AXENTRA CORP LIMITED
(FORMERLY KNOWN AS DUGAR HOUSING DEVELOPMENTS LIMITED)
CIN: L62013TN1992PLC023689
info@axentracorp.ai
+91 9152205386
www.Axentracorp.ai

Date: September 08, 2026

To,
The Department of Corporate Services,
BSE Limited
14th Floor, P.J. Towers,
Dalal Street, Mumbai - 400 001

Dear Sir/ Madam,

Sub: - 34th Annual General Meeting Notice of Axentra Corp Limited ("the Company") for FY 2025-2026.

Ref: - Scrip Code: 511634

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of 34th Annual General Meeting for the Financial Year 2025-26.

Please arrange to take the same on your records.

Thanking You,

For **Axentra Corp Limited,**
(Formerly known as Dugar Housing Developments Limited)

Manisha Roopchand Sharma

Digitally signed by Manisha Roopchand Sharma
Date: 2026.09.08 18:09:23 +05'30'

Manisha Sharma
Company Secretary & Compliance Officer

Encl: - as above

02

Notice of the 34th Annual General Meeting

Notice convening the 34th Annual General Meeting on Wednesday, 30 September 2026 at 2.00 P.M. at the registered office, with the notes, the explanatory statement under Section 102 of the Companies Act, 2013 and the annexures.

Notice of the 34th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF AXENTRA CORP LIMITED (FORMERLY KNOW AS DUGAR HOUSING DEVELOPMENTS LIMITED) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER 2026 at 2.00 P.M. AT BUILDING NO. 351 - DOOR 1A, 1ST FLOOR, AVVAI SHANMUGAM SALAI, GOPALAPURAM , CHENNAI, TAMIL NADU, INDIA, 600086 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1: Adoption of Financial Statements for the Financial year ended March 31, 2026.

To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2026 including the Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement together with the Reports of the Board of Directors Auditors thereon.

2: Re-appointment of Mr. Vinoth Kumar Mohanadas as a Director liable to retire by rotation.

To appoint Mr. Vinoth Kumar Mohanadas (DIN: 07616951), who retires by rotation as a director and being eligible offers himself for Re-appointment.

3. Re-appointment of M/S M Sahu & Co Chartered Accountants as the Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/S M Sahu & Co Chartered Accountants (Firm Registration No. 130001 W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of four consecutive years, commencing from the conclusion of the 34th Annual General Meeting (AGM) till the conclusion of the 38th AGM to be held in the year 2030, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board or Company Secretary and Compliance Officer of the Company, 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 this resolution."

SPECIAL BUSINESS

4. Regularization of Additional Director, Ms. Adarshana Vinoth Kumar (DIN 11874427) as a Non-Executive and Non- Independent Director of the Company.

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Ms. Adarshana Vinoth Kumar (DIN 11874427), who was appointed as an Additional Director (in the capacity of a Non Executive & Non-Independent Director) of the company by the Board of Directors at its meeting held on August 14, 2026 pursuant to section 161 ofthe Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director be and is hereby appointed as a Non-Executive Non-Independent Director of the Company".

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 150, and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Ms. Adarshana Vinoth Kumar (DIN 11874427),who has submitted a declaration that she is not disqualified to act as a Director of the Company under section 164 of the Act, be and is hereby appointed as a Non-Executive & Non-Independent Director of the company whose period of office will be liable to determination by retirement of directors by rotation.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby approve and regularize the appointment of Ms. Adarshana Vinoth Kumar (DIN 11874427) ,who was appointed by the Board of Directors as a Non- Executive and Non Independent Director with effect from August 14,2026 for a term of 3 years, and it is decided to pay a remuneration of Rs. 9,60,000 per annum subject to the approval of regularization by the shareholders of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, she shall be paid salary as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the relevant authorities, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions to the said appointment to the extent the Board may consider appropriate and as may be agreed to between the Board and Ms. Adarshana Vinoth Kumar"

"RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

5. **Regularization of Additional Director, Mr. Dhiraj Kapur (DIN: 06640033) as a Non-Executive and Independent Director of the Company.**

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mr. Dhiraj Kapur (DIN 06640033), who was appointed as an Additional Director (in the capacity of a Non-Executive & Independent Director) of the company by the Board of Directors at its meeting held on August 14,2026 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive & Independent Director of the Company".

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, (DIN 06640033) Mr. Dhiraj Kapur (DIN 06640033) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Non-Executive & Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from August 14,2026 whose period of office will not be liable to determination by retirement of directors by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

6. Appointment of Mr. Senthil Kumar Bellan (DIN: 11536666) as a Managing Director of the Company

To consider and if thought fit, to pass the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Senthil Kumar Bellan (DIN: 11536666) as the Managing Director of Axentra Corp Limited for a period of five (5) consecutive years commencing from July 14, 2026 and ending on July 13, 2031 upon the terms and conditions, including remuneration, perquisites and other benefits, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (which term shall include the Nomination and Remuneration Committee and any Committee thereof) to alter, vary, revise or modify the terms and conditions of the appointment and remuneration from time to time, within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws.

RESOLVED FURTHER THAT where, in any financial year during the tenure of Mr. Senthil Kumar Bellan 0(DIN: 11536666) as Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him shall be governed by the provisions of Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to such approvals as may be required.

RESOLVED FURTHER THAT Mr. Senthil Kumar Bellan (DIN: 11536666) shall not be liable to retire by rotation during his tenure as Managing Director, to the extent permitted under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary & Compliance Officer, if any, be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, forms and writings and make all such filings with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities as may be necessary, expedient or desirable for the purpose of giving effect to this Resolution."

7. Increase in Authorized Share Capital of the Company and consequent Alteration of Memorandum of Association

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each." to Rs. 70,00,00,000/- (Rupees Seventy - Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board or the Company Secretary & Compliance Officer, if any, be and is hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

8. Adoption of new set of Memorandum of Association (MOA) Of Company in accordance with Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to adopt a new set of the Memorandum of Association of the Company in accordance with Table A of Schedule I to the Companies Act, 2013, in substitution for, and to the entire exclusion of, the existing Memorandum of Association framed under the Companies Act, 1956.

RESOLVED FURTHER THAT the new Memorandum of Association, as placed before this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary & Compliance Officer, if any, be and is hereby severally authorized to sign and execute all such documents, papers and writings, to file the necessary e-forms and returns with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

9. Adoption of New set of Articles of Association (AOA) Of Company in accordance with Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in conformity with the provisions of the Companies Act, 2013, in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company framed under the Companies Act, 1956.

RESOLVED FURTHER THAT the new set of Articles of Association, as placed before this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary & Compliance Officer, if any, be and is hereby severally authorized to sign and execute all such documents, papers and writings, to file the necessary e-forms and returns with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

10. Offer, Issue and Allot Equity Shares on Preferential Basis for Consideration other than Cash.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 186(1),186(2), 186(3),186(5) 179,and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022, and other applicable FEMA rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India ("RBI"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary from the RBI, the authorised dealer bank, SEBI, BSE Limited, the stock exchange(s), and/or any other statutory, regulatory or governmental authority, and subject to such terms and conditions as may be prescribed by them while granting such approvals, consent, permissions or sanctions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee thereof or any person(s) authorised by the Board) to acquire and/or subscribe to such number of equity shares representing up to 100% of the equity share capital of Emageia Pty Ltd," Target Company", a company incorporated under the laws of Australia ("Target Company"), for an aggregate purchase consideration not exceeding USD 39,00,000 (United States Dollars Three Million Nine Hundred Thousand only) (INR 37,13,19,000 /-) (conversion rate 1 USD = INR 95.21 as on relevant date i.e. 31.08.2026) or its equivalent in any other permitted currency, on such terms and conditions as may be mutually agreed between the Company and the shareholders of the Target Company and the said purchase consideration is to be discharged by issue, offer and allot 70,52,593 Equity shares at a price of Rs. 27/- per Share (Rs. 10/- towards face value and Rs. 17/- towards securities Premium - which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date ("**Subscription Shares**") aggregating to Rs, 19,04,20,000/-(USD 20,00,000 at a conversion price of INR 95.21) for consideration other than cash (being swap of the equity shares of Emageia Pty Ltd,) for acquisition of 1,15,00,000 Ordinary

Shares from TK7 Holdings Pty Ltd representing 100% (One Hundred Percent) of the paid-up Ordinary share capital of Emageia Pty Ltd and balance Rs. 18,08,99,000/- (USD 19,00,000 at a conversion Price of INR 95.21) in cash consideration which is to be funded from the proposed Preferential issue

The details of the Proposed Allottees, the number of Equity Shares proposed to be acquired and the number of equity shares of the Company proposed to be allotted is set forth in the below table:

Sr no.	Name and Address of Proposed Allottees	No. of Ordinary shares of Emageia Pty Ltd	No. of Equity shares of Axentra Corp Limited to be allotted
1.	TK7 Holdings Pty Ltd	1,15,00,000	70,52,593
	Total no. of Equity shares	1,15,00,000	70,52,593

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Monday, August 31, 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Wednesday, September 30,2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1)The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

2)The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

3)The Subscription Shares 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, if any approval or permission by any regulatory authority / Stock Exchange/ the Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);

4)The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable laws for the time being in force;

5)The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

6)The Subscription Shares so offered, issued and allotted to the Proposed Allottees are being issued for consideration other than cash towards discharge of the purchase consideration payable by the Company for acquisition of the Purchase Shares. However, the total Purchase Consideration is a combination of issue of shares for consideration other than cash (USD 2 Million – INR 19,04,20,000/-) and Cash consideration. USD 1.9 million (INR 18,08,99,000/-) will be paid as a Cash Consideration to the selling shareholders of Emageia Pty Ltd. The Conversion date has been taken as on the relevant date i.e. 31.08.2026.

7)The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

8)The equity shares shall be issued and allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;

RESOLVED FURTHER THAT the aforesaid aggregate purchase consideration of up to USD 3,900,000 (INR 37,13,19,000) shall be discharged partly in cash, amounting to approximately USD 1,900,000 (INR 18,08,99,000/-), and partly by way of issue and allotment of up to 70,52,593 equity shares of the Company, having face value of ₹10 each, to the shareholders of the Target Company, on a preferential basis and for consideration other than cash(USD 20,00,000 – INR 19,04,20,000) by way of swap of securities, at an issue price of ₹27 per equity share, or such price as may be determined in accordance with the applicable provisions of the SEBI ICDR Regulations and FEMA, against acquisition of equity shares of the Target Company, such that the aggregate consideration payable by the Company for the acquisition does not exceed USD 3,900,000.

RESOLVED FURTHER THAT the issue and allotment of the aforesaid equity shares of the Company to the shareholders of the Target Company shall be made in accordance with the applicable provisions of Sections 42 and 62(1)(c) of the Act, the SEBI ICDR Regulations and other applicable laws, rules and regulations, and shall be subject to receipt of all requisite approvals, consents, permissions and sanctions from the relevant statutory, regulatory and governmental authorities, including the stock exchange(s), RBI and/or the authorised dealer bank, as may be applicable.

RESOLVED FURTHER THAT the issue price of the equity shares proposed to be issued and allotted by the Company pursuant to the aforesaid share swap shall be determined in accordance with the applicable provisions of the SEBI ICDR Regulations and FEMA and on the basis of the valuation(s) obtained by the Company from the requisite independent/registered valuer(s)/merchant banker(s), as applicable, and the share swap ratio shall be determined accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, negotiate, modify and execute the share purchase agreement, share swap ratio, subscription agreement, deed of transfer, escrow agreement, and/or such other agreements, deeds, documents and instruments as may be necessary or desirable for giving effect to the acquisition of the Target Company, including determining the final number of equity shares to be acquired, the cash consideration, the number of equity shares of the Company to be issued and allotted pursuant to the share swap, the share swap ratio, the terms and conditions of the acquisition and the issue and allotment, and to make such modifications, amendments or variations thereto as may be considered necessary or expedient, provided that the aggregate purchase consideration shall not exceed USD 3,900,000.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all applications, filings and submissions, obtain all approvals, consents, permissions and registrations, including ODI-related filings and reporting with the authorised dealer bank/RBI and filings with the stock exchange(s) and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to the aforesaid acquisition and share swap.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the terms of the acquisition and share swap, including the closing conditions, conditions precedent, completion date, representations and warranties, indemnities, escrow arrangements, adjustment mechanisms and other commercial and legal terms, and to settle any questions, difficulties or doubts that may arise in connection with the aforesaid acquisition and to execute such further documents and instruments as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel, officer or committee of the Company, as it may deem appropriate, for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things already done or undertaken by the Board, or any officer of the Company duly authorised by the Board, in connection with the aforesaid proposal be and are hereby ratified, confirmed and approved.

11. **Raising of funds through issue of Equity Shares on Preferential Allotment basis to the individual investors - Non-Promoter – Public Category for Cash.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Axentra Corp Limited (formerly known as Dugar Housing Developments Limited) ('the Company'), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'SEBI (ICDR) Regulations'), the regulations issued by the Securities and Exchange Board of India

('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 , the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited,(the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 1,25,59,507 (One Crore Twenty Five Lakhs Fifty Nine Thousand Five Hundred Seven) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up, on a preferential basis to the Proposed allottees under non-Promoter category (Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice at a price of Rs. 27/- (Rupees Twenty-Seven only) per equity share [i.e. including a premium of Rs. 17/- (Rupees Seventeen only) per equity share, or such higher price which shall not be less than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted to the Proposed Allottees by way of preferential allotment shall, inter-alia, be subject to the following:

a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equity shares;

b) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration

c) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;

d) The equity shares 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, if any approval or permission by any regulatory authority / Stock Exchange/ the Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);

e) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;

f) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the dividend and voting rights, if any;

g) The "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Monday, August 31, 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Wednesday, September 30, 2026.

h) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and

i) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act".

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and 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 applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or the Company Secretary & Compliance Officer of the Company including in respect of matters relating to 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 and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

12. Raising of Funds through Issue of Warrants Convertible into Equity Shares on Preferential Allotment Basis to

an Individual Investor belonging to the Promoter Category for Cash.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23,42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Axentra Corp Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to offer, issue and allot, upto 74,00,000 (Seventy Four Lakhs) convertible warrants (Warrants) at a price of Rs. 27/- per warrant to Vinoth Kumar Mohanadas "the Proposed allottee" under Promoter category as mentioned in the Explanatory Statement annexed hereunto to this Notice, each convertible into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each fully paid up and a security premium of Rs. 17/- (Rupees Seventeen only) per share or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Monday, August 31, 2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Wednesday, September 30, 2026

RESOLVED FURTHER THAT:

a) The Board is authorized to issue and allot upto 74,00,000 (Seventy-Four Lakhs) warrants at a price of Rs. 27/- per warrant aggregating upto Rs. 19,98,00,000/- (Rupees Nineteen Crores Ninety-Eight Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 74,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a securities premium of Rs. 17/- (Rupees Seventeen only) per Equity share of the Company against each warrant.

b) Each Warrant held by the Proposed Allottee shall entitle him to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rs. Ten only) at a security premium of Rs. 17/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 17/- towards securities premium.

i) The Warrants by itself, until conversion and allotment of equity shares, does not give to the holder thereof any right including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and 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 Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchange for obtaining in-principle approvals; (iii) listing of shares on conversion of warrants (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the warrants and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to 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 and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend."

13**. Raising of Funds through Issue of Warrants Convertible into Equity Shares on Preferential Allotment basis to the Individual Investors - Non-Promoter – Public Category for Cash.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re- enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Axentra Corp Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2020, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the

Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to offer, issue and allot, upto 1,08,00,000 (One Crore Eight Lakhs) convertible warrants (Warrants) at a price of Rs. 27/- per warrant to the to the Proposed allottees under Non Promoter category(Public)as mentioned in the Explanatory Statement annexed hereunto to this Notice, each convertible into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each fully paid up and a security premium of Rs. 17/- (Rupees Seventeen only) per share or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as stated above, as per the ICDR Regulations and other applicable laws, is Monday August 31,2026 being the date, which is 30 days prior to the date of the Annual General Meeting i.e. Wednesday, September 30, 2026.

RESOLVED FURTHER THAT:

a) The Board is authorized to issue and allot upto 1,08,00,000 (One Crore Eight Lakhs) warrants at a price of Rs. 27/- per warrant aggregating upto Rs. 29,16,00,000/- (Rupees Twenty-Nine Crores Sixteen Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 1,08,00,000 Equity Shares of the face value of Rs.10/- (Rupees Ten only) each at a securities premium of Rs. 17/- (Rupees Seventeen only) per Equity share of the Company against each warrant.

b) Each Warrant held by the Proposed Allottee shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rs. Ten only) at a security premium of Rs. 17/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 17/- towards securities premium.

i) The Warrants by itself, until conversion and allotment of equity shares, does not give to the holder thereof any right including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under

The Act and 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 Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares on conversion of warrants (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the warrants and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to 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 and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend.

14. Approval for entering into the Related Party Transactions with Specified Related Parties.

To consider and, if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Foreign Exchange Management Act, 1999, and the rules, regulations and guidelines made thereunder, as amended from time to time, and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Company to enter into, continue and/or undertake related party transaction(s), contract(s), arrangement(s) and/or agreement(s) with the Related Parties as set out in the Explanatory Statement annexed to the Notice, for an aggregate value not exceeding ₹100,00,00,000/- (Rupees One

Hundred Crores only), during the period commencing from the date of this 34th Annual General Meeting and continuing up to the date of the next Annual General Meeting of the Company i.e 35th Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties.

RESOLVED FURTHER THAT the aforesaid approval shall cover transactions including, but not limited to, purchase or sale of goods, materials, products or other items, purchase or sale of property, plant and equipment or other assets, availing or rendering of services, leasing or licensing of property, reimbursement of expenses, sharing of resources, payment or receipt of fees, commission, remuneration or other charges, and such other transactions as may be specifically set out in the Explanatory Statement annexed hereto, provided that the aggregate value of all such transactions with the Related Parties, taken together, shall not exceed ₹100,00,00,000 crore during the aforesaid period (Rupees One Hundred Crore only).

RESOLVED FURTHER THAT the transactions contemplated herein shall be undertaken on such commercial terms and conditions as may be determined by the Audit Committee and/or the Board of Directors of the Company from time to time, including with respect to pricing, payment terms, tenure, quantity, delivery and other commercial terms, subject to the limits and conditions approved by the Members and in accordance with the applicable provisions of the Act, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Audit Committee of the Company be and is hereby authorised to approve and/or modify the specific transactions falling within the scope of this approval from time to time, subject to the overall aggregate limit of ₹100 crore, and to review the transactions entered into pursuant to this approval on quarterly basis or as may be prescribed under applicable law.

RESOLVED FURTHER THAT the approval accorded by the Members pursuant to this resolution shall remain valid from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, subject to the applicable provisions of the SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT where any transaction or series of transactions with a Related Party constitutes a material related party transaction or otherwise requires separate approval of the Members under the Act, SEBI LODR Regulations or any other applicable law, such transaction shall be undertaken only after obtaining the requisite approval(s), unless exempted under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, agreements and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution, and to delegate all or any of the powers conferred herein to any Director, Key Managerial Personnel or officer of the Company, as may be deemed appropriate.**"**

Place: Chennai
Date: 07-09- 2026

By and on behalf of Board of Directors
For Axentra Corp Limited
Sd/-

Vinoth Kumar Mohanadas
Whole time Director (DIN: 07616951)

AXENTRA CORP LIMITED
(Formerly Dugar Housing Developments Limited)
Registered Office: Building no. 351 - Door 1A , 1st Floor,
Avvai Shanmugam Salai, Gopalapuram,Chennai,
Tamil Nadu, India, 600086
CIN: L62013TN1992PLC023689 /
Website: www.axentracorp.ai / Email: info@axentracorp.ai
Contact No.: +91 9152205386

IMPORTANT NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ("Act"), setting out the material facts concerning the business with respect to Item No(s) 4, 5 and 6 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and disclosure requirements in terms of Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking appointment / re-appointment at this Annual General Meeting ("Meeting" or "AGM") is furnished as Annexure I to this Notice.

2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote and vote instead of himself/herself and such proxy/proxies need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.

3. In compliance with the aforesaid MCA circulars and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by Securities and Exchange Board of India ('SEBI'), Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the company's registrar and share transfer agent/depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the company's website www.axentracorp.ai ,websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of Cameo Corporate Services Ltd www.cameoindia.com
4. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
5. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their Email ID with the Company or with the Registrar and Transfer Agents .
6. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company.
9. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/Manager seeking appointment/reappointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager have furnished the requisite consents/declarations for their appointment/re-appointment
10. In order that the appointment of a proxy is effective the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

11. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

12. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013 are requested to send the Company a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

13 .As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website at www.axentracorp.ai . Members holding shares in demat mode should file their nomination with their Depository Participant (DPs) for availing this facility.

15. Members may please note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.axentracorp.ai . Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

16. Member's proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

17. Any change of particulars including address, bank mandate and nomination for shares held in Demat form, should be notified only to the respective Depository Participants where the Member has opened his/her Demat account. The Company or its share transfer agent will not act on any direct request from these Shareholders for change of such details. However, requests for any change in particulars in respect of shares held in physical form should be sent to our RTA.

18. In case of joint holders attending the Meeting the joint holder who is higher in the order of names will be entitled to vote at the meeting

19. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

20. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026 to Wednesday, September 30,2026 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended March 31, 2026.

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

22. A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If Member casts vote by both modes, then voting done through e- voting shall prevail and Ballot shall be treated as invalid.

23. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered office of the Company not later than Tuesday, September 29, 2026 (5.00 pm IST). Ballot Form received after this date will be treated invalid.

24. As per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the transfer of shares in physical mode is not allowed from 1st April 2019. Hence members are requested to dematerialize their shares. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization which include easy liquidity since trading is permitted in dematerialized form only electronic transfer savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

25. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act 2013 during the current Financial Year is not applicable.

26. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) Wednesday, September 23,2026.

27. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under item No. 4 to 14 of the Notice is annexed hereto

28. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

29. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of RTA's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. For this purpose, the Company has appointed Central Depository Services 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 will be provided by CDSL.

THE PROCEDURE TO LOGIN TO E-VOTING WEBSITE CONSISTS OF TWO STEPS AS DETAILED HEREUNDER:

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 2026 at 05:00 P.M. 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. Wednesday, September 23, 2026, 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 September 23, 2026.

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09,2020 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 above said SEBI Circular, Login method for e-Voting 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	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 Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by 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. 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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be 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 with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider 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. 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 2. 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. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

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.

IMPORTANT NOTE:

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

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in 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

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

1. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

a. The shareholders should log on to the e-voting website www.evotingindia.com.

b. Click on “Shareholders” module.

c. 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

d. Next enter the Image Verification as displayed and Click on Login.

e. 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.

f. 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.

2. After entering these details appropriately, click on "SUBMIT" tab.

3. 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.

4. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

5. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

6. 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.

7. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

8. 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.

9. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

10. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

11. 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.

12. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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@axentracorp.ai (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.

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 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 22 55 33

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.shravangupta@gmail.com with a copy marked to evoting@cdsl.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.cdsl.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.cdsl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@cdsl.co.in

Other Instructions:

1. The e-voting period commences on Sunday, September 27, 2026 (9.00 A.M. IST) and ends on Tuesday, September 29, 2026 (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 23, 2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the Meeting, 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 make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.axentracorp.ai and on the website of CDSL www.evoting.cdsl.com immediately.
6. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the registered office of the Company.

