

**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 that the resolutions set out below are proposed for approval by the members of **Praveg Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partners, M/s. ALAP & CO. LLP, 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. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>9:00 a.m. (IST) on Thursday, April 3, 2025</b>	<b>5:00 p.m. (IST) on Friday, May 2, 2025</b>

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before **Monday, May 5, 2025**, and will be displayed on the Company's website [www.dizcoverpraveg.com](http://www.dizcoverpraveg.com) and will also be communicated to the Stock Exchange i.e. BSE Limited and National Securities Depository Limited (“NSDL”). The Company will also display the results of the Postal Ballot at its Registered Office.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed at the registered office of the company on the last date of remote e-voting i.e. **Friday, May 2, 2025**, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

**SPECIAL BUSINESS**

**1. Reappointment of Mr. Ajit Kumar Panda (DIN: 07123718), as an Independent Director of the Company for the Second Term**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ajit Kumar Panda (DIN: 07123718), Independent Director holding office upto August 21, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., upto August 21, 2030;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. Reappointment of Mr. Rajendrakumar Chaturbhai Patel (DIN: 06532676), as an Independent Director of the Company for the Second Term**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajendrakumar Chaturbhai Patel (DIN: 06532676), Independent Director holding office upto August 21, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., upto August 21, 2030;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. To approve the proposal for entering into Material Related Party Transaction(s) between the Company and Jhaveri Credits and Capital Limited (“JCCL”)**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (“RPT”), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and/ or carrying out and / or executing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Jhaveri Credits and Capital Limited (“JCCL”), a

company in which a director is a member or director, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding the limits as detailed below during the period F.Y. 2025-26, on an arm's length basis and in the ordinary course of business of the Company as detailed in the Explanatory Statement annexed;

Sr. No	Amount of Transaction	Nature of Transaction
1.	Upto INR 45.00 Crores	Receiving of Loans and/or guarantees and/or securities

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

**4. To approve the proposal for entering into Material Related Party Transaction(s) between the Company and Fourth Pillar Construction**

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

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or executing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Fourth Pillar Construction, a partnership firm, in which a director is a partner, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding the limits as detailed below during the period of financial year 2025-26, on an arm's length basis and in the ordinary course of business of the Company as detailed in the Explanatory Statement annexed;

Sr No	Amount of Transaction	Nature of Transaction
1.	Upto INR 20.00 crores	Sale or purchase of goods or services

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and

alteration(s) as it may deem fit within the aforesaid limits and to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

By order of the Board of Directors

Date : March 29, 2025  
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](http://www.dizcoverpraveg.com)  
Email: [cs@praveg.com](mailto:cs@praveg.com) | Phone: +917927496737

**Notes:**

A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 28, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

This Postal Ballot Notice will also be available on the Company's website at [www.dizcoverpraveg.com](http://www.dizcoverpraveg.com), website of the Stock Exchange, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partners, M/s. ALAP & CO. LLP, 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.

Remote e-voting period shall commence on **Thursday, April 3, 2025 (9:00 a.m. IST) and end on Friday, May 2, 2025 (5:00 p.m. IST) (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, March 28, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.

Results of postal ballot will be announced on or before Monday, May 5, 2025. The results declared along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. [www.dizcoverpraveg.com](http://www.dizcoverpraveg.com) and on website of NSDL viz. <https://www.evoting.nsdl.com>.

The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, May 2, 2025.

In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary of the Company at [cs@praveg.com](mailto:cs@praveg.com) and/or by sending a request to MCS Share transfer Agent Limited, Registrar and Share Transfer Agent (‘RTA’) through email at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com) or contact at 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.

All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [cs@praveg.com](mailto:cs@praveg.com).





