

August 18, 2025

To
BSE Limited
P. J. Towers, 25th Floor,
Dalal Street, Fort, Mumbai - 400 001

Sub.: Notice for Extra- Ordinary General Meeting (“EGM”) of Davin Sons Retail Limited (“Company”)

Ref: Davin Sons Retail Limited (Security Id.: DAVIN, Security Code: 544331)

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the Extra-Ordinary General Meeting of the Company scheduled to be held on **Tuesday, 9th day of September, 2025 at 03:00 P.M. IST** through Video Conferencing (“VC”)/other Audio-Visual Means (“OAVM”).

Further, 2nd day of September, 2025 is fixed as the “cut-off date” to determine the eligibility to vote by e-voting or voting at venue of EGM.

Details of the meeting are provided in the enclosed Notice of the EGM.

The Notice of the EGM is also placed on the website of the Company at Davin Sons Retail LTd.

Please take a note of the same and oblige.

Thanking You,

For Davin Sons Retail Limited

Mohit Arora
Managing Director
DIN:07231072



DAVIN SONS RETAIL LIMITED

Registered Office: 609, Sixth Floor, P. P. City Centre, Plot No. 3, Road No. 44, Pitampura, Rani Bagh, North West Delhi, Delhi, India, 110034;

Corporate Identity Number (CIN): L14101DL2022PLC393510;

Tel. No.: +91 11 49092127; **Email:** info@davinsonsretail.com;

Website: www.davinsonsretail.com

NOTICE

Dear Member(s),

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of **Davin Sons Retail Limited** ("Company") will be held on **Tuesday, September 09, 2025**, at **3.00 P.M. IST** through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM") to transact the following business:

Special Business:

ITEM 1: INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.

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 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- each to 1,00,00,000 /- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following new Clause V as under:

"V. The Authorised Share Capital of the Company is ₹ 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- each (Rupees Ten Only) each."

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued

thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), as amended, the listing agreements entered into by the Company with BSE Limited and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, upto 19,25,000 (Nineteen Lakh Twenty-Five Thousand) Equity Shares of face value of ₹ 10/- each (“**Equity Shares**”) at a price of ₹ 25/- (Rupees Twenty Five only) each (“**Issue Price**”) including premium of ₹ 15/- (Rupees Fifteen only) each payable in cash aggregating upto ₹ 4,81,25,000/- (Rupees Four Crore Eighty-One Lakh Twenty-Five Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the member of Promoters of the Company and certain identified non-promoter persons / entities (“**Proposed Equity Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board:

Maximum number of Equity Shares to be allotted:

Sr. No.	Name of Proposed Equity Allottees	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount (in ₹)
A. Promoters				
1.	Mohit Arora	AHJPA1385N	3,00,000	75,00,000
2.	Nohit Arora	ARKPA5919R	2,75,000	68,75,000
B. Other				
3.	Vansha Wealth Management Private Limited	AAKCV3438J	3,30,000	82,50,000
4.	Gaurav Jain HUF	AAGHG4697F	3,00,000	75,00,000
5.	RNR Wealth Management Private Limited	AAMCR8516K	2,30,000	57,50,000
6.	Swanand Suresh Phand	AMIPP9957H	2,00,000	50,00,000
7.	HBPA Tradex Private Limited	AAGCH7309Q	1,30,000	32,50,000
8.	Deepak Gupta	ALGPD7518R	1,00,000	25,00,000
9.	Saurabh Agarwal	AQTPA4652R	50,000	12,50,000
10.	Karan Gulshan Sapra	BJAPS5254E	10,000	2,50,000

RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum issue price for the allotment of Equity Shares shall be 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting, which, in the present case, falls on Friday, August 08, 2025.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the Proposed Equity Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such

allotment by any regulatory authority or the Central Government including the in principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall *rank pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- b) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange
- c) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- d) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- f) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (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), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL / CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Equity Allottees 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the stock exchange as appropriate and utilisation of proceeds of the Equity Shares, 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

