



DEV LABTECH VENTURE LIMITED

(Formerly known as Dev Labtech Venture Private Limited & Jay Gems (India) Private Limited)

CIN: U36100GJ1993PLC019374

Registered office: GF/22-23, Pattani Plaza, Dairy Road, Near Nilambaug Circle,

Bhavnagar - 364002, Gujarat, India

Phone no.: 0278-2995027 Email: cs@devlabtechventure.com

Website: www.devlabtechventure.com

NOTICE

Notice is hereby given that the Extra-ordinary General Meeting of the Members of **DEV LABTECH VENTURE LIMITED** will be held on **Monday, 20th Day of November, 2023 at 05.00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business to transact the following businesses:

SPECIAL BUSINESS:

1. Increase in Authorized Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 9,99,99,990/- (Rupees Nine Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundred and Ninety Only) divided into 9999999 (Ninety Nine Lakhs Ninety Nine Thousands Nine Hundred and Ninety Nine) Equity shares of Rs. 10 /- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crores Fifty Lakhs) Equity shares of Rs. 10 /- (Rupees Ten only) each by creation of additional 5000001 (Fifty Lakhs and One) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT existing **Clause V** of the Memorandum of Association of the company be and is hereby altered by deleting the same and substituting in its place and stead the following new Clause V:

V. The Authorised Share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crores Fifty Lakhs) Equity shares of Rs. 10 /- (Rupees Ten only) each with rights, privileges and conditions attached thereto as are provided by the regulations of the company for the time being. The company has power from time to time, to increase or reduce its share capital and to divide the shares in the original or increased or reduced capital for the time being into several classes and to divide and to attach thereto respectively such preferential rights and privileges and conditions, as may be determined by or in accordance with regulations of the



company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and / or provided in the Articles of Association of the company, and to consolidate and / or subdivide these shares and to issue shares of higher or lower denomination.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof.”

2. Issue of Warrants convertible into Equity shares to Promoter, Promoter Group and Non- Promoters of the Company on Preferential basis.

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited on which the equity shares of the Company having face value of Rs.10 each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (the “SEBI SAST Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”), BSE Limited (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto **35,92,000 convertible warrants at a price of Rs. 62/- (Rupees Sixty Two Only) each as per valuation report received from registered valuer, convertible into 35,92,000 Equity Share of Rs.**



10/- each and premium Rs. 52/- each to Promoter, Promoter Group and Non-Promoters of the Company, on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for the Preferential Issue of the Warrants convertible into Equity Shares is **21st October, 2023**, being the date 30 days prior to the date of this Extra Ordinary General Meeting (“Relevant Date”).

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

- a) Each Warrants is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- b) An amount equivalent to 25% of the issue price will be payable at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of warrants.
- c) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the warrant holder.;
- d) The Equity Shares to be so allotted on exercise of warrants convertible into equity shares shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company;
- e) In the event the warrant holder(s) does not exercise the warrants convertible into equity shares within Eighteen (18) months from the date of allotment of the warrants, then such warrants convertible into equity shares shall lapse and the amount paid shall stand forfeited by the Company;
- f) The Equity Shares arising from the exercise of conversion of the warrants will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;



- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

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

“RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

**By Order of the Board of Directors
For Dev Labtech Venture Limited**

**Place: Bhavnagar
Date: 26th October, 2023**

Sd/-

**Pratik Ashokbhai Patel
Company Secretary &
Compliance Officer
(Membership No: ACS: A49043)**

DEV LABTECH VENTURE LIMITED

(Formerly known as Dev Labtech Venture Private Limited & Jay Gems (India) Private Limited)

CIN: U36100GJ1993PLC019374

Registered office GF/22-23, Pattani Plaza, Dairy Road, Nearnilambaug Circle,
Bhavnagar - 364002, Gujarat, India