Place: Chennai
Date : 07.09.2026

By and on behalf of Board of Directors
For Axentra Corp Limited
Sd/-

Vinoth Kumar Mohanadas
Whole time Director (DIN: 07616951)

AXENTRA CORP LIMITED
(Formerly Dugar Housing Developments Limited)
Registered Office: Building no. 351 - Door 1A , 1st Floor,
Avvai Shanmugam Salai, Gopalapuram,Chennai,
Tamil Nadu, India, 600086
CIN: L62013TN1992PLC023689 /
Website: www.axentracorp.ai / Email: info@axentracorp.ai
Contact No.: +91 9152205386

Explanatory Statement

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4

Ms. Adarshana Vinoth Kumar (DIN: 11874427), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company as an Additional Director in the capacity of Non-Executive and Non-Independent Director with effect from August 14, 2026, pursuant to the provisions of the Articles of Association of the Company, Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Section 161(1) of the Act, Ms. Adarshana Vinoth Kumar holds office as an Additional Director up to the date of the ensuing General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act proposing her candidature for appointment as a Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and considering her interest in the business of the Company and her willingness to contribute her knowledge, skills and capabilities towards the activities and growth of the Company, the Board is of the view that her appointment as a Non-Executive and Non-Independent Director would be beneficial to the Company.

Accordingly, the Board proposes to appoint Ms. Adarshana Vinoth Kumar as a Non-Executive and Non-Independent Director of the Company for a period of three (3) years with effect from August 14, 2026, subject to the approval of the members of the Company.

The remuneration payable to Ms. Adarshana Vinoth Kumar shall be Rs. 9,60,000/- (Rupees Nine Lakhs Sixty Thousand only) per annum, subject to the approval of the members and in accordance with the applicable provisions of the Act, the rules made thereunder and the SEBI Listing Regulations.

Ms. Adarshana Vinoth Kumar has furnished the requisite consent to act as a Director and the necessary declarations confirming that she is not disqualified from being appointed as a Director under Section 164 of the Act.

Mr. Vinoth Kumar Mohanadas, Whole Time Director of the Company, is the father of Ms. Adarshana Vinoth Kumar and is therefore concerned or interested in the proposed resolution. Accordingly, Mr. Vinoth Kumar Mohanadas shall abstain from voting on the resolution, to the extent applicable.

Except Mr. Vinoth Kumar Mohanadas, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The requisite details of Ms. Adarshana Vinoth Kumar, as required under the Act, SEBI Listing Regulations and Secretarial Standards, are provided in the Annexure I to this Notice.

The Board of Directors recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the members by way of an Ordinary Resolution.

Item No. 5

Mr. Dhiraj Kapur (DIN: 06640033), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company as an Additional Director in the capacity of a Non-Executive and Independent Director with effect from August 14, 2026, pursuant to the provisions of the Articles of Association of the Company, Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Section 161(1) of the Act, Mr. Dhiraj Kapur holds office as an Additional Director up to the date of the ensuing General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act proposing his candidature for appointment as a Director of the Company.

The Company has also received from Mr. Dhiraj Kapur the requisite consent to act as a Director and the necessary declarations confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also furnished a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI Listing Regulations.

Based on the recommendation of the Nomination and Remuneration Committee and considering his knowledge, skills, experience and expertise relevant to the industry and business of the Company, the Board is of the view that his association with the Company as an Independent Director would be beneficial to the Company and its stakeholders.

Accordingly, the Board proposes the appointment of Mr. Dhiraj Kapur as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from August 14, 2026, subject to the approval of the members of the Company.

Mr. Dhiraj Kapur has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Dhiraj Kapur fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Except Mr. Dhiraj Kapur, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The requisite details of Mr. Dhiraj Kapur, as required under the Act, SEBI Listing Regulations and Secretarial Standards, are provided in the Annexure II to this Notice.

The Board of Directors recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the members by way of an Ordinary Resolution.

Item No. 6

Mr. Senthil Kumar Bellan (DIN: 11536666), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company as an Additional Director and simultaneously as Managing Director of the Company with effect from July 14, 2026, subject to the approval of the members of the Company, in accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and other applicable laws and regulations.

The appointment and remuneration of Mr. Senthil Kumar Bellan are proposed to be approved by the members pursuant to Sections 152, 196, 197 and 203 and other applicable provisions of the Act, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Based on the recommendation of the Nomination and Remuneration Committee and considering his knowledge, skills, experience and expertise relevant to the business and industry of the Company, the Board is of the view that his appointment as Managing Director will be beneficial to the Company and its stakeholders.

Accordingly, the Board proposes the appointment of Mr. Senthil Kumar Bellan as Managing Director of the Company for a period of five (5) years with effect from July 14, 2026, subject to the approval of the members of the Company.

The remuneration payable to Mr. Senthil Kumar Bellan shall be Rs. 38,40,000/- (Rupees Thirty Eight Lakhs Forty Thousand only) per annum, subject to such terms and conditions as may be approved by the Board and the members of the Company and within the limits prescribed under the Act and applicable rules and regulations.

The terms and conditions of his appointment, including remuneration, may be altered, varied or modified by the Board of Directors and/or the Nomination and Remuneration Committee, as may be permissible under the Act, SEBI Listing Regulations and other applicable laws, from time to time.

Mr. Senthil Kumar Bellan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has furnished the requisite consent and declarations for his appointment.

Except Mr. Senthil Kumar Bellan, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 6 of this Notice for approval of the members by way of an Ordinary Resolution.

The relevant details of Mr. Senthil Kumar Bellan, as required under the Act, SEBI Listing Regulations and Secretarial Standards, are provided in the Annexure III to this Notice.

Item No. 7

The Company, with a view to meet its growth objectives, strengthen its financial position and mobilise long-term resources for its business requirements, proposes to raise funds through the issue of Equity Shares and Convertible Warrants by way of preferential allotment, as set out in the subsequent items of the accompanying Notice.

In order to accommodate the proposed issue and allotment of Equity Shares and Equity Shares that may be issued upon conversion of the proposed Convertible Warrants, it is considered necessary to increase the Authorised Share Capital of the Company and consequently alter the Capital Clause of the Memorandum of Association (“MOA”) of the Company.

The present Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only), comprising 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 19,70,00,000/- (Rupees Nineteen Crores Seventy Lakhs only), comprising 1,97,00,000 (One Crore Ninety-Seven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Considering the proposed issue of Equity Shares and Convertible Warrants and the Equity Shares that may be allotted upon conversion of such Warrants, the Board of Directors proposes to increase the Authorised Share Capital of the Company from Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only), comprising 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, to Rs. 70,00,00,000/- (Rupees Seventy Crores only), comprising 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Consequent upon the increase in the Authorised Share Capital, Clause V of the MOA of the Company relating to Authorised Share Capital is required to be altered accordingly.

Pursuant to Section 61(1)(a) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, the approval of the members of the Company is required for increase in the Authorised Share Capital of the Company and consequential alteration of the Capital Clause of the MOA.

Accordingly, the Board of Directors, at its meeting held on 7th September, 2026, approved the proposal for increase in the Authorised Share Capital of the Company and consequential alteration of Clause V of the MOA, subject to the approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the members.

Item No. 8

The existing Memorandum of Association ("MOA") of the Company was originally framed under the provisions of the Companies Act, 1956. In view of the enactment of the Companies Act, 2013 ("the Act") and the rules made thereunder, it is proposed to adopt a new set of the MOA of the Company in substitution of, and to the exclusion of, the existing MOA, so as to align the same with the applicable provisions and requirements of the Act.

Accordingly, the Board of Directors of the Company, at its meeting held on ,7th September, 2026, considered and approved the proposal for adoption of a new set of the MOA in substitution of, and to the exclusion of, the existing MOA, subject to the approval of the members of the Company. The proposed new MOA incorporates the relevant provisions of the Act and reflects the current legal and regulatory framework applicable to the Company.

The proposed MOA incorporates the necessary changes in its form, structure, terminology and statutory references to ensure conformity with the provisions of the Act and the rules made thereunder. The adoption of the new MOA is intended to update and align the constitutional document of the Company with the prevailing statutory framework and shall not materially affect the existing rights of the members of the Company or the operations of the Company, except to the extent necessary to give effect to such statutory alignment.

Pursuant to Sections 4, 13 and other applicable provisions, if any, of the Act, read with the rules made thereunder, the adoption of a new set of the MOA in substitution of the existing MOA requires the approval of the members by way of a Special Resolution.

A copy of the proposed new MOA, together with the existing MOA, shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be available for inspection at the General Meeting. The proposed MOA shall also be available for inspection electronically, as may be applicable.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the members.

Item No. 9

The existing Articles of Association ("AOA") of the Company were originally framed and adopted under the provisions of the Companies Act, 1956. Consequent upon the enactment of the Companies Act, 2013 ("the

Act") and the rules made thereunder, certain provisions of the existing AOA are no longer in conformity with the applicable provisions of the Act and the prevailing legal and regulatory framework.

Accordingly, the Board of Directors of the Company, at its meeting held on 7th September, 2026, considered and approved the proposal for adoption of a new set of Articles of Association in substitution of, and to the exclusion of, the existing AOA, subject to the approval of the members of the Company. The proposed new AOA incorporates the relevant provisions of the Act and the rules made thereunder and is intended to align the constitutional document of the Company with the applicable statutory and regulatory requirements.

The proposed adoption of the new AOA is intended to ensure consistency with the provisions of the Act, facilitate effective corporate governance and provide greater administrative clarity and convenience in the management and affairs of the Company. The adoption of the new AOA shall not materially prejudice the existing rights of the members of the Company, except to the extent necessary to comply with the provisions of the Act and other applicable laws.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, read with the rules made thereunder, the adoption of a new set of Articles of Association in substitution of the existing AOA requires the approval of the members by way of a Special Resolution.

A copy of the existing AOA and the proposed new AOA shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be available for inspection at the General Meeting. The proposed AOA shall also be available for inspection electronically, as may be applicable.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for approval of the members.

Item No. 10

The Company has a strategic vision of emerging as a recognized player in AI Infrastructure & Enterprise IT Infrastructure business by subscribing to the capital of Emageia Pty Ltd. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Monday the September 07, 2026 has considered the proposal of Business expansion, through acquisition of Equity Shares from the Equity Shareholders of Emageia Pty Ltd.

Emageia Pty Ltd ("Emageia") is an Australian proprietary company incorporated on December 4, 2019. The Company is an active entity registered in Australia and is registered for Goods and Services Tax (GST). Its principal business location is Victoria, Australia. Emageia also operates under the registered business name "Kyber Marketplace", registered with effect from February 13, 2026.

Kyber Marketplace is a curated marketplace for AI-powered and AI-enabled software tools designed to help small and medium-sized enterprises (SMEs adopt technology more effectively. The business combines a portfolio of proprietary software products with an emerging marketplace

platform. The proprietary tools generate recurring revenue and cash flow, which supports the build-out and scaling of the marketplace. Kyber focuses on trust, curation, and practical SME use cases rather than broad, unfiltered software listings.

At its meeting held on 7th September, 2026, the Board of Directors of the Company ("**Board**") has approved the acquisition of 1,15,00,000 Ordinary Shares of Emageia Pty Ltd held by TK7 Holdings Pty Ltd representing 100% of the Ordinary share capital of Emageia Pty Ltd (**Swap Shares**"), for a purchase consideration value of USD 39,00,000 (INR Rs. 37,13,19,000/-,(Rupees Thirty Seven Crores Thirteen Lakhs Nineteen Thousand only) to be discharged by way cash consideration of USD- 19,00,000 – INR 18,08,99,000/-) and of a share swap (USD- 20,00,000 – INR – 19,04,20,000/- 70,52,593 Equity shares of Rs. 10/- at a price of Rs. 27/- per share) wherein the share swap ratio has been determined based on the valuation report obtained from Bhavin R Patel a Registered Valuer entity – Securities and Financial assets with IBBI Registration Number.: **IBBI/RV/05/2019/11668** having office at 315,Phoenix Complex, NR. Suraj Plaza, Sayajigunj, Vadodara-390020 an Independent Registered Valuer ("**the Valuer**") (referred to below as the "**Valuation Report**") in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), for issuance of equity shares of the Company to TK7 Holdings Pty Ltd on a preferential basis as consideration for the acquisition of its shares held in Emageia Pty Ltd as Swap Shares (the equity shares proposed to be issued to TK7 Holdings Pty Ltd is referred to below as "**Subscription Shares**").

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no. 201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No.2 Andheri East Mumbai – 400 069

It was further proposed by the Board, that the said acquisition be made on the basis of Share Purchase Agreement (SPA) wherein the Shares of Emageia Pty Ltd will be acquired from the existing Shareholders of the company TK7 Holdings Pty Ltd /Proposed Allottees.

Post-acquisition of these shares, Emageia Pty Ltd will become a WOS (wholly owned subsidiary) of the Company (Axentra Corp Limited).

The consolidated accounts of the company (Axentra) will reflect the turnover, profit / loss, assets and liabilities of Emageia which will show a spike in these numbers of the company.

It is proposed to issue 70,52,593 Equity Shares by the Company to the Shareholders of Emageia Pty Ltd i.e. Proposed Allottees and it is determined by dividing the total Purchase Consideration Value of USD 39,00,000 (INR 37,13,19,000/-) into USD 20,00,000 (INR 19,04,20,000/- (Rupees Nineteen Crores Four Lakhs Twenty Thousand Only) by Issue Price of Preferential Issue i.e. Rs 27/- per Equity Share in accordance with the SEBI (ICDR) Regulations and the balance amount of USD 19,00,000(INR 18,08,99,000/-) shall be paid in cash to the **Proposed Allottees** and difference if any will be ignored.

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / Stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the Stock Exchange as may be required under the provisions of the Listing Agreement/Act/SEBI.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 approval of the Members is required for the proposed allotment of Equity Shares on a preferential basis to the shareholders of Emageia Pty Ltd. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of+ the Act read with Rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the Listing Agreement.

The proposed preferential issue is subject to the approval of any other regulatory authority, as may be necessary, without the need of any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

In accordance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, the ICDR Regulations, and other applicable laws, as amended from time to time, the approval of Members of the Company by way of a special resolution is required to issue equity shares on a preferential basis to TK7 Holdings Pty Ltd for a consideration other than cash being discharged by transfer of total of 100% of the paid-up Ordinary share capital of Emageia Pty Ltd held by the Proposed Allottees (*being* TK7 Holdings Pty Ltd), to the Company ("**Proposed Preferential Issue**").

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the members is being sought for discharging the purchase consideration of Rs. 37,13,19,000/- through (i) issue and allotment of 70,52,593 Equity Shares at Rs. 27/- per Equity Share aggregating to Rs. 19,04,20,000/- for consideration other than cash by way of share swap; and (ii) cash consideration of Rs. 18,08,99,000/- payable to the **Proposed Allottees** as the Board of Directors of the Company may determine in the manner detailed hereafter

The Relevant Date for determination of the floor price for the proposed preferential issue is August 31, 2026, being the date which is 30 days prior to the date of the Annual General Meeting, i.e. September 30, 2026.

The proposed equity shares shall, upon allotment, rank pari-passu in all respects with the existing equity shares of the Company, including in respect of dividend and voting rights, from the date of allotment, subject to applicable laws.

The proposed acquisition constitutes an investment by the Company in the securities of another body corporate and, accordingly, falls within the ambit of Section 186 of the Companies Act, 2013. The aggregate of the Company's existing investments, loans, guarantees and securities together with the proposed investment exceeds the limits prescribed under Section 186(2) of the Act i.e. Rs. 11,88,00,000 (Eleven Crore Eighty-Eight Lakhs) and 7,08,00,000 (Seven Crores Eight Lakhs). Accordingly, pursuant to Section 186(3) of the Act, prior approval of the Members by way of Special Resolution is required."

The proposed preferential issue is subject to the receipt of such statutory, regulatory and other approvals, consents, permissions and sanctions as may be required, including the approval of the Members of the Company and the in-principle approval of the Stock Exchange.

1. The Objects of the Preferential Issue:

With an objective to accomplish the Company's vision to grow, the Company is proposing to acquire the entire shareholding of Emageia Pty Ltd from the Ordinary shareholders of Emageia Pty Ltd. In order to achieve the said objective, the Company is proposing to issue and allot 70,52,593 Equity Shares at an issue price of Rs. 27/- per Equity Share, aggregating to Rs. 19,04,20,000/-, and pay cash consideration of Rs. 18,08,99,000/- to discharge the aggregate purchase consideration of Rs. 37,13,19,000/- payable for acquisition of 1,15,00,000 Ordinary Shares of Emageia Pty Ltd in accordance with the Share Purchase Agreement entered into by the Company with Emageia Pty Ltd and the shareholders of Emageia Pty Ltd / Proposed Allottees i.e. TK7 Holdings Pty Ltd

Post-acquisition of these shares, Emageia Pty Ltd will become a WOS (wholly owned subsidiary) of Axentra Corp Limited.

2. Number of securities to be issued and Pricing

The Company proposes to issue and allot 70,52,593 fully paid-up equity shares of face value Rs. 10/- of the Company at a price of Rs. 27/- per equity share (including a premium of Rs. 17/-) aggregating to Rs. 19,04,20,000/- such issue price being not less than the Floor Price as on the Relevant Date, and the fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report and the part consideration of RS. 18,08,99,000/- shall be paid in cash to the **Proposed Allottees**. The total purchase consideration is Rs. 37,13,19,000/-

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Monday, the 31st August, 2026 which is 30 (Thirty) days prior to the date of this Annual General Meeting.

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

The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164, 165 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The issue price has been determined based as per the Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

The price of equity shares to be issued as per the valuation report obtained from CMA Bhavin R Patel (Membership No. 31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 having office at 315, Phoenix Complex, NR. Suraj Plaza, Sayajigunj, Vadodara-390020 shall be Rs. 26.42/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no. 201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No. 2 Andheri East Mumbai – 400 069

The Board of Directors have decided the issue price at Rs. 27/- per share.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 27/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account (i) Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel, Independent Cost and Management Accountant and also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and (ii) fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

Also, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue. The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

The valuation Report and Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.axentracorp.ai

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. Particulars of Subscriber to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoter for consideration other than cash in terms of Share Purchase Agreement as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		New Allotment	Post Preferential Issue (*)	
Category – Non-Promoters	**No. of Shares held**	**% of Holding**	**No. of Shares**	**No of shares held and shares issued through this notice**	**% of Holding**
TK7 Holdings Pty Ltd	0	0.00	70,52,593	70,52,593	12.26
Total	**0**	**0.00**	**70,52,593**	**70,52,593**	**12.26**

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

Notes:-

1. Emageia Pty Ltd is under the Control and management of Mr. Thilini Ekanayake
2. Post-acquisition of these shares, the Company i.e. Emageia Pty Ltd will become a wholly owned subsidiary of Axentra Corp Limited.
3. The Equity Shares are being issued for consideration other than cash by way of share swap. The aggregate purchase consideration of Rs. 37,13,19,000/- is proposed to be discharged through issue of 70,52,593 Equity Shares aggregating to Rs. 19,04,20,000/- and cash consideration of Rs. 18,08,99,000/- payable to the **Proposed Allottees**.
4. Post preferential issue, the capital of the Company would be 5,75,12,000 Equity shares including allotment as envisaged through this AGM Notice.
5. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of Proposed Allottee	Category	Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees
1	TK7 Holdings Pty Ltd	**Non Promoter**	Thilini Ekanayake

7. Shareholding Pattern of the Company before and after the issue

Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure II to the Notice

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of

India for allotment is pending, the period of 15 days shall be counted from the date of receipt of such last approval(s) or permission(s);

10. Principal terms of assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 27/- per share at a premium of Rs. 17/- per Equity Share in accordance with Regulation 165 of SEBI ICDR Regulations to the Proposed Allottees, towards consideration payable by the Company for the acquisition of the 100% stake of the Emageia Pty Ltd.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer: Not Applicable

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder

14. Valuation and justification for the allotment proposed to be made for consideration other than cash:

The Company proposes to discharge the total Purchase Consideration payable for acquisition of the Target Company i.e. Emageia Pty Ltd by acquiring 100% stake of the Target Company i.e. Emageia Pty Ltd from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on preferential basis to the Proposed Allottees.

In terms of Regulation 163(3) of the ICDR Regulations, the valuation of the Purchase Shares has been determined based on the Valuation Report dated 7th September issued by Bhavin R Patel an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/05/2019/11668. The fair value per equity share of the Company and the fair equity share swap ratio has also been determined based on the aforesaid Valuation Report.

The valuation of the same is based on the independent valuation report dated 7th September, 2026 received from M/s Bhavin R Patel a Registered Valuer with IBBI Registration Number in compliance with Regulation 163(3) of the SEBI ICDR Regulations.

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no. 201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No. 2 Andheri East Mumbai – 400 069

The Company has also obtained a pricing certificate dated 7th September, 2026 issued by Bhavin R Patel an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/05/2019/11668 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Chapter V of ICDR Regulations.

The Shares being issued towards the Consideration payable for acquisition of shares of Emageia Pty Ltd.

Details of Share Purchase Agreement (SPA)

Name of the Proposed Allottee / Seller company	TK7 Holdings Pty Ltd
Date of SPA	7th September, 2026
Nature of Business	Information Technology and Artificial Intelligence
Value of the Assets / Business	Total Purchase Consideration Rs. 37,13,19,000/- (Rupees Thirty-Seven Crores Thirteen Lakhs Nineteen Thousand Only)
No of shares proposed to be issued in lieu of discharge of consideration	For consideration other than cash – Share Swap It is proposed to Issue 70,52,593 Equity Shares of Rs. 10/- each to TK7 Holdings Pty Ltd (1,15,00,000 Ordinary shares) and the differential amount of Rs. 18,08,99,000/- shall be paid in cash to the **Proposed Allottees**
Pre issue shareholding	Nil
Post issue shareholding assuming full conversion of warrants into Equity	12.26%
Advantage / benefits arrived by acquiring the business / assets	The Company has a strategic vision of emerging as a recognized player in AI Infrastructure & Enterprise IT Infrastructure business by subscribing to the capital of Emageia Pty Ltd. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Monday the September 07, 2026 has considered the proposal of Business expansion, through acquisition of Equity Shares from the Equity Shareholders of Emageia Pty Ltd.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

16. Certificate of Practicing Company Secretary:

The Certificate from M/s Shravan Gupta & Associates., Company Secretaries in Practice, (M. No.- ACS 24784, CP No. 9990), Tel: +91 8561005312, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link www.axentracorp.ai under the tab "Preferential Issue"

17. Other Disclosures:

A. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

B. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorized share capital of the Company.

C. Given that the Proposed Preferential Issue is for a non-cash consideration (being swap of the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.

D. The equity shares of the Company proposed to be issued under this preferential issue shall rank pari-passu with the existing equity shares of the Company.

E. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations

18. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The Investors shall hold approx. 12.26% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue, assuming conversion of warrants into equity shares and the existing shares issued by the Company). There will be no change in control of the Issuer consequent to the preferential issue.

19. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment the status will not change.

20. Lock-in:

a) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

b) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

21. The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this

Notice upto the date of AGM i.e. September 30, 2026. Members seeking to inspect such documents can send an email to info@axentracorp.ai .

The proposed preferential issue is subject to the approval of the Members by way of a Special Resolution and such other statutory, regulatory and other approvals as may be necessary.

The Board of Directors recommends the resolution set out at Item No. 10 of the accompanying Notice for approval of the Members by way of a Special Resolution.

Item 11

The Board of Directors had, at its meeting held on Monday, September 07 2026, 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 1,25,59,507 (One Crore Twenty Five Lakhs Fifty Nine Thousand Five Hundred Seven) Equity Shares to the Proposed Allottees / Investors, on a preferential basis, at a price as may be determined as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The preferential allotment of Securities to Proposed allottees / investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2018.

