



DEV LABTECH VENTURE LIMITED

Registered Office:

SPINE - 232, 2ND FLOOR, SURAT DIAMOND BOURSE, DREAM CITY, KHAJOD, SURAT-395007, GUJARAT (INDIA).

Branch Office:

SURAT: PLOT NO 53 54, 1ST FLOOR, THAKORDWAR SOCIETY, MINI BAZAR, VARACHHA ROAD, SURAT- 395006, GUJARAT (INDIA).

BHAVNAGAR: GF/22-23, PATTANI PLAZA, DAIRY ROAD, NEAR NILAMBAUG CIRCLE, BHAVNAGAR – 364002, GUJARAT (INDIA).

MUMBAI: D 403, GREEN WOODS, ANDHERI KURLA ROAD, CHAKALA, ANDHERI EAST, MUMBAI - 400093, MAHARASHTRA (INDIA).

Mo.: +91-9324485010, +91-9324485012 **Email:** info@devlabtechventure.com **CIN No.:** L36100GJ1993PLC019374

www.devlabtechventure.com

Date: 12/10/2026

To,
The Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001, Maharashtra

Scrip Code: 543848, Scrip ID: DEVLAB (BSE SME), ISIN: INE0NIJ01025

Subject: Notice of Extra Ordinary General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the Notice of Extra Ordinary General Meeting of the Company scheduled to be held on Thursday, 5th November, 2026 at 01.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The same is available on the website of the Company at www.devlabtechventure.com.

Kindly take the above information on record and oblige.

Thanking You.

Yours Faithfully,

For DEV LABTECH VENTURE LIMITED

PANKAJ
VALJIBHA
I PANDAV

Digitally signed by PANKAJ
VALJIBHA I PANDAV
DN: cn=PANKAJ VALJIBHA
I PANDAV, o=DEV LABTECH
VENTURE LIMITED, ou=DEV LABTECH
VENTURE LIMITED, email=pankaj.valjibha@devlabtechventure.com, c=IN

PANKAJ PANDAV

Company Secretary & Compliance Officer
ACS No. 62216

Encl.: As above



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NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the DEV LABTECH VENTURE LIMITED ("Company") will be held on **Thursday, 5th November, 2026 at 1:00 p.m.** (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESSES:

1. Increase in Authorised share capital and amendment in capital clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions, if any, of the Act and the rules made thereunder, Consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 31,00,00,000/- (Rupees Thirty-One Crore) divided into 6,20,00,000 (Six Crore Twenty Lakh) Equity Shares of Rs. 5/- (Rupees Five) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause 5 of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

5. The Share Capital of the Company is 31,00,00,000 Rupees, divided into 6,20,00,000 Equity Shares of 5 Rupees each.

RESOLVED FURTHER THAT any Directors or KMP of the Company be and are hereby jointly and/or severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company as may be required to comply with all formalities in this regard.

2. To Issue Convertible Warrants on a Preferential Issue 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 provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and the rules, regulations, notifications and circulars issued thereunder



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and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the stock exchange where the equity shares of the Company are listed ("Stock Exchange"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with 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 from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment cum private placement, upto 1,37,00,000 (One Crore Thirty-Seven Lakh) Convertible Warrants at a price of Rs. 13/- (Rupees Thirteen) each, convertible into 1,37,00,000 (One Crore Thirty-Seven Lakh) Equity Share of Face Value of Rs. 5/- (Rupees Five) each and premium of Rs. 8/- (Rupees Eight), aggregating Rs. 17,81,00,000/- (Rupees Seventeen Crore Eighty One Lakh), for cash to Promoter/Promoter Group and Non- Promoters of the Company on Preferential basis and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members to the following persons as mentioned below and, on such terms, and conditions as follows:

Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Promoter Group or Non-Promoter)	No. of Warrants Proposed to be issued
1	Donda Jerambhai Lavjibhai	Promoter	27,00,000
2	Donda Labhuben Jerambhai	Promoter	27,00,000
3	Jaykumar J Donda	Promoter	26,96,000
4	Donda Jerambhai Lavjibhai HUF	Promoter Group	26,96,000
5	Vanrajsinh Boghubha Sarvaiya	Non- Promoter	14,16,000
6	Rajendrasinh Hathisinh Sarvaiya	Non- Promoter	14,16,000
7	Sachin Madhusudan Chhatre	Non- Promoter	76,000
	Total	-	1,37,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is 6th October, 2026, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting (EGM) to be held to consider the special resolution of the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- (i) Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable.



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- (ii) An amount equivalent to 25% of the issue price will be payable at the time of subscription of Convertible Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance 75% of the issue price of Convertible Warrants shall be payable by the warrant holder(s) at the time of exercising conversion of warrants into Equity Shares.
- (iii) The warrant holder(s) shall be entitled to exercise the conversion option in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the warrant holders.
- (iv) The Equity Shares to be allotted on exercise of conversion option shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company.
- (v) In the event the warrant holder(s) does not exercise the Conversion option within Eighteen (18) months from the date of allotment of the warrants, then such Conversion option shall lapse and the amount paid shall stand forfeited by the Company.
- (vi) The warrants 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 warrants 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.
- (vii) The Equity Shares arising from the exercise of conversion of the warrants will be listed on Stock Exchange where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- (viii) The Equity Shares issued pursuant to the exercise of conversion of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- (ix) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (x) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

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



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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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 Convertible Warrants into Equity shares and allotment of Equity shares on conversion of warrants convertible into 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 for the purpose of giving effect to the above resolutions, any Directors or KMP of the Company be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the relevant authorities for obtaining requisite approvals etc. for the issuance of convertible warrants, as may be required, issuing clarifications on the issue and allotment of convertible warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any relevant authority, including agreeing to and accepting all such condition(s), modification(s) and alteration(s) as may be stipulated by the relevant authorities.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
For DEV LABTECH VENTURE LIMITED

Place: Surat
Date: 07/10/2026

PANKAJ PANDAV
Company Secretary and Compliance Officer
ACS No.: 62216

REGISTERED OFFICE

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Dream City, Khajod, Surat-395007, Gujarat.



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NOTES:

1. The Extra Ordinary General Meeting (EGM) of the company shall be through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) through various circulars. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Since this EGM is being held through VC/OAVM, pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not required to annex to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 1 & 2 of the Notice, is annexed hereto.
4. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the EGM.
5. Members are requested to intimate to the Company’s Registrar & Share Transfer Agent M/s. MUFG Intime India Private Limited, C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra and their Depository Participant (DP), changes, if any, in their registered addresses and their E-mail ID at an early date. Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
6. SEBI vide its circular dated 31st July, 2023, introduced an Online Dispute Resolution Portal (ODR Portal) for resolving disputes of the investors in the Indian Securities Market. The ODR Portal integrates time bound online conciliation and arbitration methods to facilitate dispute resolution effectively. Investors are encouraged to initially address their concerns with market participants and may escalate to the Company through the SEBI SCORES guidelines, if not satisfied with the resolution provided earlier. If they remain unsatisfied with the resolutions exhausting all options, they have the opportunity to seek resolution through the ODR Portal. The ODR Portal is available only when complaint is not under consideration with market participants or the Company or pending before the judicial or quasi-judicial body. Such circular is available on the website of the BSE and the Company for reference.
7. SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16.03.2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17.05.2023) had simplified norms for processing investor’s service request by RTAs and for furnishing PAN, KYC details and Nomination.

Based on representations received from the Registrars’ Association of India, feedback from investors, and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, para 19.2 of the Master Circular for Registrars to an Issue and Share Transfer Agents dated 17.05.2023 has been amended by SEBI as follows:

- a. Reference to the term ‘freezing/ frozen’ has been deleted.
- b. Referral of folios by the RTA/listed company to the administering authority under the Benami Transactions



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(Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, has been done away with.

