

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**To,
The Members of the Company,**

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Management Rules"**) and Regulation 44 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), including the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars issued by the Securities & Exchange Board of India, if any, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process, through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively the **"MCA Circulars"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of **Praveg Limited ("the Company")**, by way of Postal Ballot (**"Postal Ballot"**), through Voting by Electronic means (**"remote e-voting"**) only.

The Explanatory Statement under Section 102(1) and 110 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof (**"Statement"**), for the proposed Resolutions, is also annexed to this Postal Ballot Notice, for your consideration and forms an integral part of this Postal Ballot Notice.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is only by way of remote e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for facilitating e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) as on Friday, February 13, 2026 (**"Cut-off Date"**) and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Remote E-voting period shall commence on Saturday, February 21, 2026 (at 09:00 A.M IST) and end on Sunday, March 22, 2026 (at 05:00 P.M IST) (both days inclusive). Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Sunday, March 22, 2026. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, February 13, 2026.

The Board of Directors has appointed M/s. ALAP & Co. LLP (LLPIN: ACA-1561), Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer ('Scrutinizer') for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolution shall be deemed to be passed on the last date of voting i.e. on Sunday, March 22, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dizcoverpraveg.com and on NSDL Website www.evoting.nsdl.com and Stock Exchange's website at www.bseindia.com and shall also be displayed at the registered office of the Company.

SPECIAL BUSINESSES:

1. Approval under Section 185 of the Companies Act, 2013 for advancing of Loan(s), providing Guarantee(s) and/or Security(ies) to Praveg Safaris Tanzania Limited ("PSTL") and to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), to advance loan(s), including loan represented by way of book debt ("Loan"), and/or to give guarantee(s), and/or to provide security(ies) in connection with any loan taken or to be taken by Praveg Safaris Tanzania Limited ("PSTL") or by any entity which is a subsidiary, associate, joint venture, group entity of the Company, or any other person or entity in which any Director of the Company is deemed to be interested as specified in the Explanation to sub-section (2) of Section 185 of the Act (collectively referred to as the "Entities"), from time to time, in one or more tranches, for an aggregate amount outstanding at any point of time not exceeding INR 20.00 crores (Rupees Twenty Crores Only), on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and determine the terms and conditions of such Loan(s), Guarantee(s) and/or Security(ies), including the tenure, interest rate, security cover and other commercial terms, and to execute all agreements, deeds, documents and writings, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution and to comply with all applicable statutory and regulatory requirements."

2. Change in designation cum Appointment of Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) as Chairman and Managing Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolutions**:

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI (LODR) Regulations") and other applicable Regulations of SEBI (LODR) Regulations including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board"), the approval of the Members of the Company be and is hereby accorded for change in designation cum appointment of Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) as Chairman and Managing Director of the Company for a period of five (5) years w.e.f. February 12, 2026, on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) as Chairman and Managing Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/ or his managerial remuneration (including without limitation fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in appointment letter with the Company (collectively referred to as 'Variation') during his tenure, as may be agreed to between the Board and Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649), subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to his annual managerial remuneration not exceeding the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 for the relevant financial year;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

3. Change in Designation of Ms. Bijal Kiran Parikh (DIN: 07027983) from Executive Director to Non-Executive Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and pursuant to such request received from Ms. Bijal Kiran Parikh (DIN: 07027983) and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination and Remuneration Committee of the Board), the consent of the Members of the Company be and is hereby accorded for Change in Designation and appointment of Ms. Bijal Kiran Parikh (DIN: 07027983) as Non-Executive Director of the Company w.e.f. February 12, 2026, liable to retire by rotation and on such terms and conditions as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad."

By order of the Board of Directors

Date : February 12, 2026
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary and
Compliance Officer

Registered Office:

18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380058
CIN: L24231GJ1995PLC024809 | Website: www.dizcoverpraveg.com
Email: cs@praveg.com | Phone: +917927496737

Notes:

The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 17(11) of SEBI Listing Regulation setting out material facts of the proposed resolutions is annexed hereto and forms a part of this Postal Ballot Notice.

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.

In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent only to the Shareholders in electronic mode ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company/RTA/Depository Participant(s), as on Friday, February 13, 2026 (“Cut-off Date”). The manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system only, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.

As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) having nationwide circulation and one Gujarati newspaper (in vernacular language i.e. Gujarati), having wide circulation in the district where the registered office of the Company is situated.

In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at evoting@nsdl.com or to the Company at cs@praveg.com.

Members may download the Notice from the Company’s website at www.dizcoverpraveg.com or from NSDL’s website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.

The vote in this Postal Ballot cannot be exercised through proxy. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com.