ITEM 3: ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTERS

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”), as amended, the listing agreements entered into by the Company with BSE Limited (“**BSE**”) and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 11,50,000 (Eleven Lakh Fifty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 25/- (Rupees Twenty Five only) each (“**Issue Price**”) including the 25% of the Issue Price, i.e. the upfront amount (“**Warrants Subscription Price**”) and balance 75% of the Issue Price i.e. at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 15/- (Rupees Fifteen only) each payable in cash aggregating upto ₹ 2,87,50,000 (Rupees Two Crore Eighty-Seven Lakh Fifty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the members of Promoters of the Company (“**Proposed Warrant Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No	Name of Proposed Warrant Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
A. Promoters				
1.	Mohit Arora	AHJPA1385N	6,50,000	1,62,50,000

2.	Nohit Arora	ARKPA5919R	5,00,000	1,25,00,000
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RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum issue price for the allotment of Warrants Shares shall be 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting, which, in the present case, falls on Friday, August 08, 2025.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Proposed Warrant Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the Stock Exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Warrant Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other forms prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including either sub-divided or consolidated or the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the allotment of Warrants and the conversion of the Warrants into equity shares of the Company then the face value, the number of equity shares to be allotted on conversion of the Warrants and the Issue Price shall automatically stand adjusted in the same proportion.
- d) The Warrant Subscription Price will be payable by the Proposed Warrant Allottees, at the time of subscription to the Warrants into the designated bank account of the Company as prescribed by Regulation 169 of the SEBI ICDR Regulations on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the Issue Price. Further, the Warrant Exercise Price shall be payable by the Proposed Allottees from their respective bank account into the designated bank account of the Company at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Warrant Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchange.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Warrant Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an equity shareholder of the Company.

- j) The equity shares so allotted to the Proposed Warrant Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Warrant Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (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), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Warrant Allottees 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

Registered Office

609, Sixth Floor, P. P. City Centre, Plot No. 3,
Road No. 44, Pitampura, Rani Bagh, North
West Delhi, Delhi, India, 110034

Place: Delhi

Date: August 8, 2025

By Order of the Board

For Davin Sons Retail Limited

Sd/-

Mohit Arora

Managing Director

DIN:07231072

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. In compliance with the provisions of the Companies Act, 2013 ("Act") read with rules/circulars issued thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder, the Extra Ordinary General Meeting ("EGM/ Meeting") of the Company is being held through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue of the EGM for the purpose of recording the minutes of the proceedings of the EGM.
3. The documents referred to in the accompanying Notice calling the EGM and the Explanatory Statement annexed thereto will be available for inspection in electronic mode. Members who wish to inspect the aforementioned documents are requested to write to the Company by sending e-mail to info@davinsonsretail.com
4. Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
5. Members can join the EGM through 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 1,000 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. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 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 pcspriyabinani@gmail.com with a copy marked to info@davinsonsretail.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members seeking any information about the matter to be placed at the EGM, are requested to write to the Company on or before September 1, 2025 to email id info@davinsonsretail.com. The same will be replied by the Company suitably.
9. 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 as aforesaid, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EGM has been uploaded on the website of the Company i.e. www.davinsonsretail.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL, the e-Voting Service Provider (ESP).
11. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
12. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
13. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
14. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
15. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
16. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
17. The Board of Directors of the Company has appointed Ms. Priya Binani, Company Secretary in Practice (Membership No. A57190), Proprietor of M/s Priya Binani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the entire voting process for in a fair and transparent manner.
18. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
19. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. www.davinsonsretail.com and the website of RTA the results shall simultaneously be communicated to the Stock Exchange.
20. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date i.e. Tuesday, September 2, 2025.
21. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, September 2, 2025, may obtain the login ID and password by sending a request at Issuer/ RTA

22. 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 only shall be entitled to attend the EGM.
23. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. In accordance with the guidance issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 09/2024 dated 19th September 2024, the forthcoming Extraordinary General Meeting (EGM) will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, Members may attend and participate in the ensuing EGM 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) 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 the e-voting system on the date of the EGM will be provided by CDSL.
3. 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 to at least 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.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.davinsonsretail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In accordance with the Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19th September 2024, companies are permitted to conduct their Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) up to 30th September 2025, subject to compliance with the requirements prescribed therein.

