up to	6169381	23.59	6169381	22.86	6169381	21.97

	Rupees 2 lakh						
ii.	Individual shareholders holding nominal share capital in excess of Rupees 2 lakh	2982385	11.40	2982385	11.05	2982385	10.62
b)	Directors and their relatives (excluding independent directors and nominee directors)	14588	0.06	14588	0.05	14588	0.05
c)	Non-Resident Indian	1120581	4.29	1120581	4.15	1120581	3.99
d)	Any Other (Specify)						
i.	Bodies Corporate	1664773	6.37	1664773	6.17	1664773	5.93
ii.	Independent Director or his relatives	700	0.00	700	0.00	700	0.00
iii.	Hindu Undivided Families	488227	1.87	488227	1.81	488227	1.74
iv.	Trusts	74074	0.28	74074	0.27	74074	0.26
v.	Clearing Members	76306	0.29	76306	0.28	76306	0.27
vi.	ESOP or ESOS or ESPS	9481	0.04	9481	0.04	9481	0.03
	Sub-Total (B) (3)	12600496	48.19	12600496	46.70	12600496	44.87
	Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**14077882**	**53.83**	**14077882**	**52.17**	**14077882**	**50.13**
C.	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0.00	0	0.00
	Sub Total (C)	0	0.00	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	**26150176**	**100.00**	**26983876**	**100.00**	**28083876**	**100.00**

Note:

1) *The Pre Issue Shareholding Patterns is as on July 17, 2026.*

2) *The pre-issue and post-issue shareholding pattern has been prepared on a fully diluted basis, after giving effect to the proposed issue and assuming the exercise of all 9,481 outstanding Employee Stock Options (ESOPs), which are convertible into an equivalent number of Equity Shares of the Company, in accordance with the terms of the applicable ESOP Scheme.*

3) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares and / or warrants which they intent to do so and on fully diluted basis and the pre-issue share holding pattern continue to be the same. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares or warrants, the shareholding pattern in the above table would undergo corresponding changes. Moreover, it is presumed that all the warrants subscribed will be converted into equity shares.*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.*

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottee	Category	Ultimate Beneficial Owner
1.	Jhaveri Credits and Capital Limited	Promoter Group	Since Jhaveri Credits and Capital

		Non-Institutional - Body corporate	Limited is a listed company no further disclosure required, pursuant to Regulation 163(1)(f) of the SEBI ICDR Regulations.

N. The percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of Shareholders	Category	Post Issue – Equity*		Post Issue – Equity*	
			No. of Shares	%	No. of Shares	%
1.	Jhaveri Credits and Capital Limited	Promoter Group Non-Institutional - Body corporate	56469	0.22	890169	3.17

** The post issue shareholding and percentage in the above table has been prepared assuming full allotment of 833700 equity shares by way of conversion of unsecured loan into equity shares. The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding and percentage in the above table would undergo corresponding changes.*

O. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1.	Jhaveri Credits and Capital Limited	Promoter Group Non-Institutional - Body corporate	Promoter Group Non-Institutional - Body corporate

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

There shall be no change in the management or control of the Company pursuant to the issue of equity shares on preferential basis.

Q. Principle terms of assets charged as securities:

Not Applicable.

R. Relevant Date:

The relevant date for the purpose of pricing of Equity Shares shall be Wednesday, July 22, 2026, being the day 30 days prior to the date of passing of resolution at General Meeting (i.e. Friday, August 21, 2026).

S. Undertaking:

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

T. Practicing Company Secretary's Certificate:

The certificate from M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900) having their office at 415-416, 4th Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India, certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Pricing_Certificate_22.pdf Investor Relations tab.

U. Lock in Period:

The Equity Shares allotted on preferential basis to the Promoters and Promoter Group shall be locked-in in terms of provisions of Regulations 167 of SEBI (ICDR) Regulations. Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

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

The Company has not allotted any equity shares during the F.Y. 2025-26 and F.Y. 2026-27 (till the date of this notice).

W. Listing:

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

X. Material terms of raising such securities:

All material terms have been set out above.