Henceforth, folio without PAN, KYC details and nomination

- i. will not be frozen
- ii. will not be referred to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

However, in Folios without PAN, KYC details and Nomination i.e. wherein any one of the cited document/details are not available.

- i. The share holder(s) of such folio(s) shall be eligible to lodge grievance or avail any service request from the RTA on or after 01.01.2024 only upon completely complying with the requirements of furnishing PAN, KYC details and Nomination.
- ii. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024) mandated that the security holders (holding securities in physical form), whose folios do not have PAN or Contact Details (Postal Address with PIN) or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP.
10. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following:
 - c. The change in the residential status on return to India for permanent settlement.
 - d. The particulars of the NRE account with a Bank in India, if not furnished earlier.
11. In compliance of the aforementioned MCA and SEBI Circulars the Company has sent notice of EGM only through electronic mode only to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.devlabtechventure.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
12. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company, electronically.
13. 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 their 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.



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14. Member will be provided with a facility to attend the EGM 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.
15. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
16. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice.
17. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available to 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 and if a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company’s Share Transfer Agent, MUFG Intime India Private Limited, C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra. The said form can also be downloaded from the Company’s website www.devlabtechventure.com
19. The remote e-voting period commences on Monday, 2nd November, 2026 (9:00 a.m.) and ends on Wednesday, 4th November, 2026 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Thursday, 29th October, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

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



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STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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 Forgot user ID and Forgot Password option available at respective websites.

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



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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?



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- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is inactive status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csprkandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request at evoting@nsdl.co.in.
4. Mr. Ricky Pankajkumar Kapadia, Proprietor of M/s. RPK & Associates, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.devlabtechventure.com The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
7. All relevant documents and registers referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company situated at Spine - 232, 2nd Floor, Surat Diamond Bourse, Dream City, Khajod, Surat-395007, Gujarat. between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the EGM of the Company.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@devlabtechventure.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), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at



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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 EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@devlabtechventure.com from 30th October, 2026 (9:00 A.M.) to 1st November, 2026 (5:00 P.M.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 1

The existing Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5/- (Rupees Five) each. In order to facilitate fund raising and enable the Company to issue securities on preferential basis, the Board of Directors of the Company at their Meeting held on 7th October, 2026, proposed to increase the Authorized Share Capital of the Company to Rs. 31,00,00,000/- (Rupees Thirty-One Crore) divided into 6,20,00,000 (Six Crore Twenty Lakh) Equity Shares of Rs. 5/- (Rupees Five) each by the creation of additional 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Re. 5/- (Rupee Five) each ranking pari passu in all the respect with the existing Equity Shares of the Company.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and subject to applicable statutory and regulatory approvals, the increase in the Authorized Share Capital and alteration of the Capital Clause (Clause 5) of the Memorandum of Association requires approval of the Members of the Company.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 1 of the Notice for approval of the members of the Company by way of Ordinary Resolution.

None of the Directors or Key Managerial Persons (KMP) of the Company and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly, in this Resolution.

ITEM NO. 2

Pursuant to the resolution passed by the Board of Directors of the Company in their meeting held on 7th October, 2026 and subject to the necessary statutory and regulatory approvals, if any, the Board has approved the creation, offer, issue and allotment of upto 1,37,00,000 (One Crore Thirty-Seven Lakh) Convertible Warrants at a price of Rs. 13/- (Rupees Thirteen) each, convertible into 1,37,00,000 (One Crore Thirty-Seven Lakh) Equity Share of Face Value of Rs. 5/- (Rupees Five) each and premium of Rs. 8/- (Rupees Eight), aggregating Rs. 17,81,00,000/- (Rupees Seventeen Crore Eighty-One Lakh), for cash to Promoter/Promoter Group and Non- Promoters of the Company on Preferential basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI ICDR Regulations, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolutions are given as under.