The Equity Shares to be allotted pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

The disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

1) Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	For Acquisition of 100% Ordinary Share capital of Emageia Pty Ltd as envisaged hereinabove.	18.09	Within 24 months from the date of the issue proceeds
2	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or inter company loan into subsidiaries – (Operational in Nature including working capital	7.57	Within 24 months from the date of the issue proceeds
3	General Corporate purposes - Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	8.25	Within 24 months from the date of the issue proceeds

- The issue and allotment of Equity Shares by way of preferential allotment to the non-Promoters is by way of cash contribution.

- Issue Proceeds shall be received by the company in 15 days from the date of allotment of Equity shares in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2) Number of securities to be issued and Pricing

The Company proposes to issue up to 1,25,59,507 (One Crore Twenty-Five Lakhs Fifty Nine Thousand Five Hundred Seven) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up of the Company at Rs. 27/- (Rupees Twenty-Seven only) each including a premium of Rs. 17/ (Rupees Seventeen only) per share aggregating upto Rs. 33,91,06,689/- (Rupees Thirty-Three Crores Nine One Lakhs Six thousand Six Hundred Eighty Nine only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue

3) Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Monday, August 31, 2026 which is 30 (Thirty) days prior to the date of this Annual General Meeting.

4) Basis on which the price has been arrived at:

The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164, 165 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The issue price has been determined based as per the Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

The price of equity shares to be issued as per the valuation report obtained from CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 having office at 315,Phoenix Complex, NR. Suraj Plaza, Sayajigunj, Vadodara-390020 shall be Rs. 26.42/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no. 201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No. 2 Andheri East Mumbai – 400 069

The Board of Directors have decided the issue price at Rs. 27/- per share.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 27/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account (i) Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel, Independent Cost and Management Accountant and also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and (ii) fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

Also, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue. The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

The valuation Report and Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.axentracorp.ai

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5) **The Company proposes to issue Equity Shares by way of preferential issue to the Proposed Allottees / Investors who are non-Promoters for cash as per the details given herein below**:

Name of the Proposed subscriber	Pre-Preferential Issue		New Allotment	Post Preferential Issue (*)	
Category – Non-Promoters	**No. of Shares held**	**% of Holding**	**No. of Shares**	**No of shares held and shares issued through this notice**	**% of Holding**
Norocos Opportunities Fund PCC - Cell A	0	0.00	25,00,000	79,00,000	13.74
Manashavee Nimesh Joshi	0	0.00	10,00,000	10,00,000	1.74
Rajeshkumar Chandan	0	0.00	9,00,000	9,00,000	1.57
Nafex Bureau Private Limited.	0	0.00	9,00,000	9,00,000	1.57
Laggisetty Sivaprasad Chandrika	0	0.00	5,00,000	5,00,000	0.87

Pranjal Corporate Services Private Limited	0	0.00	4,50,000	4,50,000	0.78
Prashant Jaswantlal Ghelani	0	0.00	4,00,000	4,00,000	0.70
Manu Mehta	0	0.00	3,75,000	3,75,000	0.65
Dhruvil Nimesh Joshi	0	0.00	3,00,000	30,00,000	5.22
Heena B Merchant	0	0.00	2,00,000	2,00,000	0.35
Zaheer Khan	0	0.00	2,00,000	2,00,000	0.35
Dharmendra Bhooraram Prajapat	0	0.00	1,75,000	1,75,000	0.30
Pawan Kripashankar Gupta	0	0.00	1,75,000	1,75,000	0.30
Debin P B	0	0.00	1,20,000	1,20,000	0.21
Sukamal Boxi	0	0.00	1,20,000	1,20,000	0.21
Pooja Dixit	0	0.00	1,10,000	1,10,000	0.19
Zuher Abbas Jafri	0	0.00	1,08,000	1,08,000	0.19
Suresh S G	0	0.00	1,00,000	1,00,000	0.17
Naishal D Doshi	0	0.00	1,00,000	1,00,000	1.07
Siddharth Dilip Mehta	0	0.00	1,00,000	1,00,000	0.17
Aloknanda Kundu	0	0.00	1,00,000	1,00,000	0.17
Joshi Yogeshkumar P	0	0.00	1,00,000	1,00,000	0.17
Vinod kumar	0	0.00	99,000	99,000	0.17
G Jayashree	0	0.00	90,000	90,000	0.16
Vedant Ashish Bhatt	0	0.00	90,000	90,000	0.16
Parvathaneni Shireesha	0	0.00	74,000	74,000	0.13
Sanchit Agarwal	0	0.00	70,000	70,000	0.12
Sangitha	0	0.00	60,000	60,000	0.10
Neeta Umesh Kamat	0	0.00	55,000	55,000	0.10
Akshay Kapoor	0	0.00	54,000	54,000	0.09
ANAND KRISHNA SINGH	0	0.00	54,000	54,000	0.09
Neha Rajen Gada	0	0.00	54,000	54,000	0.09
Hulas Chand Lalwani	0	0.00	51,000	51,000	0.09
Daksha Dalpat Mehta	0	0.00	50,000	50,000	0.09
Anil Indru Malani	0	0.00	50,000	50,000	0.09
Mirza Uzma Yaser	0	0.00	50,000	50,000	0.09
Sudhir Agarwal	0	0.00	50,000	50,000	0.09
Sona Jain	0	0.00	50,000	50,000	0.09
Brijesh Kumar Khandelwal	0	0.00	50,000	50,000	0.09
Ashim Ashitbaran Desai	0	0.00	50,000	50,000	0.09
Manoj Shambhaji Sawant	0	0.00	50,000	50,000	0.09
Pukhraj Chatraram Medtiya	0	0.00	50,000	50,000	0.09
Nisha	0	0.00	50,000	50,000	0.09
Jasbir Singh Batra	0	0.00	50,000	50,000	0.09
Ranjit Singh and Sons HUF	0	0.00	50,000	50,000	0.09
Hiten Nemchand Shah	0	0.00	45,000	45,000	0.08
Dhirajlal Dalichandbhai Doshi (HUF)	0	0.00	44,000	44,000	0.08

Manisha Roopchand Sharma	0	0.00	40,007	40,007	0.07
Mausam Rakesh Sheth	0	0.00	40,000	40,000	0.07
Shabbir Ismail Hadiyawala	0	0.00	40,000	40,000	0.07
Bhupendra Kumar Dak	0	0.00	40,000	40,000	0.07
Joster Jose	0	0.00	40,000	40,000	0.07
Akshya Kumar Acharya	0	0.00	40,000	40,000	0.07
Biswanath Panigrahi	0	0.00	40,000	40,000	0.07
Reema B Thakkar	0	0.00	40,000	40,000	0.07
T. S. Ajey	0	0.00	40,000	40,000	0.07
Vikas Kataria	0	0.00	40,000	40,000	0.07
Prashant Ashok Kumar Shah	0	0.00	37,500	37,500	0.07
Rajesh Kumar Puri	0	0.00	37,000	37,000	0.06
Ravi Kukreja	0	0.00	36,000	36,000	0.06
Jeet Mukesh Chandan	0	0.00	36,000	36,000	0.06
Santosh Mukund Prabhu	0	0.00	33,000	33,000	0.06
Chaitya Rajendra Vora	0	0.00	30,000	30,000	0.05
Sejal Bharat Soni	0	0.00	30,000	30,000	0.05
Meeta L Bhavnani	0	0.00	30,000	30,000	0.05
Harsh Prakash Sheth	0	0.00	30,000	30,000	0.05
Naresh Kumar	0	0.00	30,000	30,000	0.05
Suresh H Luniya	0	0.00	30,000	30,000	0.05
Rajesh A Masalia	0	0.00	30,000	30,000	0.05
Karan Vinodray Donga	0	0.00	30,000	30,000	0.05
Fenal Akshaybhai Maniyar	0	0.00	30,000	30,000	0.05
Maitali Shaurin Shah	0	0.00	30,000	30,000	0.05
Amin Supriya Nikunj	0	0.00	27,000	27,000	0.05
Nitin Atmaram Sarfare	0	0.00	27,000	27,000	0.05
Bhuvnesh Handa	0	0.00	27,000	27,000	0.05
Hari Chhablani	0	0.00	27,000	27,000	0.05
Ranjanben Navinchandra Sheth	0	0.00	27,000	27,000	0.05
Bhumika Ashvin Thumar	0	0.00	27,000	27,000	0.05
Pankaj Vasantlal Gala	0	0.00	25,000	25,000	0.04
Omkar Ashok Shinde	0	0.00	25,000	25,000	0.04
Saju Varghese	0	0.00	21,000	21,000	0.04
Sangeeta Deven Bafna	0	0.00	21,000	21,000	0.04
Narayan Parekh	0	0.00	20,000	20,000	0.03
Santosh Mahadev Sawant	0	0.00	20,000	20,000	0.03
Amit Kumar (HUF)	0	0.00	20,000	20,000	0.03
Rohidas K Parwadi	0	0.00	20,000	20,000	0.03
Sahil Satish Shah	0	0.00	20,000	20,000	0.03
Edward Dsouza	0	0.00	20,000	20,000	0.03
Vinesh Kishor Chhabhaiya	0	0.00	20,000	20,000	0.03

Hatson Selvaraj	0	0.00	20,000	20,000	0.03
M Samrutha	0	0.00	20,000	20,000	0.03
Mamatha Kalavampara Madhu	0	0.00	20,000	20,000	0.03
Saroja Kumari Panda	0	0.00	20,000	20,000	0.03
Uma R	0	0.00	20,000	20,000	0.03
Mahesh Komaraiah Egurla	0	0.00	20,000	20,000	0.03
Malhar Sanjay Bhalerao	0	0.00	20,000	20,000	0.03
Sankalp Shangari	0	0.00	18,500	18,500	0.03
Bharath R Lunkad	0	0.00	18,000	18,000	0.03
Kuldeep Mathur	0	0.00	18,000	18,000	0.03
Vijay Goel	0	0.00	18,000	18,000	0.03
Sushma Hiten Shah	0	0.00	18,000	18,000	0.03
Supan Vinodbhai Datraniya	0	0.00	18,000	18,000	0.03
Reksha Kuvan Devadasan	0	0.00	18,000	18,000	0.03
Rekha Modi	0	0.00	15,000	15,000	0.03
Utsav M Shah	0	0.00	15,000	15,000	0.03
Navaz Rustom Tampal	0	0.00	15,000	15,000	0.03
Hina Mohd Jaseem	0	0.00	15,000	15,000	0.03
Thaker Nilesh Kishor	0	0.00	15,000	15,000	0.03
Vaibhav Gajanan Dongre	0	0.00	15,000	15,000	0.03
Vikas Kankaria	0	0.00	15,000	15,000	0.03
Sandeep Sukhanand Jadhav	0	0.00	15,000	15,000	0.03
Jadeja Harshrajsinh	0	0.00	15,000	15,000	0.03
Dhruve Vaishali Paresh	0	0.00	15,000	15,000	0.03
Divyesh Rajesh Gandhi	0	0.00	14,000	14,000	0.02
Parag Sevantilal Shah	0	0.00	12,500	12,500	0.02
Manashi Sampat	0	0.00	11,000	11,000	0.02
Sandip Bhalchandra Joshi	0	0.00	11,000	11,000	0.02
Janvi Sandeep Joshi	0	0.00	11,000	11,000	0.02
Urvi Kiran Joshi	0	0.00	11,000	11,000	0.02
Ashish Gyan Jain	0	0.00	11,000	11,000	0.02
Monalisa Das	0	0.00	10,000	10,000	0.02
Vaishali V Khedekar	0	0.00	10,000	10,000	0.02
Vijay Khandelwal	0	0.00	10,000	10,000	0.02
Ritika Rathi	0	0.00	10,000	10,000	0.02
Senthil Kumar Bellan	0	0.00	10,000	10,000	0.02
Annie Garodia	0	0.00	10,000	10,000	0.02
Vaibhav Mukesh Desai	0	0.00	10,000	10,000	0.02
Vora Bela Jalpesh	0	0.00	10,000	10,000	0.02
Ami Urmil Shah	0	0.00	10,000	10,000	0.02
Krishna Viren Sheth	0	0.00	10,000	10,000	0.02
Girish S Damania	0	0.00	10,000	10,000	0.02