THE INSTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA -ORDINARY GENERAL MEETING ARE AS UNDER:

THE INSTRUCTION OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The voting period begins on Saturday, September 06, 2025 at 09:00 A.M. IST and ends on Monday 08, 2025 at 05:00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 2, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 2, 2025.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the

	e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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

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
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@davinsonsretail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **one days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@davinsonsretail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **one days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@davinsonsretail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 info@davinsonsretail.com/ einward.ris@kfintech.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Registered Office

609, Sixth Floor, P. P. City Centre, Plot No. 3,
Road No. 44, Pitampura, Rani Bagh, North
West Delhi, Delhi, India, 110034

Place: Delhi

Date: August 8, 2025

By Order of the Board

For Davin Sons Retail Limited

Sd/-

Mohit Arora

Managing Director

DIN:07231072

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE “ACT”)]

ITEM 1: INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY

Presently, the authorised share capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- each.

The Company is planning to raise funds by way of issuing equity shares and warrants on preferential basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on Friday, August 08, 2025, have recommended to increase the existing authorised share capital of the Company from ₹ 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- each to 10,00,00,000 /- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- each by creation of additional 40,00,000 (Forty Lakh) Equity Shares of ₹ 10/- each aggregating to ₹ 4,00,00,000/- (Rupees Four Crore only), ranking pari-passu in all respects with the existing equity shares of the Company.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association 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 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

ITEM 2 & 3: ISSUE OF EQUITY SHARES TO THE PERSON / ENTITY BELONGING TO THE PROMOTERS AND NON-PROMOTER CATEGORY & WARRANTS TO THE PERSON / ENTITY BELONGING TO THE PROMOTERS, ON PREFERENTIAL BASIS

The Special Resolutions contained in Item No. 2 & 3 of the Notice, have been proposed pursuant to the applicable provisions of Section 42, and 62(1)(c) of the companies Act, 2013 read with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163(1) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), for the issuance and allotment, on a preferential basis, of:

- (a) **up to 19,25,000 (Nineteen Lakh Twenty-Five Thousand) Equity Shares** of face value ₹ 10/- (Rupees Ten only) each at an issue price of ₹ 25/- (Rupees Twenty-Five only) per share (“**Issue Price**”) (including a premium of ₹ 15/- per share) payable in cash, to the person belonging to Promoters and certain Non-Promoter Person/entity (“**Proposed Equity Allottees**”); and
- (b) **up to 11,50,000 (Eleven Lakh Fifty Thousand) Convertible Warrants**, at an issue price of ₹ 25/- (Rupees Twenty-Five only) each (“**Issue Price**”) (including a premium of ₹ 15/- per warrant), each convertible into or exchangeable for 1 (one) fully paid-up Equity Share of face value ₹ 10/- each at a future date, with 25% of the Issue Price payable on allotment (“**Warrant Subscription Price**”) and the balance 75% of Issue Price payable at the time of conversion (“**Warrant Exercise Price**”), payable in cash, to the person belonging to Promoters category (“**Proposed Warrant Allottees**”).

The aggregate amount proposed to be raised by way of issuance of Equity Shares, Warrants and equity share pursuant to conversion of Warrants is up to ₹ 7,68,75,000 (Rupees Seven Crore Sixty-Eight Lakh Seventy-Five Thousand only) or such higher price as may be determined in accordance with Chapter V of the SEBI ICDR Regulations. The issuance and allotment of equity shares and warrants shall be made to the Proposed Equity Allottees and Proposed Warrant Allottees (collectively, “**Proposed Allottees**”), as detailed below, in such manner and on such terms and conditions as the Board of Directors may, in its absolute discretion, deem fit, subject to the approval of members of the Company. The proposal was approved by the Board at its meeting held on August 08, 2025.

1. Objects of the Preferential Issue and aggregate amount proposed to be raised,

The Company seeks to raise additional funds to secure long-term resources to support its growth requirement and for general corporate purposes. The Board of Directors has proposed to raise up to ₹ 7,68,75,000 (Rupees Seven Crore Sixty-Eight Lakh Seventy-Five Thousand only) through the issuance of upto 19,25,000 Equity Share and upto 11,50,000 convertible Warrants on a preferential basis to the person belonging to Promoter and certain non-promoter persons/entities. The Company shall utilize the proceeds from the Preferential Issue to fund the capital requirement for the purpose of capital expenditures, working capital requirements, acquisition, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board, as per the SEBI ICDR Regulations and other applicable laws.

2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued, rate of dividend and the Issue Price.