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1. Objects of the preferential issue:

The Company proposes to raise funds aggregating up to Rs. 17,81,00,000/- (Rupees Seventeen Crore Eighty-One Lakh) by way of a preferential issue of convertible warrants ("Preferential Issue" or "Issue"). The Company intends to utilise the proceeds of the Preferential Issue ("Issue Proceeds") towards the following object:

Sr. No.	Objects	Total estimated amount to be utilized (Rs. In Crore) *	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Purchase of New Land for development of existing business	16.35	Within 24 months from the date of receipt of the Issue proceeds.
2	General Corporate Purpose #	1.46	Within 24 months from the date of receipt of the Issue proceeds.
	Total	17.81	

* The above amount has been estimated assuming the conversion of 100% of the warrants into equity shares within the stipulated period.

The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 of the table.

Since the Preferential Issue includes Convertible Warrants, the Issue Proceeds shall be received by the Company within a period of 18 (eighteen) months from the date of allotment of such Warrants, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Based on the estimates of our management, the entire Issue Proceeds are proposed to be deployed towards the Objects of the Issue, in phases, depending upon the Company's business requirements and availability of Issue Proceeds.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in corporate bank account(s) of the Company and/or fixed deposit(s) with the Schedule bank and/or mutual funds and/or other short term funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

2. Kinds of securities offered, Maximum number of securities to be issued and price at which the allotment is proposed:

The Company proposes to issue and allot upto 1,37,00,000 (One Crore Thirty-Seven Lakh) Convertible Warrants at a price of Rs. 13/- (Rupees Thirteen) each, convertible into 1,37,00,000 (One Crore Thirty-Seven Lakh) Equity Share of Face Value of Rs. 5/- (Rupees Five) each and premium of Rs. 8/- (Rupees Eight), aggregating Rs. 17,81,00,000/- (Rupees Seventeen Crore Eighty-One Lakh) for cash to Promoter/Promoter Group and Non-Promoters of the Company on Preferential basis, such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

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

The preferential Issue of the warrants each carrying a right to subscribe to one equity share per warrant is proposed to be made to following Proposed Allottees under the class/ category as mentioned below:



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Sr. No.	Name of the Proposed Allottees	No. of Warrants	Category/ Class: Promoters/Promoter Group or Non-Promoter
1	Donda Jerambhai Lavjibhai	27,00,000	Promoter
2	Donda Labhuben Jerambhai	27,00,000	Promoter
3	Jaykumar J Donda	26,96,000	Promoter
4	Donda Jerambhai Lavjibhai HUF	26,96,000	Promoter Group
5	Vanrajsinh Boghubha Sarvaiya	14,16,000	Non- Promoter
6	Rajendrasinh Hathisinh Sarvaiya	14,16,000	Non- Promoter
7	Sachin Madhusudan Chhatre	76,000	Non- Promoter

4. Intention of Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

The following Promoters, Directors, Key Managerial Personnel or Senior Management of the Company has shown their interest to subscribe warrants proposed to be issued under the Preferential issue.

Sr. No.	Name of proposed Allottees	Category and Designation
1	Donda Jerambhai Lavjibhai	Promoter and Chairperson & Managing Director
2	Jaykumar J Donda	Promoter and Whole Time Director & Chief Financial Officer
3	Donda Labhuben Jerambhai	Promoter
4	Donda Jerambhai Lavjibhai HUF	Promoter Group

Except above, no other Promoters, Directors, Key Managerial Personnel or Senior Management intends to subscribe warrants proposed to be issued under the Preferential issue.

5. Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue		Proposed Issue	Post-Issue	
		No. of equity shares held	% of equity holding	No. of Warrants proposed to be allotted	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING					
	Indian					
	Individual/HUF	2,69,01,636	56.69	1,07,92,000	3,76,93,636	61.64
	Bodies Corporate/Trust	0	0	0	0	0.00
	Sub-total	2,69,01,636	56.69	1,07,92,000	3,76,93,636	61.64
	Foreign Promoters	0	0.00	0	0	0.00
	Sub-total (A)	2,69,01,636	56.69	1,07,92,000	3,76,93,636	61.64
B.	PUBLIC HOLDING					
	Institutional Investors	0	0.00	0	-	0.00
	Non-Institution					
	Individuals	1,33,98,920	28.24	29,08,000	1,63,06,920	26.67
	Bodies Corporate	52,88,000	11.14	0	52,88,000	8.65
	Clearing Members	0	0.00	0	0	0.00
	Non Resident Indians (NRIs)	72,000	0.15	0	72,000	0.12
	Any Other (including HUF)	17,92,000	3.78	0	17,92,000	2.93
	Sub-total (B)	2,05,50,920	43.31	29,08,000	2,34,58,920	38.36
	GRAND TOTAL (A)+(B)	4,74,52,556	100.00	1,37,00,000	6,11,52,556	100.00



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Notes:

1. The post-issue shareholding of the Company is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.
2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.
3. The above pre-issue shareholding pattern is based on the shareholding as on 2nd October, 2026.

6. Time frame within which the preferential allotment shall be completed:

As required under the SEBI ICDR Regulations, the warrants shall be allotted by the Company within a maximum period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the proposed warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, 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 to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of proposed Allottees	Category	Pre issue		No. of Warrants proposed to be allotted	Post issue *		Ultimate Beneficial Owners
			holding	%		holding	%	
1	Donda Jerambhai Lavjibhai	Promoter	94,75,960	19.97	27,00,000	1,21,75,960	19.91	-
2	Donda Labhuben Jerambhai	Promoter	87,90,512	18.52	27,00,000	1,14,90,512	18.79	-
3	Jaykumar J Donda	Promoter	61,15,912	12.89	26,96,000	88,11,912	14.41	-
4	Donda Jerambhai Lavjibhai HUF	Promoter Group	12,56,752	2.65	26,96,000	39,52,752	6.46	Donda Jerambhai Lavjibhai
5	Vanrajsinh Boghubha Sarvaiya	Non-Promoter	0	0.00	14,16,000	14,16,000	2.32	-
6	Rajendrasinh Hathisinh Sarvaiya	Non-Promoter	0	0.00	14,16,000	14,16,000	2.32	-
7	Sachin Madhusudan Chhatre	Non-Promoter	20,000	0.04	76,000	96,000	0.16	-

* The post-issue shareholding as shown above is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.



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8. The change in control if any in the company that would occur consequent to the preferential offer:

There will be no change in control and management in the Company consequent to the completion of the preferential issue.

9. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is 6th October, 2026, being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

10. Basis or justification on which the price of the Preferential Issue has been arrived at along with report of the Registered Valuer:

The Equity Shares of the Company are listed on the SME Platform of BSE Limited ("BSE") and are infrequently traded in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Further, the proposed preferential issue of convertible warrants result in allotment more than 5% of the post-issue fully diluted share capital to an allottee or allottees acting in concert. Accordingly, the issue price has been determined in compliance with Regulation 165 read with Regulation 166A of the SEBI ICDR Regulations, taking into consideration the applicable valuation parameters for valuation of the Equity Shares.

Accordingly, the Company has obtained a valuation report dated 6th October, 2026 from CS Abhishek Chhajer, IBBI Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674), being an Independent Registered Valuer having office at 134-1-2, Nilkanth Nagar, Gordhanwadi Tekra, Kankaria, Ahmedabad – 380001, Gujarat, who has determined the fair value of the Equity Shares of the Company using accepted valuation practices and in accordance with the applicable provisions of the SEBI ICDR Regulations. The Valuation Report obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://www.devlabtechventure.com/_files/ugd/1ccadb_7db79153d8cd4705bbac3995e059ab69.pdf

Based on the aforesaid Valuation Report and in compliance with Regulations 165 read with 166A of the SEBI ICDR Regulations, the fair value/floor price of the Equity Shares of the Company has been determined at Rs. 11.04/- (Rupees Eleven and four paise) per Equity Share.

The Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, the Board of Directors has approved the issue price of Rs. 13/- (Rupees Thirteen) per Warrant, each Warrant being convertible into one Equity Share of face value of Rs. 5/- (Rupees Five), at a premium of Rs. 8/- (Rupees Eight) per Equity Share. The issue price of Rs. 13/- per Warrant is higher than the aforesaid fair value/floor price of Rs. 11.04/- per Equity Share and is not lower than the price determined in accordance with the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013.



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11. Undertakings:

- The Issuer Company hereby undertakes to recompute the price of the specified securities in terms of the provision of SEBI ICDR Regulations, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

12. Disclosure as specified under Regulation 163(1)(i) of SEBI ICDR Regulations:

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are willful defaulters or fraudulent borrower.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status / Category	Proposed Status / Category
1	Donda Jerambhai Lavjibhai	Promoter	Promoter
2	Donda Labhuben Jerambhai	Promoter	Promoter
3	Jaykumar J Donda	Promoter	Promoter
4	Donda Jerambhai Lavjibhai HUF	Promoter Group	Promoter Group
5	Vanrajsinh Boghubha Sarvaiya	Non- Promoter	Non- Promoter
6	Rajendrasinh Hathisinh Sarvaiya	Non- Promoter	Non- Promoter
7	Sachin Madhusudan Chhatre	Non- Promoter	Non- Promoter

14. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Ricky Kapadia, Proprietor of M/s. RPK & Associates, (COP: 26790), Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations shall be placed before the shareholders at their proposed EGM and the same shall be available for inspection by the members during the EGM. This certificate is also placed on the website of the Company at the following link: https://www.devlabtechventure.com/_files/ugd/1ccadb_71cfc3723eb34358b23b95311df1178f.pdf

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

16. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the year, the Company has not made any allotment through preferential issue.

17. Lock-in period:

The aforesaid allotment of Equity Shares allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI ICDR Regulations, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI ICDR Regulations.



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18. Monitoring Agency:

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

19. Payment of Consideration:

In terms of the provisions of Regulation 169 of the SEBI ICDR Regulations, in the case of issue of warrants, an amount equivalent to at least 25% (twenty-five per cent) of the consideration shall be paid against each warrant on the date of allotment of warrants and the balance 75% (seventy-five per cent) of the consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such warrant by the warrant holder.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

20. Listing:

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchange at which the existing shares are listed i.e. SME Platform of BSE Limited ("BSE") subject to the receipt of necessary regulatory permissions and approvals as the case may be.

21. Principle terms of assets charged as securities:

Not Applicable

22. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

23. Other disclosures/undertaking:

- a) 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;
- b) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- c) None of the Promoters and Directors of the Company are fugitive economic offender.



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- d) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions.
- e) The Company is in compliance with the conditions for continuous listing.
- f) Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.
- g) None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
- h) The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
- i) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- j) No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
- k) The issue of the warrants under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution set out at Item No. 2 of the Notice for approval of the members of the Company by way of Special Resolution.

None of the Director(s), Key Managerial Personnel(s) or their relatives except Mr. Jerambhai Lavjibhai Donda, Managing Director and Chairman, Mr. Jay Jerambhai Donda, Whole-Time Director and CFO, Mrs. Dimple Jay Donda, Director and their respective relatives, (who is proposed to be one of the allottee), thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution.

By Order of the Board of Directors
For DEV LABTECH VENTURE LIMITED

Place: Surat
Date: 07/10/2026

PANKAJ PANDAV
Company Secretary and Compliance Officer
ACS No.: 62216

REGISTERED OFFICE

Spine - 232, 2nd Floor, Surat Diamond Bourse,
Dream City, Khajod, Surat-395007, Gujarat.