Tushar Suresh Chauhan	0	0.00	10,000	10,000	0.02
Kirit Suresh Chauhan	0	0.00	10,000	10,000	0.02
Parmar Chintan Chetan	0	0.00	10,000	10,000	0.02
Vijay Nakul Shinde	0	0.00	10,000	10,000	0.02
Shah Deepam Janak	0	0.00	10,000	10,000	0.02
Dhyey Mitesh Sanghavi	0	0.00	10,000	10,000	0.02
Vinit Suresh Sawant	0	0.00	10,000	10,000	0.02
Ramanujan T V	0	0.00	10,000	10,000	0.02
Nipun Mahendra Shah	0	0.00	10,000	10,000	0.02
Vandana Rani	0	0.00	10,000	10,000	0.02
Sanjay M Dsouza	0	0.00	10,000	10,000	0.02
Rajesh Premji Gajra	0	0.00	10,000	10,000	0.02
Paridhi Goyal	0	0.00	10,000	10,000	0.02
Purvesh Rajnikant Shah	0	0.00	7,000	7,000	0.01
Meenakshi Manish Jain	0	0.00	7,000	7,000	0.01
Payal C Vasani	0	0.00	7,000	7,000	0.01
Priyanshi Pratik Lotia	0	0.00	7,000	7,000	0.01
Nandkumar Anant Salvi	0	0.00	7,000	7,000	0.01
Foram Parin Shah	0	0.00	7,000	7,000	0.01
Nishit K Joshi	0	0.00	5,000	5,000	0.01
Mukesh Jayantilal Shah	0	0.00	5,000	5,000	0.01
Joshi Rushikumar Rajanikant	0	0.00	5,000	5,000	0.01
Pooja Chetan Shinde	0	0.00	5,000	5,000	0.01
Narsinh M Limbachiya	0	0.00	5,000	5,000	0.01
Nizamuddin R Siddiqui	0	0.00	4,000	4,000	0.01
Zainab Nizamuddin Siddiqui	0	0.00	4,000	4,000	0.01

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of Proposed Allottee	Category	Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees
11	Norocos Opportunities Fund PCC – Cell A	Non- Promoter	Catalin Mastan
22	Nafex Bureau Pvt. Ltd.	Non- Promoter	Jeethmal s Mutha
33	Pranjal Corporate Services Pvt Ltd	Non- Promoter	Sampat Dulharaj Jain
44	Ranjit Singh and Sons HUF	Non- Promoter	Karta – Ranjit Singh Batra
5	Dhirajlal Dalichandbhai Doshi (HUF)	Non- Promoter	Karta – Dhirajlal Dalichand Doshi
6	Amit Kumar (HUF)	Non- Promoter	Karta – Amit Kumar

7) Shareholding Pattern of the Company before and after the issue Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure II to the Notice

8) Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors of the Company, intend to subscribe to any equity shares pursuant to this preferential issue except Key Managerial Personnel i.e. Mr. Senthil Kumar Bellan (Managing Director and Chief Financial Officer) and Ms. Manisha Sharma (Company Secretary of the Company) intends to subscribe the equity shares of the company pursuant to this Preferential Issue.

The other relevant details are as follows:

Sr no.	Name and Designation	No. of shares subscribed	Amount proposed to be invested Amt. in Rs.
1.	Senthil Kumar Bellan - MD & CFO	10,000	2,70,000
2.	Manisha Sharma- CS	40,007	10,80,189

9) Proposed time within which the preferential issue shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of such last approval(s) or permission(s);

10) Principal terms of assets charged as securities: Not Applicable

11) Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

13) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential issue during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder

14) Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

15) Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

16) Certificate of Practicing Company Secretary:

The Certificate from M/s Shravan Gupta & Associates., Company Secretaries in Practice, (M. No.- ACS 24784, CP No. 9990), Tel: +91 8561005312, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link www.axentracorp.ai under the tab "Preferential Issue"

17) Other Disclosures

1. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.
2. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company
3. Given that the Proposed Preferential Issue size is less than Rs. 100 crores, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.
4. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

18) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The Investors shall hold approx. 35.92% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

19) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non – promoter only and there will be no change in the Status of the Allottee.

20) Lock-in:

i. The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

ii. The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

21) The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not

conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. September 30,2026. Members seeking to inspect such documents can send an email to info@axentracorp.ai

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at Item No. 11 as set out in the accompanying Notice for approval by the Members of the Company.

Your directors recommend the resolutions at item no. 11 for your approval as a Special Resolution

Item No. 12

The Board of Directors in its meeting held on Monday, 7th September, 2026 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 74,00,000 Warrants convertible into upto 74,00,000 Equity Shares for cash on preferential basis to Vinoth Kumar Mohanadas, Promoter of the Company under Promoter Category.

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who is a Promoter would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 74,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holder of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investor who is a Promoter - investor under Promoter Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

1. The Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or inter company loan into subsidiaries – Capital in Nature - **Near-term acquisitions — AI engineering capability (*)**	15.23	Within 24 months from the date of the issue proceeds
2	General Corporate purposes – Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	4.75	Within 24 months from the date of the issue proceeds

(*) The Company intends to acquire one or more businesses that have assembled experienced AI engineering teams and demonstrated delivery of production AI solutions for real customers. The business plan identifies the depth of the Company's engineering bench as the principal capability gap to be closed: the target state is squad-based, outcome-priced delivery with demonstrable depth in data platform engineering, model operations and cross-stack cloud expertise, supported by reusable vertical delivery playbooks and proprietary tooling. Acquiring intact teams is materially faster and lower-risk than open-market recruitment in a talent market where competition from Global Capability Centres is intense, and it brings client references and delivery record that cannot be hired. Targets will be screened against that profile, and consideration will be structured, where appropriate, with deferred and equity components to retain founding teams. This capability is what converts an infrastructure or FDE relationship into an AI engineering mandate, and it makes the Company's proposition portable to international markets.

- The issue and allotment of Warrants by way of preferential allotment to the Promoters is by way of cash contribution.
- considering 100% conversion of warrants into Equity shares within the stipulated time.
- Issue Proceeds shall be received by the company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 74,00,000 (Seventy Four Lakh)) Warrants of the issue price of Rs. 27 /- (Rupees Twenty-Seven only) per warrant aggregating upto Rs. 19,98,00,000/- (Rupees Nineteen Crores Ninety Eight Lakhs only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottee / Investor, which will entitle Vinoth Kumar Mohanadas to exercise and apply for upto 74,00,000 Equity Shares at a conversion price of Rs. 27/- having the face value of Rs. 10/- (Rupees Ten only) each and at a premium of Rs. 17/- (Rupees Seventeen only) per Equity share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required.

Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Monday, August 31, 2026 which is 30 (Thirty) days prior to the date of this General Meeting.

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

The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164, 165 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The issue price has been determined based as per the Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

The price of equity shares to be issued as per the valuation report obtained from CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 having office at 315,Phoenix Complex, NR. Suraj Plaza, Sayajigunj, Vadodara-390020 shall be Rs. 26.42/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no.

201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No. 2 Andheri East Mumbai – 400 069

The Board of Directors have decided the issue price at Rs. 27/- per share.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 27/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account (i) Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel, Independent Cost and Management Accountant and also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and (ii) fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

Also, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue. The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

The valuation Report and Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.axentracorp.ai

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Proposed Allottee / Investor who are Promoters for cash as per the details given herein below:

Name of the Proposed subscribers	Pre-Preferential Issue		Post Preferential Issue (*)		
Category - Promoter	**No. of Shares held**	**% of Holding**	**New Allotment No. of Warrants issued**	**No of shares held**	**% of Holding**
Vinoth Kumar Mohanadas	**53,98,354**	**27.40**	**74,00,000**	**1,27,98,354**	**22.26**
Total	**53,98,354**	**27.40**	**74,00,000**	**1,27,98,354**	**22.26**

((*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them: Not Applicable**

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

Shareholding pattern before and after the proposed preferential issue of Warrants is provided as Annexure II to the Notice

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

Mr. Vinoth Kumar Mohanadas, Promoter of the Company intends to subscribe to 74,00,000 warrants pursuant to this preferential issue. Except him, None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. Principal terms of assets charged as securities: Not Applicable

11. Terms of Issue of Warrants to Proposed Allottee who is a Promoter:

a) The Board is authorized to issue and allot upto 74,00,000 (Seventy-Four Lakh) warrants at a price of Rs. 27/- per warrant aggregating upto Rs. 19,98,00,000/- (Rupees Nineteen Crore Ninety-Eight Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 74,00,000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a security premium of Rs. 17/- (Rupees Seventeen only) per Equity share of the Company against each warrant

b) Each Warrant held by the Proposed Allottee shall entitle him to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs 10/- (Rs. Ten only) at a security premium of Rs. 17/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The proposed Warrant allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 17/- towards Securities Premium.

i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

12. Under taking

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants convertible into equity shares.

14. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential issue during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder

15. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

16. Listing:

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the 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, including voting rights and dividend.

17. Certificate of Practicing Company Secretary:

The Certificate from M/s Shravan Gupta & Associates., Company Secretaries in Practice, (M. No.- ACS 24784, CP No. 9990), Tel: +91 8561005312, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company’s website and is accessible at link: www.axentracorp.ai under the tab “Preferential Issue”

18. Other Disclosures

1. The Proposed Allottee has confirmed that he have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.
2. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company
3. Given that the Proposed Preferential Issue size is less than Rs. 100 crores, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.
4. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

19. **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The Investors shall hold approx. 22.66 % of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

20. **The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The current status of the Proposed allottee is Promoter and after the proposed allotment also the status will remain Promoter only and there will be no change in the Status of the Allottee.

21. Lock-in:

i. The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

ii. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

22. The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except Vinoth Kumar Mohanadas who is a Whole Time Director and Promoter of the Company and Adarshana Vinoth Kumar who is serving as a Non-Executive and Non independent Director of the Company and their relatives none of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. September 30,2026. Members seeking to inspect such documents can send an email to info@axentracorp.ai

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at Item No. 12 as set out in the accompanying Notice for approval by the Members of the Company.

Item No. 13

The Board of Directors in its meeting held on Monday the 7th September, 2026 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 1,08,00,000 Warrants convertible into upto 1,08,00,000 Equity Shares for cash on preferential basis to the non-promoters / investors (Public Category).

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 1,08,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investor who are non - promoters / investors – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

1) Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential issue (Issue Proceeds after adjustment of expenses related to the Preferential issue if any) towards the following objects.

Sr. No.	Particulars	Total estimated amount to be funded from proceeds (Rs. in Crores)	Tentative timeline for utilization of the issue proceeds from the date of receipt of funds
1	Funding of Business Operations – organically and / or inorganically directly and / or through investment and / or inter company loan into subsidiaries – (Operational in Nature) - **Expansion and working capital (*)**	21.91	Within 24 months from the date of the issue proceeds

2	General Corporate purposes – Utilization towards administrative expenses, business development, strategic initiatives, contingency and other corporate requirements.	7.25	Within 24 months from the date of the issue proceeds

(*) Proceeds will fund the pan-India rollout of the infrastructure and systems integration business and of a single, sector-aligned sales organisation covering India's principal commercial centres, so that elite OEM standing qualifies the Company for enterprise infrastructure programmes in each new market and supplies the accounts into which AI engineering is subsequently sold. Proceeds will also fund the scaling of the AI engineering and FDE service lines and the development of a channel partner network, and the establishment of in-market relationship management for entry into international markets, including the Gulf, with delivery retained in India.

The balance of proceeds will provide working capital to support post-acquisition integration under a standard 100-day integration plan, the enlarged scale of operations, and general corporate purposes.