The Board of Directors of the Company at their meeting held on August 08, 2025 had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of up to 19,25,000 (Nineteen Lakh Twenty-Five Thousand) Equity Shares of face value ₹ 10/- (Rupees Ten only) each at an issue price of ₹ 25/- (Rupees Twenty-Five only) per equity share (“**Issue Price**”) (including a premium of ₹ 15/- per share) payable in cash and upto 11,50,000 warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 25/- (Rupees Twenty Five only) each (“**Issue Price**”) including the 25% of the Issue Price payable on allotment (“**Warrants Subscription Price**”) and balance 75% of the Issue Price *i.e.* at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 15/- (Rupees Fifteen only) each payable in cash aggregating upto ₹ 7,68,75,000 (Rupees Seven Crore Sixty-Eight Lakh Seventy-Five Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person belonging to the Promoters of the Company and certain identified non - promoter persons / entities (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No.	Name of Proposed Allottees	PAN	Maximum No. of Equity Shares to be Allotted	Maximum Aggregate Amount (in ₹)	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
A. Promoter of the Company						
1	Mohit Arora	AHJPA1385N	3,00,000	75,00,000	6,50,000	1,62,50,000
2	Nohit Arora	ARKPA5919R	2,75,000	68,75,000	5,00,000	1,25,00,000
Total A			5,75,000	1,43,75,000	11,50,000	2,87,50,000
B. Others						
3	Vansha Wealth Management Private Limited	AAKCV3438J	3,30,000	82,50,000	-	-
4	Gaurav Jain HUF	AAGHG4697F	3,00,000	75,00,000	-	-
5	RNR Wealth Management Private Limited	AAMCR8516K	2,30,000	57,50,000	-	-
6	Swanand Suresh Phand	AMIPP9957H	2,00,000	50,00,000	-	-
7	HBPA Tradex Private Limited	AAGCH7309Q	1,30,000	32,50,000	-	-
8	Deepak Gupta	ALGPD7518R	1,00,000	25,00,000	-	-
9	Saurabh Agarwal	AQTPA4652R	50,000	12,50,000	-	-

10	Karan Gulshan Sapra	BJAPS5254E	10,000	2,50,000	-	-
Total B			13,50,000	3,37,50,000	-	-
Total (A+B)			19,25,000	4,81,25,000	11,50,000	2,87,50,000

The terms and conditions of the Preferential Allotment are as stated in the Resolutions 2 and 3.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on August 08, 2025 has approved to issue not exceeding up to 19,25,000 (Nineteen Lakh Twenty-Five Thousand) Equity Shares of face value ₹ 10/- (Rupees Ten only) each and upto 11,50,000 warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each.

4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ 7,68,75,000/- (Rupees Seven Crore Sixty-Eight Lakh Seventy-Five Thousand only) by way of issue of Equity shares and Warrants on preferential basis.

5. Relevant Date:

In terms of Regulation 161 and the Explanation thereto of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the Issue Price for the Preferential Allotment of the Equity Shares and Warrants shall be **Friday, August 08, 2025**, being the preceding trading day to the 30th day prior to the date on which the resolution will be deemed to be passed at the Extra Ordinary General Meeting, i.e., **Tuesday, September 09, 2025**, in accordance with the provisions of the said Explanation.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on SME Platform of BSE Limited (“**BSE**”) (“**Stock Exchange**”) for a period of more than 90 trading days as on the relevant date i.e. August 08, 2025 and are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

For the purpose of computation of the Issue Price per Equity Share and Warrant to the Proposed Allottees of the Company, the Issue Price shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of frequently traded shares as per Regulation 164(1) of the SEBI ICDR Regulations:

The highest trading volume of the stock exchange on which the equity shares of the Company have been listed, during the preceding 90 trading days prior to the Relevant Date has been considered. Trading volume of the Equity Shares on the BSE has been considered to determine the Issue Price as the Company is listed on BSE, during the preceding 90 trading days prior to the Relevant Date. In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Equity Share and Warrants shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the BSE preceding the Relevant Date i.e. ₹ 20.56; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the BSE preceding the Relevant Date i.e. ₹ 22.78.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the Preferential Issue.

None of the Propose Allottees categorised as the qualified institutional buyers.

Further, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, the proposed Preferential Issue will result in an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Accordingly, in compliance with the provisions of Regulation 166A(1) of the

SEBI ICDR Regulations, a valuation report from a registered valuer determining the price of the equity shares proposed to be allotted shall be obtained and made available for inspection by the Members.