**Instructions for remote e-voting are explained herein below:**

**Step 1: Access to NSDL e-voting system:**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>D. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <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: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E</p>

	<p>Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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?**

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

D. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can 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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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](mailto:csanandlavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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](http://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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020990 and 1800224430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) 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:**

<b>Company</b>	<b>Praveg Limited</b> 18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380058 Email: <a href="mailto:cs@praveg.com">cs@praveg.com</a>
<b>Registrar and Transfer Agent</b>	<b>MCS Share Transfer Agent Limited</b> 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009 Email : <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a> Tel No.: +91 79 26580461 / 62 / 63
<b>E-voting Agency</b>	<b>NATIONAL SECURITIES DEPOSITORY LIMITED</b> Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> NSDL Help Desk: 022 - 4886 7000
<b>Scrutinizer</b>	<b>M/s. ALAP &amp; CO. LLP, Practicing Company Secretaries - Mr. Anand S Lavingia</b> Email: <a href="mailto:csanandlavingia@gmail.com">csanandlavingia@gmail.com</a> Tel No.: +91 79 3578 9144

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)****Item No. 1**

Pursuant to the approval accorded by the members of the Company vide resolution dated September 28, 2020, Mr. Ajit Kumar Panda (DIN: 07123718) is holding the office of Independent Director of the Company and his first term ends on August 21, 2025.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the reappointment of Mr. Ajit Kumar Panda as an Independent Director for a second term of 5 (five) consecutive years upto August 21, 2030, on the Board of Directors of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Ajit Kumar Panda as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Mr. Ajit Kumar Panda is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “Act”) and has given his consent to act as a Director. The Company has also received a declaration from Mr. Ajit Kumar Panda that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Ajit Kumar Panda for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Ajit Kumar Panda fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ajit Kumar Panda is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and re-appointment of Mr. Ajit Kumar Panda as an Independent Director is in the interest of the Company.

With over 36 years in government service, including 14 years at the Joint Secretary Level and tenure as Chief Commissioner of Income Tax, Mr. Panda brings unparalleled expertise in finance, direct tax laws, and administration. His leadership and deep understanding of regulatory frameworks have been instrumental in guiding strategic decision-making. His qualifications, including a M.Sc. in Physics and a law degree, further enhance his ability to navigate complex financial and legal landscapes. His continued presence on the Board will be invaluable in ensuring strong governance and policy direction.

Details of Mr. Ajit Kumar Panda pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, and are provided in the “Annexure” to this Postal Ballot Notice. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Mr. Ajit Kumar Panda

as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for reappointment of Mr. Ajit Kumar Panda as an Independent Director.

Mr. Ajit Kumar Panda is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Mr. Ajit Kumar Panda may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

## **Item No. 2**

Pursuant to the approval accorded by the members of the Company vide resolution dated September 28, 2020, Mr. Rajendrakumar Patel (DIN: 06532676) is holding the office of Independent Director of the Company and his first term ends on August 21, 2025.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the reappointment of Mr. Rajendrakumar Patel as an Independent Director for a second term of 5 (five) consecutive years upto August 21, 2030, on the Board of Directors of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Rajendrakumar Patel as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Mr. Rajendrakumar Patel is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received a declaration from Mr. Rajendrakumar Patel that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Rajendrakumar Patel for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rajendrakumar Patel fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajendrakumar Patel is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and re-appointment of Mr. Rajendrakumar Patel as an Independent Director is in the interest of the Company.

With over 45 years of expertise in engineering, marketing, execution, services, finance, and administration, he has demonstrated exceptional leadership and strategic vision. His distinguished career, including senior roles at renowned companies such as Voltas Limited, Blue Star Limited, and Reliance Industries Limited, reflects his deep industry knowledge and commitment to excellence. Additionally, his dedication to

education as a visiting faculty at NIT Ahmedabad and Gujarat University underscores his passion for knowledge-sharing and mentorship. Given his vast expertise and proven ability to drive organizational growth, his continued leadership will undoubtedly be valuable for the company's progress.

Details of Mr. Rajendrakumar Patel pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, and are provided in the "Annexure" to this Postal Ballot Notice. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Mr. Rajendrakumar Patel as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for reappointment of Mr. Rajendrakumar Patel as an Independent Director.

Mr. Rajendrakumar Patel is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Mr. Rajendrakumar Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

### **Item No. 3**

#### **To approve the proposal for entering into Material Related Party Transaction(s) between the Company and Jhaveri Credits & Capital Limited ("JCCL"):**

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless

of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

It is in the above context that the Resolution No. 3 is proposed for the approval of the Shareholders of the Company.

**Background, details and benefits of the proposed transactions:**

At present, JCCL is a Company wherein Praveg Limited is a part of their Promoter Group, making it as Related Party within the meaning of Companies Act, 2013 and SEBI Listing Regulations. JCCL is engaged in the business of trading, import-export of solar panels, inverters, cables and other electronic accessories and Investment activities. Moreover, the JCCL holds 56469 Equity Shares of Praveg Limited and director is a member or director, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, wherein the Company may require inter corporate loans, giving of guarantee and / or security from JCCL.