- The issue and allotment of Warrants by way of preferential allotment to the Non-Promoters is by way of cash contribution.
- considering 100% conversion of warrants into Equity shares within the stipulated time.
- Issue Proceeds shall be received by the company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. If the proceeds are not utilized (in full or in part) for the objects stated above during the period, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board in accordance with applicable laws without further approval of the members of the Company.

Interim use of proceeds: - The company will have the flexibility to deploy the net proceeds of the issue as decided by the Board from time to time. Given the pending complete utilization for the objects described above, the Company intends to inter alia, invest the net proceeds in money market instruments including money market mutual funds, debt market instruments (including liquid funds and mutual funds) deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

2) Number of securities to be issued and Pricing

The Company proposes to issue up to 1,08,00,000 (One Crore Eight Lakh) Warrants of the issue price of Rs. 27/- (Rupees Twenty-Seven only) per warrant aggregating upto Rs. 29,16,00,000 /- (Rupees Twenty-Nine Crores Sixteen Lakhs only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, which will entitle the holder to exercise and apply for upto 1,08,00,000 Equity Shares at a conversion price of Rs. 27/- having the face value of Rs. 10/- (Rupees Ten only) each and at a premium of Rs. 17/- (Rupees Seventeen only) per Equity Share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3) Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Monday, August 31, 2026 which is 30 (Thirty) days prior to the date of this General Meeting.

4) Basis on which the price has been arrived at:

The equity shares of the Company are listed on the BSE Limited ("**BSE**").

The issue of Equity Shares / Warrants on preferential basis to the Proposed Allottees / investors who are Non - Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164, 165 and 166 A of Chapter V of SEBI (ICDR) Regulations, 2018.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares mean the shares of an issuer, in which the traded turnover on any stock exchange during 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The issue price has been determined based as per the Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

The price of equity shares to be issued as per the valuation report obtained from CMA Bhavin R Patel (Membership No.31969) proprietor of M/s Bhavin R Patel and is also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 having office at 315,Phoenix Complex, NR. Suraj Plaza, Sayajigunj, Vadodara-390020 shall be Rs. 26.42/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Company has also obtained a fair valuation report from Axial Capital Private Limited a category – I Merchant Banker Registered with Securities and Exchange Board of India (SEBI) having office at Office no. 201, the Sajay Business Hub, Opp. Arasa Hotel, Next to Andheri Metro Gate No. 2 Andheri East Mumbai – 400 069

The Board of Directors have decided the issue price at Rs. 27/- per share.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 27/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account (i) Valuation Report dated 7th September, 2026 issued by CMA Bhavin R Patel, Independent Cost and Management Accountant and also registered as an Independent Registered Valuer with IBBI for Securities and Financials Assets bearing Registration Number.: IBBI/RV/05/2019/11668 certifying compliance with the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 165 of Chapter V of ICDR Regulations; and (ii) fair value per equity share of the Company as on the Relevant Date, determined based on the aforementioned Valuation Report.

Also, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue. The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

The valuation Report and Pricing Certificate shall be available for inspection by the Members and the same may be accessed on the Company's website as the link www.axentracorp.ai

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5) **The Company proposes to issue Warrants by way of preferential issue to the Proposed Allottees / Investors who are non-Promoters for cash as per the details given herein below:**

Name of the Proposed subscriber	Pre-Preferential Issue		New Allotment	Post Preferential Issue (*)	
Category – Non-Promoters	**No. of Shares held**	**% of Holding**	**No. of Shares**	**No of shares held and shares issued through this notice**	**% of Holding**
Norocos Opportunities Fund PCC – Cell A	**0**	**0**	**54,00,000**	**79,00,000**	**13.74**
Dhruvil Nimesh Joshi	**0**	**0**	**27,00,000**	**30,00,000**	**5.22**
Rashmi Nimesh Joshi	**0**	**0**	**27,00,000**	**27,00,000**	**4.70**

(*) Assuming full conversion of warrants into Equity shares issued through this Notice.

6) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of Proposed Allottee	Category	Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees
11	Norocos Opportunities Fund PCC – Cell A	Non- Promoter	Catalin Mastan

7) **Shareholding Pattern of the Company before and after the issue Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure II to the Notice**

8) Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9) Proposed time within which the preferential issue shall be completed:

The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10) Principal terms of assets charged as securities: Not Applicable

11) Terms of Issue of Warrants to Proposed Allottees who are Non Promoters:

a) The Board is authorized to issue and allot upto 1,08,00,000 (One Crore Eight Lakh) warrants at a price of Rs. 27/- per warrant aggregating upto Rs. 29,16,00,000/- (Rupees Twenty-Nine Crores Sixteen Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 1,08,00 000 Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a security premium of Rs. 17/- (Rupees Seventeen only) per Equity share of the Company against each warrant

b) Each Warrant held by the Proposed Allottee shall entitle him to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs 10/- (Rs. Ten only) at a security premium of Rs. 17/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.

c) The proposed Warrant allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;

e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.

g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.

h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and Rs. 17/- towards Securities Premium.

i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.

j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission

k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.

l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

12) Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

14) **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential issue during the current financial year 2026-27 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and Rules made thereunder

15) Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

16) Listing:

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the 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, including voting rights and dividend.

17) Certificate of Practicing Company Secretary:

The Certificate from M/s Shravan Gupta & Associates., Company Secretaries in Practice, (M. No.- ACS 24784, CP No. 9990), Tel: +91 8561005312, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.dhousingl.in under the tab "Preferential Issue"

18) Other Disclosures

1. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.
2. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company
3. Given that the Proposed Preferential Issue size is less than Rs. 100 crores, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.
4. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

19) **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The Investors shall hold approx. 23.66% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

20) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non – promoter only and there will be no change in the Status of the Allottee.

21) Lock-in:

i. The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

ii. The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

22) The Company undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not

conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. September 30,2026. Members seeking to inspect such documents can send an email to info@axentracorp.ai

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at Item No. 13 as set out in the accompanying Notice for approval by the Members of the Company.

Your directors recommend the resolutions at item no. 13 for your approval as a Special Resolution

Item No. 14

The Board of Directors of Axentra Corp Limited ("Company" or "Axentra"), at its meeting held on September 07, 2026, based on the recommendation of the Audit Committee, approved the proposal for entering into and/or continuing to enter into transactions with certain Related Parties of the Company, in the ordinary course of business and on such terms and conditions as may be mutually agreed between the Company and the respective Related Parties, subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

The Company, being engaged in the technology, artificial intelligence, enterprise IT infrastructure, software, managed services and allied technology businesses, has developed and is developing an integrated technology and service delivery ecosystem comprising various specialist capabilities. The proposed transactions with the Related Parties are intended to facilitate the Company's business operations, technology delivery, infrastructure requirements, professional services, digital transformation initiatives, marketing activities and other allied business requirements.

The Company proposes to obtain an omnibus approval of the Members for entering into transactions with the Related Parties specified below, individually and/or in aggregate, for an amount not exceeding ₹100 Crores (Rupees One Hundred Crores only) during the period commencing from the date of this Annual General Meeting and continuing until the conclusion of the next Annual General Meeting of the Company, subject to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws.

The proposed transactions may include availing and/or rendering of services, purchase and/or sale of goods, technology and infrastructure services, professional services, managed services, reimbursements, cost allocations and other transactions incidental or ancillary to the principal business activities of the Company, as may be required from time to time.

The details of the proposed Related Party Transactions along with the Related Parties and their Transaction values including but not limited to are set out below:

Sr. no.	Name of the Related Party	Relationship	Nature/ Description of the proposed transactions	Maximum value proposed during the approval period (Amt in INR)
1	Fore Solutions Private Limited	Subsidiary Company of Axentra Corp Limited	Axentra's AI Infrastructure & Enterprise IT Infrastructure business, delivering NVIDIA-powered GPU infrastructure, servers, networking, cybersecurity and related managed services.	30 crores
2	Kerner Norland Pte Ltd	Promoter Group	Axentra's IT Solutions & Managed Services capability, providing enterprise technology, infrastructure, cloud and managed IT services across the group.	29.50 Crores
3	North Lark Pte Ltd	Mr. Vinoth Kumar Mohanadas who is a promoter and Whole Time Director of the Company is a Director at the Board of North Lark Pte Limited	Sale / Providing/ Rendering AI Services enabling NorthaLarks' KYC/AML offering.	30 Crores

4	4 Impact	Promoter Group	Axentra's Technology Recruitment & Professional Services Augmentation capability, supplying specialist technology talent, project teams and offshore/nearshore augmentation.	8.5 Crores
5	Cloud Marc Consultancy Private Limited	Promoter Group	Axentra's Quality Engineering & Digital Assurance capability, supporting software quality, testing, digital assurance and technology transformation.	2 Crores
Total				**100 Crores**

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November 2021.

Particulars	Remarks
Name of the related party;	i. Fore Solutions Private Limited ii. Kerner Norland Pte Ltd iii. North Lark Pte Ltd iv. 4 Impact v. CloudMarc Consultancy Private Limited
Name of the director or key managerial personnel who is related, if any;	i. It is a subsidiary company of Axentra Corp Limited and individually none of the Directors or KMPs are interested or concerned in this transaction. ii. Except Mr. Vinoth Kumar Mohanadas, none of the Director or KMPs are interested or concerned in this transaction. iii. Except Mr. Vinoth Kumar Mohanadas, none of the Director or KMPs are interested or concerned in this transaction. iv. Except Mr. Vinoth Kumar Mohanadas, none of the Director or KMPs are interested or concerned in this transaction. However, he is also not involved directly with 4 Impact but may have an indirect influence. v. Except Mr. Vinoth Kumar Mohanadas, none of the Director or KMPs are interested or concerned in this transaction.
Nature of relationship;	i. It is a subsidiary company of Axentra Corp Limited and individually none of the Directors or KMPs are interested or concerned in this transaction and Mr. Senthil Kumar Bellan, Mr. Nirmal De Soysa Cooke, Mr. Vinoth Kumar Mohanadas form Axentra Corp Limited are serving as the directors at the board of Fore Solutions Private Limited. ii. Mr. Vinoth Kumar Mohanadas who is a Promoter and the Whole Time Director of the Company is also serving as a Director at the Board of Kerner Norland Pte Ltd. iii. Mr. Vinoth Kumar Mohanadas is serving as a Director of North Lark Pte Ltd. iv. Mr. Vinoth Kumar Mohanadas is serving as a director of the Holding company of the 4 Impact. v. Mr. Vinoth Kumar Mohanadas who is a Promoter and the Whole Time Director of the Company is also serving as a Director at the Board of CloudMarc Consultancy Private Limited
Nature, material terms, monetary value and particulars of the contract or arrangements;	As per the terms of the agreement, as agreed between the respective parties and subject to the approval of the shareholders of the Company.

Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are repetitive in nature. Audit Committee of the Company considers and grants omnibus approval to the Related Party Transactions which are repetitive in nature before the commencement of a Financial Year, which is valid for one Financial Year in accordance with Regulation 23(3) of the Listing Regulations. The transactions entered into pursuant to the Omnibus Approval are placed before the Audit Committee on quarterly basis for review. In line with the same, the Audit Committee, at its meeting held on 07th September, 2026 has granted its omnibus approval for the transactions to be entered into during FY 2026-27 with the specified parties In accordance with Regulation 23(4) read with the Circular, approval of the members shall be valid for a period of one year from the date of passing of this resolution by the members.
Justification for why the proposed transaction is in the interest of the Company	All the specified related parties are into the similar line of business and hence to support Axentra's service delivery system to Clients. Hence, the management is of the view that the transactions specified will be in the best interests of the company.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary? If yes, provide the specified details as below:	No
Details of the source of funds in connection with the proposed transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	In this case valuation report is not required. All the Transactions with the specified related parties are in the Ordinary Course of Company's business and are at Arm's Length basis.
A summary of the information provided to the Audit Committee.	All the information as provided in this table was presented to the Audit Committee.