Pursuant to the above the Company has obtained a valuation report from CA Ashok Mittal, an Independent Registered Valuer with Registration No. IBBI/RV/16/2022/14573, having office at S-138, 2ND Floor, B-Wing, Express Zone Commercial Hub, Western Express Highway, Goregaon East, Mumbai-400063 and the price determined by such Independent Registered Valuer in the Valuation Report dated August 08, 2025 is ₹ 23.62/- The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.davinsonsretail.com/pdf-file/>

Pursuant to the above, the minimum floor price of ₹ 23.62/-, has been determined in accordance with Regulations 164(1) read with Regulation 166A(1) of Chapter V of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Equity Share and Warrant of ₹ 25/- which include premium of ₹ 15/-, which is above the floor price *i.e.* minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

7. Equity Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre issue Shareholding as March 31, 2025		No. of Equity Share to be Allotted	Post issue Shareholding (Presuming allotment of Equity Shares)		No. of Warrants to be Allotted	Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)	
		No. of Equity Shares	%		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoters and Promoter Group Holding:								
1	Indian:								
	Individual	33,24,978	63.18	5,75,000	38,99,978	54.26	11,50,000	50,49,978	60.57
	Sub Total (A)	33,24,978	63.18	5,75,000	38,99,978	54.26	11,50,000	50,49,978	60.57
B	Non – Promoters’ Holding:								
1	Institutions:	-	-	-	-	-	-	-	
2	Non-Institutions:								
	a) Resident Individuals	17,08,814	32.47	3,60,000	20,68,814	28.78	-	20,68,814	24.81
	b) Non-Resident Indians	16,000	0.30	-	16,000	0.22	-	16,000	0.19
	c) Bodies Corporate	1,39,000	2.64	6,90,000	8,29,000	11.53	-	8,29,000	9.94
3	Any Other (Specify)	74,000	1.41	3,00,000	3,74,000	5.20	-	3,74,000	4.49
	Sub Total (B)	19,37,814	36.82	13,50,000	32,87,814	45.74	-	32,87,814	39.43
	Grand Total (A + B)	52,62,792	100.00	19,25,000	71,87,792	100.00	11,50,000	83,37,792	100.00

The post issue shareholding percentage has been calculated assuming that all the Warrants allotted will be converted into equity shares.

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The Equity Shares and Warrant shall be issued to Mr. Mohit Arora, Promoter and Managing Director and Mr. Nohit Arora, Promoter and Whole-time Director of the Company, they have indicated their intention to subscribe to the Equity Shares and Warrants on preferential basis as per below details. Other than them, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of equity share and/or Warrants under the current Preferential Allotment or otherwise contribute to the Preferential Allotment or separately in furtherance of the objects specified herein above.

Sr. No.	Particulars	Maximum No. of Equity Shares to be Allotted	Maximum Aggregate Amount (in ₹)	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
1	Mohit Arora - Promoter and Managing Director	3,00,000	75,00,000	6,50,000	1,62,50,000
2	Nohit Arora - Promoter and Whole-time Director	2,75,000	68,75,000	5,00,000	1,25,00,000

9. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the SEBI ICDR Regulations, the Equity Shares and Warrants (“Securities”) shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Securities is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The Proposed Warrant Allottees shall be required to pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Proposed Warrant Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the Issue Price of the resultant equity shares. The Proposed Warrant Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Proposed Warrant Allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

Upon receipt of the Warrant Exercise Price, the Board (or a committee thereof) shall allot one equity share of face value of ₹ 10/- each, per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the allottees, within the specified period of eighteen months as stipulated under SEBI ICDR Regulations, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

10. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the securities 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 and change in control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities:

Identity of the Proposed Allottees	Pre-Preferential Allotment Shareholding		Maximum no. of equity share to be allotted	Post issue Shareholding (Presuming allotment of Equity Shares)		Maximum no. of Equity shares proposed to be allotted upon full conversion of Warrants	Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)		Ultimate Beneficial Owner
	No. of Equity Shares	%		No. of Equity Shares	%		No. of Equity Shares	%	
Promoter – Individual									
Mohit Arora	19,26,126	36.60	3,00,000	22,26,126	30.97	6,50,000	28,76,126	34.50	NA
Nohit Arora	5,84,130	11.10	2,75,000	8,59,130	11.95	5,00,000	13,59,130	16.30	NA
Others									
Vansha Wealth Management Private	-	-	3,30,000	3,30,000	4.59	-	3,30,000	3.96	Manish Kumar (PAN:

Limited - Company									AOQPK3800G)
Gaurav Jain HUF – HUF	-	-	3,00,000	3,00,000	4.17	-	3,00,000	3.60	Gaurav Jain (PAN: AEYPJ4410R)
RNR Wealth Management Private Limited – Company	-	-	2,30,000	2,30,000	3.20	-	2,30,000	2.76	Utsav Pramodkumar Shrivastav (PAN: AQGPS7669M)
Swanand Suresh Phand - Individual	-	-	2,00,000	2,00,000	2.78	-	2,00,000	2.40	NA
HBPA Tradex Private Limited- Company	-	-	1,30,000	1,30,000	1.81	-	1,30,000	1.56	Narendra Kumar Jain (PAN: AACPJ8722E)
Deepak Gupta – Individual	-	-	1,00,000	1,00,000	1.39	-	1,00,000	1.20	NA
Saurabh Agarwal – Individual	-	-	50,000	50,000	0.70	-	50,000	0.60	NA
Karan Gulshan Sapra - Individual	-	-	10,000	10,000	0.14	-	10,000	0.12	NA

Notes: For detailed holding of the Promoter and Promoter Group and Public, please refer to shareholding pattern provided above.

11. Change in control if any in the Company that would occur consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid Preferential Allotment. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

12. Undertaking as to re-computation of price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of equity shares shall not be applicable. However, the Company shall re-compute the Issue Price of the Equity Shares / Warrants and/or the equity shares to be allotted on exercise of the Warrants in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares / Warrants and/or equity shares to be allotted on exercise of the Warrants under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

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

The Company has not made any allotment on preferential basis during the year.

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

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

The Equity Shares and Warrants and equity share to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Practicing Company Secretary Certificate:

A certificate from Mr. Priya Binani, Proprietor of Priya Binani & Associates, a firm of Practicing Company Secretaries, (Membership No. ACS 57190, COP No. 24562), having Principle Office at 2nd Floor, RM Complex, Opp. Raymond Showroom, Near Railway Station, Rani Bazar, Bikaner - 334001, Rajasthan certifying that the Preferential Issue of Equity Shares and Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at <https://www.davinsonsretail.com/pdf-2/>.

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchange.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Equity Shares and Warrants on preferential basis. The Proposed Allottees have Permanent Account Number. The lock-in kindly refers to above point 15.

19. Listing:

The Company will make an application to BSE at which the existing equity shares are presently listed, for listing of the Equity Share and equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Mohit Arora and Nohit Arora are the Promoters of the Company, as on date of this Notice. Further, upon the issuance and allotment of the Equity Share and Warrants and equity shares to be allotted on exercise of the Warrants, they will continue to be categorized as Promoter of the Company.

Presently, Vansha Wealth Management Private Limited, Gaurav Jain HUF, RNR Wealth Management Private Limited, Swanand Suresh Phand, HBPA Tradex Private Limited, Deepak Gupta, Saurabh Agarwal, Karan Gulshan Sapra, are not holding any equity share of the Company and are under non-promoter category of the Company. Upon the issuance and allotment of Equity Shares, they will be categorized as non-promoter public shareholders of the Company.

22. Monitoring Agency

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of SEBI ICDR Regulations.

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking

- a) The Company, its Promoter and Promoter Group and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b) None of Directors or Promoter and Promoter Group of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- d) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- e) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- f) The Company shall be making application seeking in-principle approval to the Stock Exchange, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- g) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- i) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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

The Preferential Allotment is proposed to be made to both Promoters and Non-Promoters.

- 26.** Pursuant to the proposed investment and in accordance with **Rule 14(1)** of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/convertible warrants shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot Equity Share/convertible Warrants as stated in these resolution, which would result in a further issuance of securities of the Company to the promoters and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, as specify in this notice none of the promoter and promoter group, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, either directly or indirectly, in the above referred resolutions except to the extent to their shareholding in the Company.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 2 & 3 to be passed as a special resolution.

Registered Office

609, Sixth Floor, P. P. City Centre, Plot No. 3,
Road No. 44, Pitampura, Rani Bagh, North
West Delhi, Delhi, India, 110034

Place: Delhi

Date: August 8, 2025

By Order of the Board

For Davin Sons Retail Limited

Sd/-

Mohit Arora

Managing Director

DIN:07231072