The details of the aforesaid transactions are captured hereunder which are in the ordinary course of business and on arm’s length basis and are in accordance with Related Party Transactions Policy of the Company. These transactions are undertaken for smooth business operations and overall growth of the business of the Company.

The value of such transaction(s) / contract(s)/ arrangement(s) (individually or taken together with previous transactions) for the proposed item, during the financial year 2025-26, may exceed Rs. 1,000 crores or 10% the annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. for FY 2024-25, whichever is lower, and hence, approval of the shareholders of the Company by way of an ordinary resolution mentioned at Item No. 3 is being sought.

The Audit Committee of the Company consisting 2/3rd Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on March 29, 2025, reviewed and approved the said transaction(s) /contract(s)/ arrangement(s), while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends the resolutions set out at Item No. 3 of this Notice for approval by the Members by way of an ordinary resolutions.

Save and except the following Directors and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution no. 3, except to the extent of their shareholding, if any.

**The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 (“SEBI Circular”) are set forth below;**

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	JCCL is a Company wherein Praveg Limited is a part of their Promoter Group, making it as Related Party within the meaning of Companies Act, 2013 and SEBI Listing Regulations.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Vishnukumar Vitthaldas Patel - Promoter & MD Mrs. Kamlaben Vitthaldas Patel - Promoter Group Ms. Bijal Parikh - Director

Sr. No.	Particulars	Details
		Mr. Bhunit Patel - Director
3.	Type, material terms and particulars of transaction	Receiving Loans and/or guarantees and/or securities
4.	Tenure	Recurring Nature (F.Y. 2025-26)
5.	Material Terms	All transactions to be entered are at arm's length and in ordinary course of business.
6.	Value of the transaction	Receiving Loans and/or Guarantees and/or Securities – Rupees 45.00 Crores
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated value of the proposed transaction represents:  The estimated value of for receiving Loans and/or guarantees and/or securities represents 49.13% consolidated turnover of the Company for FY 2023-24.
8.	Details of the transaction relating to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
9.	Details of the source of funds in connection with the proposed transaction	Internal Accruals
10.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and – Tenure	Not Applicable
11.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Unsecured, repayable on demand and shall carry interest at rate not lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan
12.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For the purpose of its own business only.
13.	Justification as to why the RPT is in the interest of the listed entity	Please refer to “Background, details and benefits of the proposed transactions” which will form part of the explanatory statement to the resolution.
14.	Any valuation or other external report relied upon by the listed entity in relation to the	Not Applicable

Sr. No.	Particulars	Details
	transactions	
15.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
16.	Any other information that may be relevant	Not Applicable

#### Item No. 4

#### To approve the proposal for entering into Material Related Party Transaction(s) between the Company and Fourth Pillar Construction:

Pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

It is in the above context that the Resolution No. 4 is proposed for the approval of the Shareholders of the Company to enter into related party transaction with Fourth Pillar Construction.

#### Background, details and benefits of the proposed transactions:

At present, Fourth Pillar Construction is a Partnership Firm, wherein the Whole time Director of the Company is deemed to be interested and making it as Related Party within the meaning of Companies Act, 2013 and SEBI Listing Regulations. Fourth Pillar Construction is a premier construction firm specializing in the development of luxury hotels and resorts.

The details of the aforesaid transactions are captured hereunder which are in the ordinary course of business and on arm's length basis and are in accordance with Related Party Transactions Policy of the Company. These transactions are undertaken for smooth business operations and overall growth of the business of the Company.

The value of such transaction(s) / contract(s) / arrangement(s) (individually or taken together with previous transactions) for the proposed item, during the financial year 2025-26, may exceed Rs. 1000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. for FY 2024-25, whichever is lower, and hence, approval of the shareholders of the Company by way of an ordinary resolution mentioned at Item No. 4 is being sought.

The Audit Committee of the Company consisting 2/3rd Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on March 29, 2025, reviewed and approved the said transaction(s) /contract(s)/ arrangement(s), while noting that such transactions shall be on arms' length basis and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends the resolutions set out at Item No. 4 of this Notice for approval by the Members by way of an ordinary resolutions.