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 Aadhar 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. 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.
- (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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE POSTAL BALLOT:

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 Regulations (as amended), and the Circulars issued by the MCA 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 business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.

ii. The remote e-voting will commence on 9:00 A.M. on Saturday, February 21, 2026 and will end on 5:00 P.M. on Sunday, March 22, 2026. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, February 13, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

iii. 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.

iv. 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, February 13, 2026.

v. The Board of Directors has appointed M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than Two working days of the conclusion of the e-voting i.e., by Tuesday, March 24, 2026 a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and shall also be available on the Company's website www.dizcoverpraveg.com and on NSDL Website www.evoting.nsdl.com and Stock Exchanges' website at www.bseindia.com.

vi. Subject to the receipt of sufficient votes cast by the members of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. Sunday, March 22, 2026 in terms of SS-2.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Saturday, February 21, 2026 at 09:00 A.M. and ends on Sunday, March 22, 2026 at 05:00 P.M. 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, February 13, 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, February 13, 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>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 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.</p> <p>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.</p> <p>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</p> <p>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.</p> <p>E. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 use your existing my easi username & password.</p> <p>B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit</p>

	<p>the e-Voting service providers' website directly.</p> <p>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.</p> <p>D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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

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

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

B) Login Method for 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?

- 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, 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.
- 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 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'?
 - 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 query relating to remote e-voting you may refer the 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 at evoting@nsdl.com

Process for those shareholders whose e-mail 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@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), AADHAR (self-attested scanned copy of Aadhar Card) to cs@praveg.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting 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.

CONTACT DETAILS:

Company	Praveg Limited 18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380058 Email: cs@praveg.com; Tel No.: +917927496737; Website: www.dizcoverpraveg.com
Registrar and Transfer Agent	MCS Share Transfer Agent Limited 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009 Email : mcsstaahmd@gmail.com Tel No.: +91 79 26580461 / 62 / 63
E-voting Agency	NATIONAL SECURITIES DEPOSITORY LIMITED Email: evoting@nsdl.com NSDL Help Desk: +91 22 48867000
Scrutinizer	M/s. ALAP & CO. LLP, Practicing Company Secretaries - Mr. Anand S Lavingia Email: csanandlavingia@gmail.com Tel No.: +91 79 3578 9144

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated February 12, 2026)

Item No. 1

To approve advancing of any loan and/ or give any guarantee and/ or to provide any security to Praveg Safaris Tanzania Limited (“PSTL”) under section 185 of the Companies Act, 2013 or any other entity(ies) in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act: Special Resolutions

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by Praveg Safaris Tanzania Limited (“PSTL”) or by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the item no. 1.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

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

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1, except to the extent of their shareholdings and directorship in the Company.

Item No. 2

Change in designation cum Appointment of Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) as Chairman and Managing Director of the Company – Special Resolutions

Mr. Vishnukumar Vitthaldas Patel (DIN: 02011649) is currently serving as Chairman and Non-Executive Director of the Company. In view of the Company’s evolving operational requirements and the need for focused executive oversight, the Board of Directors (“the Board”), at its meeting held on February 12, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the change in his designation from Chairman and Non-Executive Director to Chairman and Managing Director of the Company, on the terms and conditions set out below.

The appointment shall be for a period of five (5) years with effect from February 12, 2026, subject to the approval of the Members by way of a Special Resolution.

In accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said appointment is being placed before the Members for their approval by way of Special Resolution.

Mr. Vishnukumar Vitthaldas Patel shall not be entitled to any remuneration, commission, perquisites, sitting fees or any other monetary benefits from the Company for his services as Chairman and Managing Director during the tenure of his appointment. The appointment is therefore without remuneration. However, he shall be entitled to reimbursement of expenses incurred in the discharge of his duties in accordance with the policies of the Company.

The Board, after evaluating his qualifications, extensive experience, strategic acumen and long-standing association with the Company, is of the opinion that his executive leadership will provide stability and strategic direction to the Company and further strengthen its corporate governance framework.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder:

I. GENERAL INFORMATION:

Nature of Industry:

The Company is engaged mainly in diversified business of Hospitality, Events & Exhibitions and Advertising.

