

January 10, 2025**BSE Limited**

25th Floor, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 531550

Dear Sir/Madam,

Sub. : Postal Ballot Notice - Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated January 08, 2025, ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company, by way of remote e-voting process for resolutions as set out in the notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, January 3, 2025 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting : **9:00 a.m. (IST) on Monday, January 13, 2025**
End of e-voting : **5:00 p.m. (IST) on Tuesday, February 11, 2025**

The Postal Ballot Notice is also available on the Company's website at www.dizcoverpraveg.com.

Request you to please take the same on your records.

Thanking you,

Yours Faithfully,
For Praveg Limited

Mukesh Chaudhary
*Company Secretary &
Compliance Officer*

PRAVEG LIMITED

(Formerly known as Praveg Communications (India) Limited)

Regd. Office: 18th Floor, Westport, Opp. Montecristo Banquet, Sindhu Bhawan Road, Thaltej, Ahmedabad - 380058
CIN: L24231GJ1995PLC024809 | Phone: +91 79 27496737 | Email: info@praveg.com | Website: www.dizcoverpraveg.com

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 resolution set out below is proposed to be passed by the members of **Praveg Limited** (Formerly known as Praveg Communications (India) Limited) (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), 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 the 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 No. 09/2023 dated September 25, 2023, 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).

In view of prevailing MCA Circulars on conducting the process of postal ballot, the voting on the resolution(s) as set out below will take place through remote e-voting only and no physical ballots will be dispatched to and collected from the members of the Company. 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 and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

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 in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Tuesday, February 11, 2025.

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 Thursday, February 13, 2025, and will be displayed on the Company's website 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. Tuesday, February 11, 2025, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS

1. Revision in Remuneration payable to Mr. Alpeshkumar Patel (DIN: 00074091), Executive Director of the Company

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 Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of 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(6)(e) 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 reenactment 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” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Alpeshkumar Patel (DIN: 00074091), Executive Director of the Company as set out in the explanatory statement attached hereto with effect from August 10, 2024, for the existing term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors 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 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Alpeshkumar Patel (DIN: 00074091) 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 Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT any Director 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.”

By order of the Board of Directors

Date : January 8, 2025
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

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:

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, January 3, 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, website of the Stock Exchange, that is, BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited ("NSDL") at 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 **Monday, January 13, 2025 (9:00 a.m. IST) and end on Tuesday, February 11, 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, January 3, 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 **Thursday, February 13, 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.praveg.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. Tuesday, February 11, 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 and/or by sending a request to MCS Share transfer Agent Limited, Registrar and Share Transfer Agent (‘RTA’) through email at 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.

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 NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 e-Voting service provider - NSDL 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 https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>C. 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 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 e-Voting service provider - NSDL 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 “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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 Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository	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

participants	authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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.co.in 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 helpdesk.evoting@cdslindia.com 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***
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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.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 with a copy marked to 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 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 toll free no. 1800 1020990 and 1800224430 or send a request at 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.
- 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.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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1

Revision in Remuneration payable to Mr. Alpeshkumar Patel (DIN: 00074091) Executive Director of the Company: SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on August 10, 2024, had appointed Mr. Alpeshkumar Patel (DIN 00074091) as Executive Director, for further period of 5 (five) years with effect from August 10, 2024. The terms and conditions of appointment and remuneration of Mr. Alpeshkumar Patel (DIN 00074091) as Executive Director of the Company was also approved by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2024.

However, looking to the contributions made by Mr. Alpeshkumar Patel (DIN 00074091) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on November 14, 2024 has considered the revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Alpeshkumar Patel (DIN 00074091), Executive Director of the Company as set out in this explanatory statement with effect from August 10, 2024, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated September 30, 2024 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Alpeshkumar Patel (DIN 00074091), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Alpeshkumar Patel (DIN 00074091) is now being placed before the Members for their approval by way of Special Resolution.

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

General Information:

Nature of Industry: The Company is engaged in diversified Businesses 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 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:*(Rs. in Lakhs)*

FINANCIAL RESULTS AND APPROPRIATIONS	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Income from Operations	9141.75	8437.92	9159.67	8447.76
Other Income	295.57	38.04	295.57	38.04
Total Income	9437.32	8475.96	9455.24	8485.80
Less: Total Expenses before Tax	7540.61	4629.25	7547.90	4633.81
Profit Before Tax	1896.71	3846.71	1907.34	3851.99
Tax Expense	607.36	1008.69	607.36	1008.69
Current Tax	141.83	978.38	141.83	978.38
Deferred Tax	465.53	30.31	465.53	30.31
Profit for the period	1289.35	2838.02	1299.98	2843.30

Foreign investments or collaborations, if any: No collaboration has been made by the Company with any of foreign entity. Further, as at March 31, 2024, total holding of NRI Shareholders was 562745 Equity Shares (2.29%).

Information about the appointee:

Background Details: Mr. Alpeshkumar Patel, A seasoned professional with over 20 years of experience in the hospitality industry, specializing in operational excellence and strategic management. Expertise spans across hotel management, guest services, food and beverage operations, and team leadership. Known for driving efficiency, enhancing customer satisfaction, and implementing innovative solutions that streamline operations and boost profitability.

Proven track record of managing high-performing teams, ensuring compliance with industry standards, and fostering a culture of continuous improvement. Adept at managing large-scale events, optimizing resources, and maintaining strong relationships with stakeholders to ensure seamless operations.

Mr. Alpeshkumar Patel is also associated with Eulogia Inn Private Limited as a promoter and doing excellent work to achieve the desire goal of the company.

Past Remuneration: Not Applicable

Recognition or awards: Nil

Job Profile and his suitability: Mr. Alpeshkumar Patel (DIN: 00074091) is responsible for implementing policies and programs to improve business operations in line with management.

Terms and Conditions of Remuneration: Rupees 48.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Alpeshkumar Patel and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

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

Nil except for the remuneration that he draws in his position of Executive Director of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 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 and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. August 10, 2024 until revised further.

The Board of Directors recommend the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Alpeshkumar Patel himself and his 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.

By order of the Board of Directors

Date : January 8, 2025

Place : Ahmedabad

Mukesh Chaudhary

Company Secretary

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 NO. 2

Mr. Alpeshkumar Patel	
Age	48 Years
Qualifications	S.I. Diploma
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Alpeshkumar Patel, A seasoned professional with over 20 years of experience in the hospitality industry, specializing in operational excellence and strategic management. Expertise spans across hotel management, guest services, food and beverage operations, and team leadership. Known for driving efficiency, enhancing customer satisfaction, and implementing innovative solutions that streamline operations and boost profitability.</p> <p>Proven track record of managing high-performing teams, ensuring compliance with industry standards, and fostering a culture of continuous improvement. Adept at managing large-scale events, optimizing resources, and maintaining strong relationships with stakeholders to ensure seamless operations.</p> <p>Mr. Alpesh Patel is also associated with Eulogia Inn Private Limited as a promoter and doing excellent work to achieve the desire goal of the company.</p>
Terms and Conditions of appointment	As per the resolution at Item No. 1 of the Notice convening this Meeting
Remuneration Last Drawn	Not applicable
Remuneration proposed to be paid	As per the resolution at Item No. 1 of the Notice convening this Meeting
Date of first appointment and change in designation on the Board	August 10, 2024
Shareholding in the Company as on March 31, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2023-24)	Not Applicable
Directorships of other Boards as on March 31, 2024	Eulogia Inn Private Limited Das Resorts & Hotels Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL