



DEV LABTECH VENTURE LIMITED

Registered Office:

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

Branch Office:

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

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

Tel: 0278-2995027 **Mo.:** +91-9324485010, +91-9324485012 **Email:** info@devlabtechventure.com **CIN No.:** L36100GJ1993PLC019374

[Erstwhile **DEV LABTECH VENTURE PRIVATE LIMITED & JAY GEMS (INDIA) PRIVATE LIMITED**]

www.devlabtechventure.com

Date: 04/09/2025

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

Scrip Code: 543848, Scrip ID: DEVLAB (BSE SME), ISIN: INE0NIJ01017

Subject: Notice of 32nd Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the Notice of 32nd Annual General Meeting of the Company scheduled to be held on Saturday, 27th September, 2025 at 01.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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

Kindly take the above information on record and oblige.

Thanking You.

Yours Faithfully,

For DEV LABTECH VENTURE LIMITED

PANKAJ PANDAV

Company Secretary & Compliance Officer

ACS No. 62216

Encl.: As above

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of **Dev Labtech Venture Limited** will be held on Saturday, the **27th September, 2025** at **01:00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

(a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Report of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Report of the Board of Directors and the Auditors thereon.

2. Appointment of Mrs. Dimple Jay Donda (DIN: 09630193) as a director liable to retire by rotation:

To appoint a director in place of Mrs. Dimple Jay Donda (DIN: 09630193) who retires by rotation and, being eligible, offers herself for re-appointment.

3. Appointment of M/s. H A R & Co., Chartered Accountants (Firm Registration No. 142923W) as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. H A R & Co., Chartered Accountants (Firm Registration No. 142923W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 32nd Annual General Meeting of the Company until the conclusion of 37th Annual General Meeting of the Company, on such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. Approval for Material Related Party Transaction:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the approval given by the Audit Committee and the Board of Directors, the approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution) to enter into contracts or arrangements or transactions with Dev Labtech Venture Inc., Wholly Owned Subsidiary Company, the related party, under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs. 50.00 Crores excluding applicable taxes for a period of five years from FY 2025-26 to FY 2029-

30 in the nature of (i) sale, purchase or supply of any goods or materials; and / or (ii) availing or rendering of any services; and / or (iii) selling or otherwise disposing of, or buying, property of any kind; and / or (iv) leasing of property of any kind, on such terms and conditions as provided in the explanatory statement annexed hereto and with the power to Board to modify, from time to time, in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee constituted thereof, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions including existing transactions, if any, with the related party and execute all such agreements, documents and writings on an ongoing basis, in its absolute discretion, and to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. To shift registered office of the Company within the state of Gujarat but outside local limits of city (i.e. from Bhavnagar to Surat):

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 12 and any other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under, consent of the Members be and are hereby accorded to shift the Registered Office of the Company from its present address at GF/22-23, Pattani Plaza, Dairy Road, Near Nilambaug Circle, Bhavnagar - 364002, Gujarat to Spine 232, 2nd Floor, Surat Diamond Bourse, Dream City, Khajod, Surat-395007, Gujarat, within the State of Gujarat but outside the local limits of the City of Bhavnagar and falls in the City of Surat.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to take all necessary steps in this regard in order to facilitate the legal and/or procedural formalities and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary for such purpose and to settle any questions, difficulties or doubts that may arise in this regard and to make such representation/ filings to the Stock Exchange as may be necessary or desirable, in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

6. Approval of Remuneration of Mr. Jerambhai Lavjibhai Donda (DIN: 00484152), Chairman and Managing 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 in continuation of the earlier resolution passed by the Members held on 28th September, 2022 approving the appointment of Mr. Jerambhai Lavjibhai Donda (DIN: 00484152) as the Chairman and Managing Director of the Company for a term of 5 years from 24/09/2022 to 23/09/2027, and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, or permissions as may be necessary, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Members be and hereby approve the continuation and payment of the existing remuneration to Jerambhai Lavjibhai Donda (DIN: 00484152), Chairman and Managing Director for the remaining period of his tenure i.e., from 24th September, 2025 to 23rd September, 2027, on the same terms and conditions as approved earlier, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jerambhai Lavjibhai Donda (DIN: 00484152), Chairman and Managing Director, shall be as under:

Remuneration: Rs. 5,00,000/- (Rupees Five Lakh Only) per month inclusive of all perquisite.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Jerambhai Lavjibhai Donda (DIN: 00484152), Chairman and Managing Director of the Company be paid remuneration by way of salary upto a maximum of Rs. 5,00,000/- (Rupees Five Lakh only) per month as minimum remuneration for the remaining period of his tenure w.e.f. 24th September, 2025.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Approval of Remuneration of Mr. Jay Jerambhai Donda (DIN: 03496627), Whole-time 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 in continuation of the earlier resolution passed by the Members held on 28th September, 2022 approving the appointment of Mr. Jay Jerambhai Donda (DIN: 03496627) as the Whole-time Director of the Company for a term of 5 years from 24/09/2022 to 23/09/2027, and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, or permissions as may be necessary, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Members be and hereby approve the continuation and payment of the existing remuneration to Mr. Jay Jerambhai Donda (DIN: 03496627), Whole-time Director for the remaining period of his tenure i.e., from 24th September, 2025 to 23rd September, 2027, on the same terms and conditions as approved earlier, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jay Jerambhai Donda (DIN: 03496627), Whole-time Director, shall be as under:

Remuneration: Rs. 5,00,000/- (Rupees Five Lakh Only) per month inclusive of all perquisite.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Jay Jerambhai Donda (DIN: 03496627), Whole-time Director of the Company be paid remuneration by way of salary upto a maximum of Rs. 5,00,000/- (Rupees Five Lakh only) per month as minimum remuneration for the remaining period of his tenure w.e.f. 24th September, 2025.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
DEV LABTECH VENTURE LIMITED

Place: Surat
Date: 30/08/2025

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

REGISTERED OFFICE

GF/22-23, Pattani Plaza,
Dairy Road, Near Nilambaug Circle,
Bhavnagar - 364002, Gujarat (India).

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 2/2022 read with General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC/OAVM, pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not required to annex to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto.
4. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 of the General Meetings, the particulars of Directors seeking appointment / re-appointment at the meeting are annexed.
5. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
6. The register of members and share transfer books of the Company will remain closed from 21st September, 2025 to 27th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
7. Members are requested to intimate to the Company’s Registrar & Share Transfer Agent M/s. MUFG Intime India Private Limited, C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra and their Depository Participant (DP), changes, if any, in their registered addresses and their E-mail ID at an early date. Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.

8. SEBI vide its circular dated 31st July, 2023, introduced an Online Dispute Resolution Portal (ODR Portal) for resolving disputes of the investors in the Indian Securities Market. The ODR Portal integrates time bound online conciliation and arbitration methods to facilitate dispute resolution effectively. Investors are encouraged to initially address their concerns with market participants and may escalate to the Company through the SEBI SCORES guidelines, if not satisfied with the resolution provided earlier. If they remain unsatisfied with the resolutions exhausting all options, they have the opportunity to seek resolution through the ODR Portal. The ODR Portal is available only when complaint is not under consideration with market participants or the Company or pending before the judicial or quasi-judicial body. Such circular is available on the website of the BSE and the Company for reference.
9. SEBI, vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16.03.2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17.05.2023) had simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC details and Nomination.

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

- a. Reference to the term 'freezing/ frozen' has been deleted.
- b. Referral of folios by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, has been done away with.

Henceforth, folio without PAN, KYC details and nomination

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

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

- i. The share holder(s) of such folio(s) shall be eligible to lodge grievance or avail any service request from the RTA on or after 01.01.2024 only upon completely complying with the requirements of furnishing PAN, KYC details and Nomination.
 - ii. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024) mandated that the security holders (holding securities in physical form), whose folios do not have PAN or Contact Details (Postal Address with PIN) or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 11. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP.
 12. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following:
 - c. The change in the residential status on return to India for permanent settlement.
 - d. The particulars of the NRE account with a Bank in India, if not furnished earlier.
 13. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id. ahmedabad@linkintime.co.in and to Company Secretary at email id cs@devlabtechventure.com.

14. In compliance of the aforementioned MCA and SEBI Circulars the Company has sent notice of AGM only through electronic mode only to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.devlabtechventure.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
15. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.
16. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
17. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
18. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM 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 AGM without restriction on account of first come first served basis.
19. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice.
20. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 and if a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company's Share Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra. The said form can also be downloaded from the Company's website www.devlabtechventure.com
22. The remote e-voting period commences on Wednesday, 24th September, 2025 (9:00 a.m.) and ends on Friday, 26th September, 2025 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Saturday, 20th September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - 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 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csrpkandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.co.in.
4. Mr. Ricky Pankajkumar Kapadia, RPK & Associates, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.

6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.devlabtechventure.com The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
7. All relevant documents and registers referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company situated at GF/22-23, Pattani Plaza, Dairy Road, Near Nilambaug Circle, Bhavnagar - 364002, Gujarat between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@devlabtechventure.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@devlabtechventure.com from 19th September, 2025 (9:00 A.M.) to 21th September, 2025 (5:00 P.M.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

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

ITEM NO. 3

M/s. H A R & Co., Chartered Accountants (Firm Registration No. 142923W), were appointed as statutory auditors of the Company to fill the casual vacancy caused by resignation of M/s. V Dhamsania & Associates, Chartered Accountants (Firm Registration No. 132499W) for the financial year 2024-25.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. H A R & Co. are eligible for reappointment for a period of five years. Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 30th August, 2025, approved the reappointment of M/s. H A R & Co., Chartered Accountants (Firm Registration No. 142923W) as the Statutory Auditors of the Company to hold office for a first term of 5 (five) consecutive years from conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The Committee considered various parameters like capability to serve a diverse and complex business as that of the Company, audit experience etc., for appointment of Statutory Auditor. M/s. H A R & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Board of Directors recommend the ordinary resolution as set out at item no. 3 of the Notice for the approval of the Members.

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

ITEM NO. 4

Dev Labtech Venture Limited ("Company"), has promoted and holds 100% shareholding in Dev Labtech Venture Inc., a wholly owned subsidiary incorporated on 23rd October, 2024 under the relevant laws and statutes of Delaware, USA. Dev Labtech Venture Inc. is engaged in the business of Jewelry and Diamonds.

In order to leverage the synergies between the holding and subsidiary entities and to maximize business efficiency and operational integration, the Company has decided to enter into long-term Contracts or Arrangements or Transactions with Dev Labtech Venture Inc., for which prior approval of the Audit Committee and Board of Directors of the Company was sought at their respective meeting held on 30th August, 2025, whereby Audit Committee and Board of Directors have approved Contracts or Arrangements or Transactions for an aggregate value of up to Rs. 50.00 Crores excluding applicable taxes for a period of five years from FY 2025-26 to FY 2029-30, in the nature of (i) sale, purchase or supply of any goods or materials, and / or (ii) availing or rendering of any services, and / or (iii) selling or otherwise disposing of, or buying, property

of any kind, and / or (iv) leasing of property of any kind, on such terms and conditions as mentioned in this explanatory statement. Approval from Shareholders is now being sought at this meeting. These transactions shall be entered into on an arm's length basis and in the ordinary course of business, subject to such terms and conditions as may be mutually agreed between the Company and Dev Labtech Venture Inc.

Pursuant to the provisions of related party transaction under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments thereto, all related party transactions that exceeds Rs. 50 Crore (Rupees Fifty Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the SME listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders.

In view of the above threshold for determining the material related party transactions, the company seeks the approval of the shareholders to approve entering into contracts/arrangements with related parties mentioned below wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

Information required pursuant to Regulation 23(4) read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is as under:

Sr. No.	Particulars	Details
1	Name of the Related Party	Dev Labtech Venture Inc. (USA)
2	Nature of relationship [including nature of its Interest (financial or otherwise)]	Wholly Owned Subsidiary Company
3	Type, material terms and particulars of the proposed transaction	(i) sale, purchase or supply of any goods or materials, and / or (ii) availing or rendering of any services, and / or (iii) selling or otherwise disposing of, or buying, property of any kind, and / or (iv) leasing of property of any kind.
4	Tenure of proposed transaction	Duration of five financial years from FY 2025-26 to FY 2029-30
5	Value of the proposed transaction	Not exceeding Rs. 50 crores in a financial year.
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	95.38 %
7	(a) Details of the source of funds in connection with the proposed transaction (b) where any financial indebtedness is incurred to make given by the Company or its subsidiary or give loans, inter-corporate deposits, advances, or investments • Nature of indebtedness • Cost of funds and • Tenure (c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured (d) Purpose for which funds will be utilised	Not Applicable
8	Justification as to why the RPT is in the interest of the company	Business synergy, operational efficiency, utilization of expertise of both entities

9	Details about valuation, arm's length and ordinary course of business	The pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant services and/or materials. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this explanatory statement setting out material facts.

The Board of Directors recommend the ordinary resolution as set out at item no. 4 of the Notice for the approval of the Members.

Except Mr. Jerambhai Lavjibhai Donda, Chairman and Managing Director, Mr. Jay Jerambhai Donda, Whole-Time Director and CFO, Mrs. Dimple Jay Donda, Director and their respective relatives and to the extent of their shareholding interest, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 5

Presently, the Company's registered office is located at Bhavnagar, in the State of Gujarat. The Board of Directors of the Company at their meeting held on 30th August, 2025 has decided to shift the Registered Office from the present address at GF/22-23, Pattani Plaza, Dairy Road, Near Nilambaug Circle, Bhavnagar - 364002, Gujarat to Spine 232, 2nd Floor, Surat Diamond Bourse, Dream City, Khajod, Surat-395007, Gujarat, within the State of Gujarat to carry on the business of the Company more economically and efficiently and with better operational convenience.

As per the Provisions of Section 12 of the Companies Act, 2013 read with applicable Rules, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 5 of this Notice for approval of the Members as a Special Resolution.

Except Mr. Jerambhai Lavjibhai Donda, Chairman and Managing Director, Mr. Jay Jerambhai Donda, Whole-Time Director and CFO, Mrs. Dimple Jay Donda, Director and their respective relatives and to the extent of their shareholding interest, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 6 & 7

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the remuneration payable to its Directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% or 10% or 5%, as the case maybe of the net profits of the Company computed in the manner laid down under Section 198 of the Act. Provided that the company in general meeting may, authorise the payment of remuneration exceeding aforesaid percentage of the net profits of the company, subject to the provisions of Schedule V.

As per Schedule V, Part II, Section II of the Companies Act, 2013, in the event of inadequacy or absence of profits, the payment of remuneration exceeding the limits prescribed under Section 197 of the Act requires approval by the members of the company through Ordinary Resolution or Special Resolution, as the case maybe for a period not exceeding 3 years.

The Members of the Company would recall that Mr. Jerambhai Lavjibhai Donda (DIN: 00484152) was appointed as the Chairman and Managing Director and Mr. Jay Jerambhai Donda (DIN: 03496627) as Whole-time Director for a term of five years commencing from 24/09/2022 to 23/09/2027 along with the terms and conditions including remuneration.

Background and Brief Profile of Directors:

Mr. Jerambhai Lavjibhai Donda, aged about 62 years, holding a position as a Chairman and Managing Director and also the Promoter of our Company. He holds Matriculation Degree. He was appointed on the Board on April 29, 1993 and further designated as the Chairman and Managing Director of the Company on September 24, 2022 for a period of 5 years. He is having experience of 42 years in diamond and Jewellery industry. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His Vision to do business with ethics & to keep up with latest developments, Consistent Innovation in Technology and Management practices has helped him provide an overall growth for the Company.

Mr. Jay Jerambhai Donda, aged about 32 years, holding a position as a Whole Time Director & CFO and also the Promoter of our Company. He holds degree in Bachelor of Commerce (Financial Markets). He was originally appointed on the Board on April 18, 2011 and further designated as the Whole-Time Director of the Company on September 24, 2022 for a period of 5 years. He is having of experience of 10 years in Diamond Industry and Jewellery. He has expertise in the field of Accounting, Finance, Banking, Market research, Financial Market Strategies and Sales & Marketing strategies in the Business Development of the Company. He looks after the finance related matters of Company.

In view of this, and to comply with the provisions of the Act, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved the proposal of the continuation of existing remuneration by way of salary of Rs. 5,00,000 (Rupees Two Lakhs Only) per month for the remaining period of his tenure from 24th September, 2025 to 23rd September, 2027 to both Mr. Jerambhai Lavjibhai Donda (DIN: 00484152) and Mr. Jay Jerambhai Donda (DIN: 03496627), subject to the approval of shareholders, as set out in the resolution being item no. 6 and 7 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Jerambhai Lavjibhai Donda (DIN: 00484152) as Chairman and Managing Director and Mr. Jay Jerambhai Donda (DIN: 03496627) as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 & 7 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a. The payment of existing remuneration is approved by a resolution passed by the board at a meeting held on 30th August, 2025 and also by the Nomination and Remuneration Committee of Directors at a meeting held 30th August, 2025.
- b. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid approval of remuneration, all other terms and conditions of his appointment as Managing Director of the company as approved by the members of the company shall remain unchanged. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

Except Mr. Jerambhai Lavjibhai Donda, Chairman and Managing Director, Mr. Jay Jerambhai Donda, Whole-Time Director and CFO, Mrs. Dimple Jay Donda, Director and their respective relatives and to the extent of their shareholding interest, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution at item No. 6 and 7.

COMBINED STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013 WITH REFERENCE TO THE SPECIAL RESOLUTION AT ITEM NO. 6 AND ITEM NO. 7 OF THE NOTICE IS AS FOLLOWS:

Sr. No.	I. General Information	Particulars																			
1	Nature of Industry	Diamond and Jewellery																			
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1993 and started its business since then.																			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																			
4	Financial Performance based on given indicators	(Rs. in Lakh) <table><tr><th>Particulars</th><th>31.03.2025</th><th>31.03.2024</th></tr><tr><td>Revenue from operation</td><td>5241.39</td><td>4322.24</td></tr><tr><td>Other Income</td><td>0.38</td><td>0.81</td></tr><tr><td>Total Income</td><td>5241.77</td><td>4323.06</td></tr><tr><td>Profit before Depreciation, Interest & Tax [PBDITA]</td><td>307.62</td><td>288.06</td></tr><tr><td>Net Profit for the year</td><td>129.38</td><td>134.13</td></tr></table>		Particulars	31.03.2025	31.03.2024	Revenue from operation	5241.39	4322.24	Other Income	0.38	0.81	Total Income	5241.77	4323.06	Profit before Depreciation, Interest & Tax [PBDITA]	307.62	288.06	Net Profit for the year	129.38	134.13
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Other Income	0.38	0.81																			
Total Income	5241.77	4323.06																			
Profit before Depreciation, Interest & Tax [PBDITA]	307.62	288.06																			
Net Profit for the year	129.38	134.13																			
5	Foreign investments or collaborators, if any	Nil																			
	II. Information about the Managing Director & Whole Time Director	Mr. Jerambhai Lavjibhai Donda, Chairman and Managing Director	Mr. Jay Jerambhai Donda, Whole-Time Director																		
1	Background details	As mentioned in this explanatory statement.																			
2	Past remuneration	6.00 Lakh per annum	9.60 Lakh per annum																		
3	Recognition or awards	Nil																			
4	Job profile and his suitability	As mentioned in this explanatory statement.																			
5	Remuneration proposed	Remuneration of Rs. 5,00,000/- per month	Remuneration of Rs. 5,00,000/- per month																		
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profiles and the positions, the remuneration is fully justifiable and comparable to that prevailing in the industry.																			
7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Father of Mr. Jay Jerambhai Donda and Father-in-law of Mrs. Dimple Jay Donda.	Son of Mr. Jerambhai Lavjibhai Donda and Husband of Mrs. Dimple Jay Donda.																		
	III. Other Information - Reasons of loss or inadequate profits - Steps taken or proposed to be taken for improvement - Expected increase in productivity and profits in measurable terms	As the company is engaged in Business of Diamond and Jewellery, the capital expenses are high. The company takes various steps on a regular basis such as cost control and improving efficiency. The company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The management is confident of achieving sustained growth in the future. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.																			

ANNEXURES TO THE NOTICE

(I) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

Name of the Director	Mrs. Dimple Jay Donda (DIN: 09630193)
Designation/Category	Non-Executive Director/Promoter Group
Date of Birth	05/12/1993
Age	31 Years
Nationality	Indian
Qualification	Bachelor of Science in Interior Design
Date of first appointment on the Board of the Company	03/06/2022
No. of Board Meetings attended during the Year 2024-25	10 (Ten)
Expertise in specific functional area	Diamond and Jewelry Industry
Brief Profile	Mrs. Dimple Jay Donda, aged 31 years, has completed Bachelor of Science in Interior Design. She is having experience of 4 years in Diamond Industry and Jewellery Industry. She looks after the matters related to jewellery section like Jewelry designing, customer choice and Jewelry market trends.
Terms and conditions of appointment or re-appointment	She will be liable to retire by rotation.
Remuneration Last drawn	Nil
Shareholding in the Company in the listed entity, including shareholding as a beneficial owner	8,125 Equity Shares held in Dev Labtech Venture Limited
Directorship in the other Board (Other than Dev Labtech Venture Limited)	Nil
Membership/Chairpersonship in Committees (Other than Dev Labtech Venture Limited)	Nil
Listed entities from which the person has resigned in the past three years as Director	Nil
Relationship with other Director(s), Manager and KMP	Mrs. Dimple Jay Donda is wife of Mr. Jay Jerambhai Donda, Whole-Time Director and CFO of the Company and Daughter-in-law of Mr. Jerambhai Lavjibhai Donda, Chairman and Managing Director of the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of independent directors)	N.A.

By Order of the Board of Directors

DEV LABTECH VENTURE LIMITED

Place: Surat

Date: 30/08/2025

PANKAJ PANDAV

Company Secretary and Compliance Officer

ACS No.: 62216

REGISTERED OFFICE

GF/22-23, Pattani Plaza,
Dairy Road, Near Nilambaug Circle,
Bhavnagar - 364002, Gujarat (India).