Y. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

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

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

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

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

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

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

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

Item No. 3: Issuance of Warrants Convertible into Equity Shares of the Company on a Preferential Basis

The Company needs to raise additional funds to strengthen its balance sheet. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated July 22, 2026 have proposed to create, offer, issue and allot up to 11,00,000 (Eleven Lakh Only) Fully Convertible Equity Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (one) fully paid- up equity share of the Company having face value of Rupee 10.00 (Rupees Ten Only) ("**Equity Share**") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rupees 275.00 (Rupees Two Hundred Seventy Five only) each to be payable in cash ("**Warrant Issue Price**"), aggregating up to Rupees 30,25,00,000.00 (Rupees Thirty Crore Twenty Five Lakh only) ("Total Issue Size") on a preferential basis to the persons other than the Promoters & Promoter Group (**"Warrant Holder(s)"** / **"Proposed Allottee(s)"**), on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupee 10.00 each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allotees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;

2. All the existing equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. None of the Promoters and Directors of the Company are fugitive economic offender.

6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.

8. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Wednesday, July 22, 2026.

9. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

10. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EGM seeking shareholders' approval by way of Special Resolutions.

11. The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below;

    a. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;

    b. In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Wednesday, July 22, 2026;

    c. In accordance with the applicable provisions of the SEBI (ICDR) Regulations, an amount equal to 25% ("Warrant Subscription Price") of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company as upfront payment at the time of subscription and allotment of each Warrant ("Warrant Subscription Price");

    d. The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment of balance 75% ("Warrant Exercise Price") of the Warrants Issue Price in respect of each Warrant proposed to be converted by the Warrant Holder;

    e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

    f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Wednesday, July 22, 2026. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

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

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 11,00,000 (Eleven Lakhs Only) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupee 10.00 (Rupee Ten only), on a preferential basis ("Preferential Issue"), to the Promoters & Promoter Group ("Warrant Holder(s)" / "Proposed Allottee(s)"), at price of Rupees 275.00 per Warrant, payable in cash, being issue price higher than the issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on Wednesday, July 22, 2026.

B. Kinds of securities offered and the price at which security is being offered:

Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rupee 10.00 (Rupee Ten only), on a preferential basis ("Preferential Issue"), to the Proposed Allottees, at price of Rupees 275.00 per Warrant, being issue price higher than the issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

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

The Equity Shares of Company are listed on BSE Limited, for a period of more than 90 trading days as on the relevant date i.e., July 22, 2026 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

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

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

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

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

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

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, pursuant to Regulation 166A of SEBI ICDR Regulations, in case the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

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

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

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated July 22, 2026 from Mr. Sagar Shah, an Independent Registered Valuer having its office at 405, Interstellar, Sindhu Bhavan Road, Near Baghban Circle, Ahmedabad - 380059, Gujarat and Registration No: IBBI/RV/06/2020/13744 and the copy of the same has been hosted on the website of the Company which can be accessed at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Praveg_Valuation_Report_Executed.pdf under Investor Relations tab.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) read with Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 266.00/-.

Moreover, the Company has also obtained Pricing Certificate dated July 22, 2026 from M/s. ALAP & Co. LLP, Practicing Company Secretary having his office at 415-416, 4th Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India and the copy of the same has been hosted on the website of the Company which can be accessed at at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Pricing_Certificate_22.pdf Investor Relations tab.

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

Not Applicable since the allotment of Warrants and resultant equity shares under the Preferential Issue is for cash consideration.

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

There shall be no price band. All the Warrants under this preferential issue shall be made at an issue price Rupees 275.00 per Warrant, being issue price higher than the issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

F. The Objects of the issue through preferential offer:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the Working Capital Requirements. The Company proposes to utilise the funds to meet its working capital requirements arising in the ordinary course of business. This includes expenses towards employee salaries, operational costs, procurement of raw materials, vendor and service provider payments. The funds will also be used for marketing, logistics, rent, insurance, statutory and compliance costs, as well as advances and deposits required for smooth business operations. ("Working Capital Requirements").

Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rupees in Lakh)	% of Amount raised through Preferential issue of equity Share	Commencement Date	Schedule of Deployment	
					2026-27 (Rupees in Lakh)	2027-28 (Rupees in Lakh)
1.	Working Capital Requirements	3025.00	100.00	The date of allotment of shares pursuant to the proposed preferential issue ("**Commencement Date**")	756.25	2268.75

Appraisal and Monitoring Agency

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rupees 100 Crores and the size of this Issue is below Rupees 100 Crores, our Company has not appointed any monitoring agency for this Issue.

G. The total number of Warrants to be issued:

The total number of Warrants proposed to be issued is 1100000 Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rupees 10.00 each.

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

Considering, issue price as Rupees 275.00 per Warrant, the Company intends to raise total sum of Rupees 30,25,00,000.00.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Only the following Promoter and Promoter Group are intending to subscribe offer:

Sr. No.	Name of the Allottees	No. of warrants	Category
1.	Harsh Vishnubhai Patel	300000	Promoter Group
2.	Nupur Vishnubhai Patel	300000	Promoter Group
3.	Zalak Harsh Patel	300000	Promoter Group
4.	Kamlaben Vitthalbhai Patel	200000	Promoter Group

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

The allotment is proposed to be made to the promoter and promoter group.

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

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

The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees.

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

The shareholding pattern before and after the Preferential Issue offer would be as under:

Sl. No	Category of Shareholder(s)	Pre-Issue(1)(2)		Post Preferential Issue Equity on loan conversion(2)(3)		Post Preferential Issue Warrants(2)(3)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A.	**Promoters & Promoter Group**						
1	Indian						
a)	Individuals / Hindu Undivided Family	12015825	45.95	12015825	44.53	13115825	46.70
b)	Bodies Corporate	56469	0.22	890169	3.30	890169	3.17
	Sub-Total (A)(1)	12072294	46.17	12905994	47.83	14005994	49.87
2	Foreign						
a)	Individuals	0	0.00	0	0.00	0	0.00
b)	Bodies Corporate	0	0.00	0	0.00	0	0.00
	Sub-Total (A)(2)	0	0.00	0	0.00	0	0.00
	Total Shareholding of Promoters & Promoter Group (A)= (A)(1)+(A)(2)	**12072294**	**46.17**	**12905994**	**47.83**	**14005994**	**49.87**

B.	**Non-Promoters Holding (Public Shareholding)**						
1	Institutions						
a)	Bank	7,400	0.03	7,400	0.03	7,400	0.03
b)	Mutual Funds	0	0.00	0	0.00	0	0.00
c)	Foreign Portfolio Investors Cat I	437841	1.67	437841	1.62	437841	1.56
d)	Foreign Portfolio Investors Cat II	40494	0.15	40494	0.15	40494	0.14
e)	Insurance Companies	0	0.00	0	0.00	0	0.00
f)	AIFs	991651	3.79	991651	3.67	991651	3.53
	Sub-Total (B) (1)	1477386	5.65	1477386	5.48	1477386	5.26
2	Central Government / State Government(s) / President of India	0	0.00	0	0.00	0	0.00
	Sub-Total (B) (2)	0	0.00	0	0.00	0	0.00
3	Non-institutions						
a)	Individuals:						
i.	Individual shareholders holding nominal share capital up to Rupees 2 lakh	6169381	23.59	6169381	22.86	6169381	21.97
ii.	Individual shareholders holding nominal share capital in excess of Rupees 2 lakh	2982385	11.40	2982385	11.05	2982385	10.62
b)	Directors and their relatives (excluding independent directors and nominee directors)	14588	0.06	14588	0.05	14588	0.05
c)	Non-Resident Indian	1120581	4.29	1120581	4.15	1120581	3.99
d)	Any Other (Specify)						
i.	Bodies Corporate	1664773	6.37	1664773	6.17	1664773	5.93
ii.	Independent Director or his relatives	700	0.00	700	0.00	700	0.00
iii.	Hindu Undivided Families	488227	1.87	488227	1.81	488227	1.74
iv.	Trusts	74074	0.28	74074	0.27	74074	0.26
v.	Clearing Members	76306	0.29	76306	0.28	76306	0.27
vi.	ESOP or ESOS or ESPS	9481	0.04	9481	0.04	9481	0.03
	Sub-Total (B) (3)	12600496	48.19	12600496	46.70	12600496	44.87
	Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**14077882**	**53.83**	**14077882**	**52.17**	**14077882**	**50.13**
C.	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0.00	0	0.00
	Sub Total (C)	0	0.00	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	**26150176**	**100.00**	**26983876**	**100.00**	**28083876**	**100.00**