Date or expected date of commencement of commercial production:

The Company is not manufacturing one and the operations of the Company were started soon after its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(INR in Lakhs)

FINANCIAL RESULTS AND APPROPRIATIONS	STANDALONE		CONSOLIDATED	
	2024-25	2023-24	2024-25	2023-24
Income from Operations	13262.73	9141.75	16717.60	9159.67
Other Income	696.83	295.57	725.41	295.57
Total Income	13959.56	9437.32	17443.01	9455.24
Less: Total Expenses before Tax	12331.13	7540.61	15344.85	7547.90
Profit /(loss) before tax	1628.43	1896.71	2098.15	1907.34
Tax Expense	342.14	607.36	493.31	607.36
Current Tax	61.33	141.83	190.54	141.83
Deferred Tax	270.11	465.53	282.72	465.53
Adjustment of Tax for earlier years	10.71	0.00	20.05	0.00
Profit for the period	1286.29	1289.35	1604.84	1299.98

Foreign investments or collaborations, if any:

As at December 31, 2025, the Company's investments in its foreign subsidiaries comprised INR 17,32,156 in Praveg Safaris Tanzania Limited, INR 67,061 in Praveg Safaris Kenya Limited, and INR 6,399 in Praveg Communications USA Inc.. Further, as at the same date, Non-Resident Indian (NRI) shareholders collectively held 11,00,285 equity shares representing 4.21% of the Company's paid-up equity share capital, while Foreign Portfolio Investors held 9,07,371 equity shares constituting 3.47% of the paid-up equity share capital.

II. Information about the appointee:

Background Details:

Mr. Vishnukumar Vitthaldas Patel is the Chairman and Promoter of Praveg Limited, bringing over three decades of diversified experience in hospitality, tourism, events, and advertising. A qualified Chartered Accountant and Management Consultant, he also serves as Chairman of UR Energy, Jhaveri Credits and Capital Limited, and V Square Projects Group.

He is the Founder of V.V. Patel & Co., with core expertise in project finance structuring, taxation advisory, and statutory and internal audits. He is also actively engaged in social and community development initiatives and holds key leadership positions in Sardardham.

Past Remuneration: NIL

Recognition or Awards: NIL

Job profile and his suitability:

As Chairman and Managing Director, Mr. Vishnukumar Vitthaldas Patel shall be responsible for the overall executive management of the Company, subject to the supervision and control of the Board. His role includes providing strategic direction, overseeing day-to-day operations, driving business growth and expansion initiatives, ensuring financial discipline and effective internal controls, maintaining regulatory compliance, and upholding high standards of corporate governance. He shall also represent the Company before regulators, stakeholders, investors, and other external authorities.

Mr. Patel brings over three decades of diversified experience across hospitality, tourism, infrastructure, finance, and project management. As a qualified Chartered Accountant and Management Consultant, he possesses strong expertise in financial structuring, strategic planning, and corporate advisory. His long-standing association with the Company, deep understanding of its business operations, and demonstrated leadership capabilities make him well-suited to lead the Company's executive functions. The Board is of the considered view that his appointment will provide stability, strategic continuity, and sustained value creation for the Company and its stakeholders.

Remuneration Proposed and Comparative Remuneration profile:

Mr. Vishnukumar Vitthaldas Patel, proposed to be appointed as Chairman and Managing Director of the Company, shall not draw any remuneration, salary, commission, perquisites or any other monetary benefits from the Company during the tenure of his appointment. The appointment is entirely on a non-remunerative basis.

Despite being entrusted with overall executive management, strategic leadership, and operational responsibilities commensurate with that of a Managing Director in a listed company of comparable size and scale, he has voluntarily chosen not to receive any remuneration. His decision reflects his commitment to the long-term growth, financial prudence, and value creation objectives of the Company.

In comparison to industry standards and remuneration levels paid to managing directors in similarly placed listed companies, the proposed remuneration (Nil) is significantly lower than prevailing benchmarks.

He shall, however, be entitled to reimbursement of actual expenses incurred in the performance of his official duties, in accordance with the policies of the Company.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Vishnukumar Vitthaldas Patel (DIN: 07740523) has pecuniary relationship to the extent he is Promoter - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for remaining tenure of her appointment until revised further.

The Board of Directors recommends the Special Resolutions set out at Item No. 2 of the accompanying Notice for approval by the Members.

Except Mr. Vishnukumar Vitthaldas Patel and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 3

Change in Designation of Ms. Bijal Kiran Parikh (DIN: 07027983) from Executive Director to Non-Executive Director of the Company - Special Resolutions

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on February 12, 2026, approved the change in designation of Ms. Bijal Kiran Parikh (DIN: 07027983) from Executive Director to Non-Executive Director of the Company, with effect from February 12, 2026, subject to the approval of the Members by way of Special Resolution. After spending a long period of in the Executive role of the Company, Ms. Bijal Kiran Parikh has expressed her intention to relinquish her position as Executive Director of the Company.

Pursuant to the proposed re-designation, Ms. Bijal Kiran Parikh will continue to contribute to the Company by providing strategic direction, policy inputs and oversight to the management. Upon such change in designation, she shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, unless otherwise exempted under applicable law.

Ms. Bijal Kiran Parikh has confirmed that she is not disqualified from holding the office of Director pursuant to Section 164 of the Companies Act, 2013. The Company has received the requisite disclosures, declarations and confirmations from her as required under the Companies Act, 2013 read with the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The re-designation is proposed in view of evolving corporate governance requirements and business realignment considerations.

The brief profile of Ms. Bijal Kiran Parikh, including her qualifications, experience, expertise in specific functional areas, details of directorships and committee memberships in other companies, disclosure of relationships between directors inter-se, shareholding in the Company and other particulars as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, are provided in the Annexure forming part of the Notice.

The Board of Directors is of the view that the change in designation and appointment of Ms. Bijal Kiran Parikh as Non-Executive Director will be beneficial to the Company.

Except Ms. Bijal Kiran Parikh and her relatives, if any, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the Special Resolutions set out at Item No. 3 of the accompanying Notice for approval by the Members.

By order of the Board of Directors

Date : February 12, 2026
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary and
Compliance Officer

Registered Office

18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380058

CIN: L24231GJ1995PLC024809 | Website: www.dizcoverpraveg.com

Email: cs@praveg.com | Phone: +917927496737

DISCLOSURE UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI FOR ITEM NOS. 2 AND 3:

Name of Director	Mr. Vishnukumar Vitthaldas Patel
Date of Birth	16-04-1974
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Vishnukumar Vitthaldas Patel is the Chairman and Promoter of Praveg Limited, bringing over three decades of diversified experience in hospitality, tourism, events, and advertising. A qualified Chartered Accountant and Management Consultant, he also serves as Chairman of UR Energy, Jhaveri Credits and Capital Limited, and V Square Projects Group.</p> <p>He is the Founder of V.V. Patel & Co., with core expertise in project finance structuring, taxation advisory, and statutory and internal audits. He is also actively engaged in social and community development initiatives and holds key leadership positions in Sardardham.</p>
Terms and Conditions	Refer Explanatory Statement for Item No. 2 of this Notice
Date of first appointment on the Board	January 27, 2020
Date of appointment in current terms	February 12, 2026
Shareholding in the Company as on December 31, 2025	5630887 equity shares
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2024-25)	8 out of 8
Directorships held in other companies	<p>Listed Company: Jhaveri Credits and Capital Limited</p> <p>Unlisted Company: Praveg Adalaj Tourism Infrastructure Private Limited Praveg Aviation Private Limited Praveg Rannutsav Private Limited U R Energy (Solar) Private Limited U R Energy (India) Private Limited Westport Infrastructure Private Limited V Square Infrabuild Private Limited Abhik Advertising Private Limited Bidhan Advertising and Marketing Private Limited Ahmedabad Association of Builders and Developers Westport (SBR) Members Association</p>
Membership / Chairmanship of Committees of public companies	Membership - Audit Committee of Jhaveri Credits and Capital Limited

* Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Name of Director	Ms. Bijal Kiran Parikh
Date of Birth	13-07-1977
Qualifications	MBA (Finance)
Experience (including expertise in specific functional area) / Brief Resume	<p>Ms. Bijal Parikh possesses over 25 years of extensive professional experience working closely with senior management across diverse functional domains. Her core areas of expertise include finance, system audits, customer service audits, mystery audits, process and system consultancy, and the formulation and implementation of policies and operational frameworks aimed at enhancing efficiency and governance standards. She has successfully led and managed large multi-location teams of over 500 personnel across India.</p> <p>She has also been associated as a Director with U R Energy (Solar) Private Limited for more than seven years, where she has overseen key functional verticals including marketing, technical operations, finance, customer support services, and human resources. U R Energy (Solar) Private Limited is a prominent solar EPC company with a customer base exceeding 15,000, cumulative installations of over 150 MW across India, and a team comprising more than 100 engineers.</p>
Terms and Conditions of appointment	Refer Explanatory Statement for Item No. 3 of this Notice
Date of first appointment and Change in designation on the Board	August 14, 2023
Date of appointment in current terms	February 12, 2026
Shareholding in the Company as on December 31, 2025	1527 equity shares
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2024-25)	8 out of 8
Directorships held in other companies	<p>Listed Company: Jhaveri Credits and Capital Limited</p> <p>Unlisted Company: Praveg Adalaj Tourism Infrastructure Private Limited Praveg Aviation Private Limited U R Energy (Solar) Private Limited Praveg Skill Development Foundation</p>
Membership / Chairmanship of Committees of public companies*	Chairperson - 1 Committees Membership - 2 Committees

* Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.