Phone no.: 0278-2995027 Email: cs@devlabtechventure.com

Website: www.devlabtechventure.com



NOTES

1. Pursuant to Ministry's General Circular no. 14/2020 dated April 8, 2020, General Circular no. 03/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022, and General Circular no. 09/2023 dated September 25, 2023 and other circulars issued by Ministry of Corporate Affairs (collectively 'MCA Circulars') and SEBI Circulars no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant SEBI Circulars, physical attendance of the Members to the Extra Ordinary General Meeting (hereinafter called "EGM") venue is not required and EGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, the EGM of the members of the Company is being convened and conducted through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM will be provided by Link Intime India Private Limited.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) certified copy of its Board or Governing Body Resolution/Authorization etc. authorizing its representative to attend EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csdgpatel@gmail.com with a copy marked to ahmedabad@linkintime.co.in.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



7. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.devlabtechventure.com The Notice can also be accessed from the websites of Bombay Stock Exchange at www.bseindia.com and The EGM Notice is also disseminated on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://instavote.linkintime.co.in>
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Ministry's General Circular no. 14/2020 dated April 8, 2020, General Circular no. 03/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022, and General Circular no. 09/2023 dated September 25, 2023 and other circulars issued by Ministry of Corporate Affairs (collectively 'MCA Circulars') and SEBI Circulars no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant SEBI Circulars.
9. Further, in terms of the MCA Circulars and the SEBI Circulars, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
10. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 1 to 2 of the Notice is annexed hereto.
11. The Register of Members and Share Transfer Books shall remain closed from **Tuesday, November 14, 2023 to Monday, November 20, 2023 (both days inclusive)** for the purpose of EGM.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. All the Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 5:00 p.m. up to the date of meeting and shall also be available at the website of our Company during the EGM at www.devlabtechventure.com
14. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting through email on cs@devlabtechventure.com so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
15. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited via email at ahmedabad@linkintime.co.in



16. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their respective Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio via email at ahmedabad@linkintime.co.in.
19. Members who hold shares in physical form and Non-Resident Indian Members are requested to inform Link Intime India Private Limited via e-mail ahmedabad@linkintime.co.in, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. The notice of EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website at www.devlabtechventure.com, websites of the Stock Exchange i.e. Bombay Stock Exchange at www.bseindia.com and on the website of RTA at www.linkintime.co.in Members who would like to receive such notices / documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
 - In respect of electronic shareholding - through their respective Depository Participants;
 - In respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
 - **For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant or via email to RTA at ahmedabad@linkintime.co.in or at cs@devlabtechventure.com
21. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
22. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

- 1) In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, Standard 8 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer the facility of voting through electronic means. The Company has made necessary arrangements with Link Intime India Private Limited (RTA) to facilitate the members to cast their votes electronically, ("remote e-voting").
- 2) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date Monday, November 13, 2023**, shall be entitled to avail the facility of remote e-voting. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
- 3) Remote e-voting will commence at **09.00 a.m. on Friday, 17th November, 2023 and will end at 5.00 p.m. on Sunday, 19th November, 2023**, then remote e-voting will be blocked by RTA.
- 4) Any person who have acquired shares of the company and becomes member of the company after the dispatch of EGM Notice and holding shares as on the cut-off date may obtain the User Id and Password by referring e-voting instructions given in the notice which is uploaded on our website at www.devlabtechventure.com and RTA website <https://instavote.linkintime.co.in>
- 5) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 6) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
- 7) The Company has appointed CS Dip G. Patel, Proprietor of DG Patel & Associates, Practicing Company Secretary (Membership No. FCS: 10533; COP No: 13774), to act as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's Report, will be posted on the website of the Company www.devlabtechventure.com and on the website of the RTA <https://instavote.linkintime.co.in> and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and will also be communicated to the Bombay Stock Exchange.



REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>



- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

PROCESS AND MANNER FOR ATTENDING THE EXTRA-ORDINARY GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).



Instructions for Shareholders/ Members to Speak during the Extra-ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra-ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra-ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra-ordinary General Meeting will be eligible to attend/ participate in the Extra-ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.



Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

**Place: Bhavnagar
Date: 26th October, 2023**

Sd/-

Pratik Ashokbhai Patel
Company
Secretary & Compliance Officer
(Membership No: ACS: A49043)

DEV LABTECH VENTURE LIMITED

(Formerly known as Dev Labtech Venture Private Limited & Jay Gems (India) Private Limited)

CIN: U36100GJ1993PLC019374

Registered office: GF/22-23, Pattani Plaza, Dairy Road,

Nearnilambaug Circle, Bhavnagar - 364002, Gujarat, India

Phone no.: 0278-2995027 Email: cs@devlabtechventure.com

Website: www.devlabtechventure.com



DEV LABTECH VENTURE LIMITED

(Formerly known as Dev Labtech Venture Private Limited & Jay Gems (India) Private Limited)

CIN: U36100GJ1993PLC019374

**Registered office: GF/22-23, Pattani Plaza, Dairy Road, Near Nilambaug Circle,
Bhavnagar - 364002, Gujarat, India**

Phone no.: 0278-2995027 Email: cs@devlabtechventure.com

Website: www.devlabtechventure.com

Explanatory statement pursuant to section 102 of the Companies Act, 2013

ITEM NO. 1: Increase in Authorized Share Capital of the Company:

The Company proposes to infuse more capital into its business in near future. Hence the Board of Directors, approved and recommended subject to the consent of the members of the Company to increase Authorized Share Capital of the Company from existing Rs. 9,99,99,990/- (Rupees Nine Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundred and Ninety Only) divided into 9999999 (Ninety Nine Lakhs Ninety Nine Thousands Nine Hundred and Ninety Nine) Equity shares of Rs. 10 /- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crores Fifty Lakhs) Equity shares of Rs. 10 /- (Rupees Ten only) each by creation of additional 5000001 (Fifty Lakhs and One) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013.

In view of the above, the Board commends the Resolution under Item No. 1 for approval by members by way of an Ordinary Resolution.

Directors their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

ITEM NO. 2: Issue of Warrants convertible into Equity shares to Promoter, Promoter Group and Non- Promoters of the Company on Preferential basis:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity shares to Promoter, Promoter Group and Non-Promoter of the Company on Preferential basis, for the purpose as detailed below.

The board of directors of the Company ("Board") in their meeting held on **Tuesday, 24th October, 2023** subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 3592000 warrants of Rs. 62/- each, convertible into 3592000 equity share of Rs. 10/-each and premium Rs. 62/- each to Promoter, Promoter Group and certain identified Non-Promoter person in such form and manner and in accordance with the provisions of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI (ICDR) Regulations") as amended time to time.



As per Companies Act, 2013 and Rules made thereunder (hereinafter referred as the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended time to time, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of Warrants convertible into Equity shares are made in accordance with the provisions of Section 62 of the Act and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. Object of the issue:

The object of this issue is to utilize the proceeds in its businesses,

1. To meet the Capital Expenditure Requirements for business expansion
2. To meet Additional Working Capital Requirement time to time

ii. Type and Number of Securities to be issued:

3592000 warrants of Rs. 62/- each, convertible into 3592000 equity share of Rs. 10/-each and premium Rs. 52/- each.

iii. The price or price band at which the allotment is proposed:

3592000 warrants of Rs. 62/- each, convertible into 3592000 equity share of Rs. 10/-each and premium Rs. 52/- each.

iv. Basis on which the price has been arrived at:

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date **and as per valuation report dated 21st October, 2023 received from Registered Valuer ValuGenius Advisors LLP having registration no. IBBI Registration no. IBBI/RV/07/2020/13500.** The Equity Shares of the Company are listed on BSE Limited ("BSE") on SME Platform. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on the Stock Exchanges, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

v. The relevant date on the basis of which price has been arrived at:

21st October 2023 being the 30 days prior to the date of Extra Ordinary General Meeting.



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

Sr No.	Name of Allottees	Ultimate Beneficial Owner of the Shares proposed to be issued	Pre- issue Status of Allottees	No .of shares	% of Holding	No. of Warrant to be allotted	Post- issue Status of Allottees	No. of Shares	% of Holding
1	DONDA JERAMBHAI LAVJIBHAI	NA	Promoter	2168990	26.22	200000	Promoter	2368990	19.97
2	DONDA LABHUBEN JERAMBHAI	NA	Promoter Group	1997628	24.15	200000	Promoter Group	2197628	18.52
3	JAYKUMAR J DONDA	NA	Promoter Group	1328978	16.07	200000	Promoter Group	1528978	12.89
4	BHAVITABEN D KALATHIYA	NA	Promoter	1250	0.02	20000	Promoter	21250	0.18
5	DIMPLE JAY DONDA	NA	Promoter	8125	0.10	80000	Promoter	88125	0.74
6	DONDA JERAMBHAI LAVJIBHAI HUF	DONDA JERAMBHAI LAVJIBHAI	Promoter Group	114188	1.38	200000	Promoter Group	314188	2.65
7	DONDA NIDHI JERAMBHAI	NA	Promoter Group	3750	0.05	20000	Promoter Group	23750	0.20
8	HEENABEN SANDIPBHAI VAGHASHIYA	NA	Promoter Group	1250	0.02	60000	Promoter Group	61250	0.52
9	RINABEN CHETANBHAI VANANI	NA	Promoter Group	1250	0.02	20000	Promoter Group	21250	0.18
10	JAY JERAMBHAI DONDA HUF	JAYKUMAR J DONDA	Promoter Group	0	0.00	100000	Promoter Group	100000	0.84
11	AKSHAY MADHAVJIBHAI NAVADIYA	NA	Non-Promoter/ Public	6000	0.07	36000	Non-Promoter/ Public	42000	0.35
12	AMITBHAI JINABHAI BARAIYA	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
13	ARUNABEN R VAGHANI	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
14	ARVINDBHAI JINABHAI BARAIYA	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29



15	ASHOK KARSHANBHAI BALAR	NA	Non- Promoter/ Public	0	0.00	32000	Non- Promoter/ Public	32000	0.27
16	BABUBHAI PARSHOTTAMBHAI MAVANI	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
17	BHAVINBHAI NARANBHAI MANGUKIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
18	BHINGARADIYA ASMITABEN HITESHBHAI	NA	Non- Promoter/ Public	0	0.00	32000	Non- Promoter/ Public	32000	0.27
19	CHANDUBHAI GOPABHAI LAKHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
20	CHHAYA NIKUNJ VANANI	NA	Non- Promoter/ Public	10000	0.12	40000	Non- Promoter/ Public	50000	0.42
21	CHIRAG MANJIBHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
22	DONDA KALPESHBHAI DIPAKBHAI	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
23	GEETABEN VIJANDRAGIRI GOSAI	NA	Non- Promoter/ Public	27688	0.33	36000	Non- Promoter/ Public	63688	0.54
24	HARESHBHAI BABUBHAI BHIKDIYA	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
25	HITESH MANJIBHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
26	JAGDISHBHAI RAMJIBHAI BHADANI	NA	Non- Promoter/ Public	0	0.00	32000	Non- Promoter/ Public	32000	0.27
27	JATINBHAI DINESHBHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
28	JEMISHBHAI P LATHIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30



29	JENTI KARSHANBHAI BALAR	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
30	KAILASBEN GHANSHYAMBHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
31	KALPESHBHAI ARJANBHAI MORADIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
32	KASHMIRA KISHAN SORATHIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
33	KINJAL NIRAVBHAI MAVANI	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
34	KIRAN BHARAT KOTHARI	NA	Non- Promoter/ Public	0	0.00	100000	Non- Promoter/ Public	100000	0.84
35	KISHANBHAI CHANDUBHAI LAKHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
36	KISHAN CHAKUBHAI SORATHIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
37	KOKILABEN ASHOKBHAI BALAR	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
38	LATHIYA SANGITABEN SANJAYBHAI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
39	LATHIYA SHOBHABEN RAVIBHAI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
40	MAHENDRA K BHINGRADIYA	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
41	MAKWANA JAHIDBHAI H	NA	Non- Promoter/ Public	0	0.00	32000	Non- Promoter/ Public	32000	0.27
42	MANISHABEN V KOSHIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30



43	MAVANI CHIRAG RAMESHBHAI	NA	Non-Promoter/ Public	0	0.00	36000	Non-Promoter/ Public	36000	0.30
44	MISHAL MEHUL KOTHARI	NA	Non-Promoter/ Public	0	0.00	72000	Non-Promoter/ Public	72000	0.61
45	MITAL M BHALODIA	NA	Non-Promoter/ Public	0	0.00	76000	Non-Promoter/ Public	76000	0.64
46	MRINAL MEHUL KOTHARI	NA	Non-Promoter/ Public	0	0.00	72000	Non-Promoter/ Public	72000	0.61
47	NITA H LALANI	NA	Non-Promoter/ Public	0	0.00	76000	Non-Promoter/ Public	76000	0.64
48	NITIN GOVINDBHAI VAGHANI	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
49	PRAVINABEN RASIKBHAI NAVADIYA	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
50	RAJUBHAI ODHABHAI MANIYA	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
51	RAJUBHAI ARAJANBHAI MORADIYA	NA	Non-Promoter/ Public	0	0.00	36000	Non-Promoter/ Public	36000	0.30
52	RAMESH BACHUBHAI SORATHIYA	NA	Non-Promoter/ Public	0	0.00	36000	Non-Promoter/ Public	36000	0.30
53	RAMESHBHAI R BHADANI	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29
54	RAMESHGIRI MAHARAJGIRI GAUSWAMI	NA	Non-Promoter/ Public	31125	0.38	36000	Non-Promoter/ Public	67125	0.57
55	REKHABEN BABUBHAI MAVANI	NA	Non-Promoter/ Public	0	0.00	36000	Non-Promoter/ Public	36000	0.30
56	REKHABEN JULIYANBHAI LATHIYA	NA	Non-Promoter/ Public	0	0.00	34000	Non-Promoter/ Public	34000	0.29



57	SANJAYBHAI BHIKHABHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
58	SHARDABEN JENTIBHAI BALAR	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
59	SHILPA JAGDISHBHAI BHADANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
60	SHOBHANA RAMESHBHAI SORATHIYA	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
61	SIMABEN DHANANJAYBHAI BALAR	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
62	UMESHBHAI PREMJIBHAI GAJJAR	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
63	URMILA PRAVINCHANDRA KOSHIYA	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
64	USHA NITIN KOTHARI	NA	Non- Promoter/ Public	0	0.00	166000	Non- Promoter/ Public	166000	1.40
65	VAGHANI MUKESHBHAI B	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
66	VAIBHAVKUMAR AMARSHIBHAI JADVANI	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30
67	VASANTBEN J NAVADIYA	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
68	VINODRAY MALANI	NA	Non- Promoter/ Public	0	0.00	90000	Non- Promoter/ Public	90000	0.76
69	VIPUL PRAVINBHAI VAGHANI	NA	Non- Promoter/ Public	0	0.00	34000	Non- Promoter/ Public	34000	0.29
70	VISHAL RAMESHBHAI MAVANI	NA	Non- Promoter/ Public	0	0.00	36000	Non- Promoter/ Public	36000	0.30



Note

The pre-issue Share Holding Percentage is as per the share holding pattern as on September 30, 2023.

The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer;

Sr. No.	Name & Designation	Pre-Issue Equity		No. of warrant to be allotted	Post Issue of Equity Shares after conversion of warrants	
		No. of Shares held	% of Holding #		No. of Shares	% of Holding ##
1	DONDA JERAMBHAI LAVJIBHAI Chairman & Managing Director (Promoter)	2168990	26.22	200000	2368990	19.97
2	DONDA LABHUBEN JERAMBHAI (Promoter)	1997628	24.15	200000	2197628	18.52
3	JAYKUMAR J DONDA CFO & Wholetime Director (Promoter)	1328978	16.07	200000	1528978	12.89
4	BHAVITABEN D KALATHIYA (Promoter Group)	1250	0.02	20000	21250	0.18
5	DIMPLE JAY DONDA Director (Promoter Group)	8125	0.10	80000	88125	0.74
6	DONDA JERAMBHAI LAVJIBHAI HUF (Promoter Group)	114188	1.38	200000	314188	2.65
7	DONDA NIDHI JERAMBHAI (Promoter Group)	3750	0.05	20000	23750	0.20
8	HEENABEN SANDIPBHAI VAGHASHIYA (Promoter Group)	1250	0.02	60000	61250	0.52
9	RINABEN CHETANBHAI VANANI (Promoter Group)	1250	0.02	20000	21250	0.18
10	JAY JERAMBHAI DONDA HUF (Promoter Group)	0	0.00	100000	100000	0.84

Note

The pre-issue Share Holding Percentage is as per the share holding pattern as on September 30, 2023.

The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

viii. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, The proposed Warrants convertible into Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution.

ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

As mentioned above in point no. vii



x. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

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

NIL

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

Not Applicable

xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr no.	Category	Pre-Issue Shareholding*		Post issue shareholding **	
		No. of shares	% to total shareholding	No. of shares	% to total shareholding
A	Promoters and Promoter Shareholding:				
1	Indian				
(a)	Individuals/Hindu undivided Family	5625409	68.01	6725409	56.69
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
2	Foreign			0	0.00
(a)	Individuals (NonResident Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Government	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Foreign Portfolio Investor	0	0.00	0	0.00
(e)	Any Other (specify)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	5625409	68.01	6725409	56.69
B	Non Promoter shareholding				
1	Institutional (Domestic)	0	0	0	0.00
2	Institutional (Foreign)	0	0	0	0.00
3	Central Government/ State Government(s)			0	0.00
4	Non-institutions			0	0.00
(a)	Associate companies / Subsidiaries	0	0.00	0	0.00



(b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00
(c)	Key Managerial Personnel	0	0.00	0	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.00	0	0.00
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.00	0	0.00
(f)	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1589378	19.22	1589378	13.40
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	788352	9.53	3280352	27.65
(i)	Non Resident Indians (NRIs)	30000	0.36	30000	0.25
(j)	Foreign Nationals	0	0.00	0	0.00
(k)	Foreign Companies	0	0.00	0	0.00
(l)	Bodies Corporate	156000	1.89	156000	1.31
(m)	Other	82000	0.99	82000	0.69
	Total Shareholding of Promoter and Promoter Group (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	2645730	31.99	5137730	43.31
	Total (A+B)	8271139	100.00	11863139	100.00

Note

* The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2023.

** The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

xiv. Lock-In Period:

The Equity Shares issued shall be subject to a Lock-in for such period as specified under Regulation of the SEBI (ICDR).

xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Name of Allottee	Ultimate Beneficial Owner
DONDA JERAMBHAI LAVJIBHAI HUF	DONDA JERAMBHAI LAVJIBHAI
JAY JERAMBHAI DONDA HUF	JAYKUMAR J DONDA



xvi. Requirements as to re-computation of price:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

xvii. Auditor's Certificate:

Statutory Auditors of the Company, **M/s V. DHAMSANIA & ASSOCIATES, Chartered Accountants** have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day up to the date of the meeting.

xviii. Other Disclosures/Undertaking:

It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.

The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only and no person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Donda Jerambhai Lavjibhai, Jaykumar J Donda and Dimple Jay Donda and their respective relatives may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By Order of the Board of Directors For Dev
Labtech Venture Limited**

Place: Bhavnagar

Date: 26th October, 2023

Sd/-

Pratik Ashokbhai Patel
Company Secretary &
Compliance Officer
(Membership No: ACS: A49043)