The transactions proposed to be entered into with the aforesaid Related Parties are expected to be undertaken in the ordinary course of business of the Company and on an arm's length basis, wherever applicable. The transactions shall be entered into on such commercial terms as may be considered appropriate by the management of the Company, having regard to prevailing market conditions, business requirements, commercial considerations and applicable laws.

The proposed approval is being sought as an omnibus approval to facilitate the Company's ability to undertake recurring and/or anticipated transactions with the aforesaid Related Parties during the approval period without the necessity of seeking separate approval of the Members for each individual transaction falling within the approved parameters and limits.

The approval sought shall be subject to the transaction-wise and Related Party-wise limits specified above and shall not authorise the Company to enter into transactions beyond the limits approved by the Members or otherwise in contravention of applicable law.

The Company shall ensure that all transactions undertaken pursuant to this approval are in compliance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws, including obtaining such approvals of the Audit Committee and/or Board of Directors as may be required from time to time.

The Audit Committee of the Company shall review and approve the proposed Related Party Transactions in accordance with applicable law and shall monitor the transactions undertaken pursuant to the approval granted by the Members.

Further, the Company shall make appropriate disclosures in its financial statements, annual report and other statutory filings, as required under applicable laws.

The omnibus approval proposed to be obtained from the Members shall be valid from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to the maximum period permitted under applicable law. Any transaction proposed to be undertaken beyond the approved period or beyond the limits/parameters approved by the Members shall be subject to such further approvals as may be required under applicable law.

Details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations

1. Name of the Related Parties:

Fore Solutions Private Limited, Kerner Norland Pte Ltd, North Lark Pte Ltd, 4impact, CloudMarc India

2. Nature of relationship:

The aforesaid entities are Related Parties of the Company within the meaning of the applicable provisions of the Companies Act, 2013 and/or the SEBI LODR Regulations, as applicable.

3. Nature, material terms and particulars of the proposed transactions:

The proposed transactions primarily comprise availing and/or rendering of technology, artificial intelligence, enterprise IT infrastructure, cloud, managed IT, professional staffing and augmentation, data engineering and systems integration, digital marketing and creative, specialist AI/technology, quality engineering and digital assurance, marketplace/channel and other allied services, together with related purchases, sales, reimbursements, cost allocations and other incidental transactions, as may be required in the ordinary course of business.

The material terms of individual transactions shall be determined on the basis of the nature and scope of services/products, prevailing market conditions, commercial requirements, applicable pricing parameters and other relevant factors.

4. Tenure of the proposed transactions:

The approval is proposed to be valid from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to the maximum period permitted under applicable law.

5. Maximum amount/value of the transactions:

The aggregate value of the transactions with the aforesaid Related Parties shall not exceed ₹100 Crores, subject to the individual limits specified against each Related Party in the table above.

6. Any advance paid or received for the transaction:

Any advance, if applicable, shall be in accordance with the terms of the relevant transaction and applicable laws.

7. Basis for determining the price and other commercial terms:

The pricing and other commercial terms shall be determined on an arm's length basis, wherever applicable, taking into consideration prevailing market rates, scope and nature of services/products, prevailing commercial terms, business requirements and other relevant factors.

8. Whether all factors relevant to the contract have been considered:

The Company shall consider all relevant factors, including the nature and scope of services/products, prevailing market conditions, commercial considerations, business requirements, pricing and applicable regulatory requirements before entering into each transaction.

9. Whether the transactions are in the ordinary course of business and on an arm's length basis:

The proposed transactions are expected to be undertaken in the ordinary course of business and on an arm's length basis, wherever applicable.

10. Any other relevant or important information:

The transactions are proposed to support the Company's business operations and integrated technology delivery ecosystem and are expected to contribute to the Company's operational and strategic objectives. The transactions shall be undertaken only after obtaining such approvals as may be required under applicable laws.

The Board of Directors is of the opinion that the proposed transactions are in the interest of the Company and its Members and accordingly recommends the resolution set out at Item No. [•] of the accompanying Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except to the extent of their respective interests in the Related Parties, if any, is concerned or interested, financially or otherwise, in the proposed resolution.

In terms of Regulation 23 of the SEBI LODR Regulations and applicable provisions of the Companies Act, 2013, no Related Party shall vote to approve the resolution, whether the entity is a Related Party to the particular transaction or not.

The Members are requested to consider and approve the proposed resolution as a Special Resolution.

Place: Chennai
Date : 07.09.2026

By and on behalf of Board of Directors
For Axentra Corp Limited
Sd/-

Vinoth Kumar Mohanadas
Whole time Director (DIN: 07616951)

AXENTRA CORP LIMITED
(Formerly Dugar Housing Developments Limited)
Registered Office: Building no. 351 - Door 1A , 1st Floor,
Avvai Shanmugam Salai, Gopalapuram,Chennai,
Tamil Nadu, India, 600086
CIN: L62013TN1992PLC023689 /
Website: www.axentracorp.ai / Email: info@axentracorp.ai
Contact No.: +91 9152205386

Annexure I to Notice

AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERALMEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED

Name of the director	Mr. Vinoth Kumar Mohanadas
DIN	07616951
Date of Birth	05/04/1976
Age	50 Years
Original Date of Appointment	14/11/2025
Experience	An accomplished entrepreneur with over 20 years of diverse experience in founding, building, and acquiring businesses across various industries, including software, IT, and real estate.Proven track record in leading infrastructure development projects and business expansions in key markets such as Sri Lanka, India, the Philippines, Singapore, Australia, and the USA. He has successfully guided global level companies to flourish under his strategic direction contributing to the significant growth across multiple sectors. His leadership has not only driven the success of his own ventures but has also positioned me as a prominent figure in the business world.
No. of. Shares held as on 31.03.2026	53,98,354 equity shares
Terms and conditions of reappointment	Whole Time Director liable to retire by rotation.
Remuneration drawn in FY26	Rs. 0.08 million (wef 14/11/2025)
Directorship in other public companies	Nil
Chairman/Member of committees of other public company (including equity listed company)	NIL

ANNEXURE IA TO NOTICE

AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Name of the director	Ms.Adarshana Kumar
DIN	11874427
Age	20 Years and 9 months
Date of Appointment	14.08.2026
Experience	Ms. Adarshana is a motivated and dedicated Bachelor of Business (Finance and Economics) student at RMIT University with practical experience in human resources, hospitality, and aged care. Through these roles, she has developed strong communication, customer service, teamwork, and problem solving skills while working in diverse and fast-paced environments.
No. of. Shares held as on 31.03.2026	Nil

Directorship in other public companies	Nil
Chairman/Member of committees of other public company	NIL
Relationship with any other Director	Ms.Adarshana Vinoth Kumar is the daughter of Mr. Vinoth Kumar Mohanadas who is serving as a Whole Time Director in the Company. Hence she is a relative of Mr. Vinoth Kumar Mohanadas as per the relevant provisions of Companies Act,2013 and SEBI (LODR) Regulations, 2015 .

ANNEXURE IB TO NOTICE

AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Name of the director	Dr. Dhiraj Kapur
DIN	06640033
Age	60 years
Date of Appointment	14.08.2026
Experience	Dr. Dhiraj Kapur is a distinguished corporate leader, global strategist, and public policy advocate with over three decades of experience at the intersection of business growth, regulatory affairs, and governance. His career reflects a consistent ability to align multinational operations with evolving policy frameworks, while safeguarding corporate reputation and advancing sustainable economic outcomes. At Flipkart, India's largest e-commerce enterprise and a subsidiary of Walmart US, Dr. Kapur established and institutionalized the Government Affairs function, transforming it into a cornerstone of the company's strategic engagement with policymakers. His leadership has ensured Flipkart's voice is represented in critical national debates on e-commerce, logistics, and digital economy policy. He has been a trusted advisor to the leadership team, shaping responses to regulatory shifts, mitigating risks, and strengthening the company's reputation in the corridors of power. Prior to Flipkart, Dr. Kapur served as Vice President of Corporate Affairs at Carlsberg India, where he spearheaded landmark policy advocacy initiatives. Most notably, he led negotiations with Chief Ministers, senior government officials, and GST Council members to secure tax relief on raw materials—an achievement that not only safeguarded the company's competitive positioning but also set a precedent for industry-wide collaboration. He also directed crisis management strategies, enforced stringent compliance frameworks, and positioned Carlsberg as a respected voice in India's regulatory and economic forums. Earlier, at Avery Dennison, Dr. Kapur held regional leadership roles across Asia Pacific, successfully establishing ten business units in India, China, Korea, and Taiwan. His ability to navigate complex regulatory landscapes earned him global recognition, including the Global Leadership Excellence Award (2011, USA) and the Best Public Policy Work in Asia Pacific Award for three consecutive years (2008–2010). He managed regional policy teams, advised corporate executives on geopolitical developments, and represented the company before governments, policymakers, and industry associations. Academically, Mr. Dhiraj Kapur holds a PhD in Public Policy from Dunstan Business School, Switzerland, a Master's in Public Administration from Rajasthan University
No. of. Shares held as on 31.03.2026	Nil
Directorship in other public companies	Nil
Chairman/Member of committees of other public company	Nil

Relationship with any other Director	NA

ANNEXURE IC TO NOTICE

AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Name of the director	Senthil Kumar Bellan
DIN	11536666
Age	60 years
Date of Appointment	14.07.2026
Experience	Mr. Senthil Kumar Bellan is a finance and operations professional with over 27 years of international experience spanning India, Malaysia, Oman, Jordan, Australia, and Sri Lanka. He has built deep expertise in accounting, taxation, and business operations management across multiple regulatory frameworks, with particular focus on Australian superannuation fund administration and cross-border financial services. Mr. Senthil Kumar holds an MBA in Finance and M.Com, complemented by professional training with chartered accountants. He brings to the board practical expertise in financial operations, regulatory navigation, and building high-performing teams in emerging markets .
No. of. Shares held as on 31.03.2026	Nil
Directorship in other public companies	Nil
Chairman/Member of committees of other public company	Nil
Relationship with any other Director	NA

Annexure II to Notice

Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	**Pre- issue % of Holding**		**Post issue % of Holding (*)**	
	Total No. of Shares	**% of Total Voting Rights**	**Total No. of shares (**)**	**% of Total Voting Rights**
Promoters/Promoters' Group	60,03,899	30.48	60,03,899	10.44
Proposed Allottee (Warrants) (Promoter category) `	0	0	74,00,000	12.87
Sub- Total (A)	**60,03,899**	**30.48**	**1,34,03,899**	**23.31**
Non promoters				
Mutual Funds	0	0.00	0	0
Foreign Direct Investments	1,14,40,000	58.07	1,14,40,000	19.90
Foreign Portfolio Investors	1,00,000	0.51	1,00,000	0.17
Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	10,650	0.05	10,650	0.02
Bodies Corporate	65,782	0.33	65,782	0.11
Non-Resident Indians / Overseas Corporate bodies	61	0.00	61	0.00
Individual – Public	20,78,289	10.55	20,78,289	3.61
Hindu Undivided Family (HUF)	1,266	0.01	1,266	0.00
Trusts	10	0.00	10	0.00
Unclaimed or Suspense Escrow Account	10	0.00	10	0.00
LLP	3	0.00	3	0.00
Others – Clearing Members	30	0.00	30	0.00
New Allottee – TK7 Holdings PTY Ltd (**)	0	0.00	70,52,593	12.26
Proposed Allottee (Equity Shares) (Public Category)	0	0.00	1,25,59,507	21.84
Proposed Allottee (Warrants) (Public category) `	0	0.00	1,08,00,000	18.78
Sub-total (B)	**1,36,96,101**	**69.52**	**4,41,08,201**	**76.69**
Total (A+B)	**1,97,00,000**	**100.00**	**5,75,12,100**	**100.00**

Note- Above pre- issue shareholding pattern is as on 30th June, 2026

(*) Assuming full conversion of warrants into equity shares