Save and except the following Directors and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution no. 4, except to the extent of their shareholding, if any.

**The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below;**

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Forth Pillar Construction (a partnership Firm in which one of the directors of the company is a partner), wherein the Director of the Company is deemed to be interested and making it as Related Party within the meaning of Companies Act, 2013 and SEBI Listing Regulations.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Bhumit Patel - Whole Time Director
3.	Type, material terms and particulars of transaction	Sale or Purchase of Goods or services
4.	Tenure	Recurring Nature during FY: 2025-26
5.	Material Terms	All transactions to be entered are at arm's length and in ordinary course of business.
6.	Value of the transaction	Sale or Purchase of Goods or services upto Rupees 20.00 crores
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated value of the proposed transaction represents 21.83% consolidated turnover of the Company for FY 2023-24.
8.	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
9.	Details of the source of funds in	Internal Accruals

Sr. No.	Particulars	Details
	connection with the proposed transaction	
10.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and – Tenure	No
11.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
12.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For the purpose of its principal business only.
13.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial
14.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
15.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
16.	Any other information that may be relevant	Not Applicable

Interested Shareholders would not be eligible to vote on the said resolution in term of Section 188 of the Companies Act, 2013 and SEBI Regulations. The Board of Directors recommends passing of the resolution as set out in this Notice as an Ordinary Resolution.

By order of the Board of Directors

Date : March 29, 2025

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](http://www.dizcoverpraveg.com)

Email: [cs@praveg.com](mailto:cs@praveg.com) | Phone: +917927496737

**Annexure to the Postal Ballot Notice**

<b>Mr. Ajit Kumar Panda</b>	
Age	70 Years
Qualifications	M. Phil. M.Sc. from IIT, Kharagpur
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Ajit Kumar Panda is a retired Government official with over 14 years of experience at Joint Secretary Level. He had more than 36 years of experience in Government Service.</p> <p>He was former Chief Commissioner of Income Tax. He served as Commissioner of Income Tax from June 2001 to December 2013 and served as Chief Commissioner of Income Tax from December 2013 to June 2014.</p> <p>He has a Postgraduate degree in Science - M.Sc. Physics and Law Graduate. He has specialization in Finance, Direct Tax Laws and Administration.</p>
Terms and Conditions of appointment	As per the resolution at Item No. 1 of the Notice
Remuneration Last Drawn	Not applicable
Remuneration proposed to be paid	As per the resolution at Item No. 1 of the Notice
Date of first appointment and change in designation on the Board	August 22, 2020
Shareholding in the Company as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended	FY 2024-25: 7 out of total 8 meetings
Directorships of other Boards as on date of Postal Ballot Notice	NIL
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL

<b>Mr. Rajendrakumar Chaturbhai Patel</b>	
Age	77 Years
Qualifications	M.S. (MECH) From University of Michigan, Ann Arbor, Michigan, U.S.A.  Course Work for PhD studies from University of Tennessee Knoxville, Tennessee, U.S.A. Was Teaching assistant at University for Graduate Classes.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rajendrakumar Chaturbhai Patel is holding degree of B.E. (Mechanical), Gujarat University and M.S. (Mechanical), University of Michigan Ann Arbor, USA. From 1972 to 2018, he, as a Mechanical Engineer, held senior position in Voltas Limited, Blue Star Limited, DAIL, Reliance Industries Limited and SMPS Consultant Limited. He is having vast experience in Engineering Industry.  He has experience of more than 45 years in field of Marketing, execution, services, finance and administration. He also served as visiting faculty at NIT Ahmedabad and Gujarat University.
Terms and Conditions of appointment	As per the resolution at Item No. 2 of the Notice
Remuneration Last Drawn	Not applicable
Remuneration proposed to be paid	As per the resolution at Item No. 2 of the Notice
Date of first appointment and change in designation on the Board	August 22, 2020
Shareholding in the Company as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended	FY 2024-25: 8 out of total 8 meetings
Directorships of other Boards as on date of Postal Ballot Notice	Patels Airtemp (India) Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<b>Patels Airtemp (India) Limited</b> Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member

By order of the Board of Directors

Date : March 29, 2025

Place : Ahmedabad

**Mukesh Chaudhary**  
Company Secretary and  
Compliance Officer

**Registered Office**

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

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