Note:

1) *The Pre Issue Shareholding Patterns is as on July 17, 2026.*

2) *The pre-issue and post-issue shareholding pattern has been prepared on a fully diluted basis, after giving effect to the proposed issue and assuming the exercise of all 9,481 outstanding Employee Stock Options (ESOPs), which are convertible into an equivalent number of Equity Shares of the Company, in accordance with the terms of the applicable ESOP Scheme.*

3) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares and / or warrants which they intent to do so and on fully diluted basis and the pre-issue share holding pattern continue to be the same. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares or warrants, the shareholding pattern in the above table would undergo corresponding changes. Moreover, it is presumed that all the warrants subscribed will be converted into equity shares.*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.*

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Category	Ultimate Beneficial Owner
1.	Harsh Vishnubhai Patel	Promoter Group - Individual	Self
2.	Nupur Vishnubhai Patel	Promoter Group - Individual	Self
3.	Zalak Harsh Patel	Promoter Group - Individual	Self
4.	Kamlaben Vitthalbhai Patel	Promoter Group - Individual	Self

N. The percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of Shareholders	Category	Post Issue – Equity*		Post Issue – Equity*	
			No. of Shares	%	No. of Shares	%
1.	Harsh Vishnubhai Patel	Promoter Group - Individual	827080	3.16	1127080	4.01
2.	Nupur Vishnubhai Patel	Promoter Group – Individual	0	0.00	300000	1.07
3.	Zalak Harsh Patel	Promoter Group – Individual	3000	0.01	303000	1.08
4.	Kamlaben Vitthalbhai Patel	Promoter Group - Individual	206945	0.79	406945	1.45

** The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) of equity / warrants will subscribe to all the equity / warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) of equity / warrants do not or are unable to subscribe to and/or are not allotted the equity / warrants or resultant equity shares up on conversion of warrants, the shareholding and percentage in the above table would undergo corresponding changes.*

O. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1.	Harsh Vishnubhai Patel	Promoter Group - Individual	Promoter Group - Individual
2.	Nupur Vishnubhai Patel	Promoter Group – Individual	Promoter Group – Individual
3.	Zalak Harsh Patel	Promoter Group – Individual	Promoter Group – Individual
4.	Kamlaben Vitthalbhai Patel	Promoter Group - Individual	Promoter Group - Individual

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

There shall be no change in the management or control of the Company pursuant to the issuance and allotment of the warrants and equity shares in exchange of the Warrants on preferential basis.

Q. Principle terms of assets charged as securities:

Not Applicable.

R. Relevant Date:

The relevant date for the purpose of pricing of Equity Shares shall be Wednesday, July 22, 2026, being the day 30 days prior to the date of passing of resolution at General Meeting (i.e. Friday, August 21, 2026).

S. Undertaking:

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

T. Practicing Company Secretary's Certificate:

The certificate from M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900) having their office at 415-416, 4th Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India, certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at at https://www.dizcoverpraveg.com/Shareholders_Information/3_Other_Filings_with_Stock_Exchange/Pricing_Certificate_22.pdf Investor Relations tab.

U. Lock in Period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

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

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

The Company has not allotted any equity shares during the F.Y. 2025-26 and F.Y. 2026-27 (till the date of this notice).

W. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted pursuant to conversion of Warrants. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

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

Not Applicable.

Y. Material terms of raising such securities:

All material terms have been set out above.

Z. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

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

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

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

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

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

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

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a Special Resolution.

By order of the Board of Directors

Date : July 30, 2026
Place : Ahmedabad

Vishnukumar Patel
Chairman and Managing Director

Regd. Office: 18th Floor, Westport, Opp. Montecristo Banquet,
Sindhu Bhawan Road, Thaltej, Ahmedabad - 380059
CIN: L24231GJ1995PLC024809 | Website: www.dizcoverpraveg.com
Email: cs@praveg.com | Phone: +91 79 2749 6737