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 Report of Axentra Corp Limited ("the Company") for FY 2025-2026.

Ref: - Scrip Code: 511634

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report and 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

Manisha Sharma
Company Secretary & Compliance Officer

Encl: - as above

Axentra

FINANCIAL YEAR ENDED 31 MARCH 2026

34TH ANNUAL REPORT

Annual Report 2025–26

The foundation is laid. The work of building on it has begun.

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This Annual Report is presented for the financial year 1 April 2025 to 31 March 2026. Amounts in the financial statements are in INR lakhs unless otherwise stated. Figures in brackets denote negative amounts or, in the related party note, previous-year figures.

01

Corporate Overview

Who we are, what the year delivered, and the leadership perspective on where Axentra goes from here.

| Corporate Information

Corporate Information

Axentra Corp Limited (formerly Dugar Housing Development Limited) · CIN L62013TN1992PLC023689 · Listed on BSE Ltd

Board of Directors

Vinoth Kumar Mohanadas	Whole-time Director
Senthil Kumar Bellan	Managing Director
Yasiru Lelwala	Executive Director
Kumarappan Palaniappan	Non-Executive Director
Ulhas Deosthale	Independent Director
Jankiben Kunalbhai Brahmbhatt	Independent Director
Nirmal De Soysa Cooke	Independent Director

Dhiraj Kapur
Independent Director (w.e.f. 14.08.2026)

Adarshana Vinoth Kumar
Non-Executive Non-Independent Director (w.e.f. 14.08.2026)

Designations as certified in Annexure IV; appointments after the year end as set out in the Board's Report.

Key Managerial Personnel

Senthil Kumar Bellan	Chief Financial Officer
Manisha Sharma	Company Secretary & Compliance Officer

Committees of the Board

Audit Committee
Nirmal De Soysa Cooke (Chairman), Ulhas Narayan Deosthale, Jankiben Kunalbhai Brahmbhatt

Nomination & Remuneration Committee
Nirmal De Soysa Cooke (Chairman), Ulhas Narayan Deosthale, Jankiben Kunalbhai Brahmbhatt

Stakeholders Relationship Committee
Nirmal De Soysa Cooke (Chairman), Ulhas Narayan Deosthale, Jankiben Kunalbhai Brahmbhatt

Registered Office

Building No. 351, Door 1A, 1st Floor, Avvai Shanmugam Salai, Gopalapuram,
Chennai 600086, Tamil Nadu, India

Tel: +91 91522 05386
Website: www.axentracorp.ai

Statutory Auditors

M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Vadodara

Secretarial Auditor

Shivam Bhatt & Co.
Practicing Company Secretaries, Jaipur

Registrar & Share Transfer Agent

Cameo Corporate Services Ltd
"Subramanian Building", No. 1, Club House Road, Chennai 600002

Email: cameosys@cameoindia.com
Website: https://cameoindia.com/

Listing

Stock Exchange	BSE Ltd
Scrip Code	511634
ISIN	INE919M01026

Share Capital (31 March 2026)

Authorised	3,50,00,000 shares of ₹10
Paid-up capital	1,97,00,000 shares of ₹10

Financial year
1 April 2025 to 31 March 2026

| Message from the Promoter and Executive Director

Vinoth Kumar Mohanadas

Promoter and Executive Director

Message from the Promoter and Executive Director · Annual Report 2025-26 — Axentra Corp Limited

Dear Shareholders,

FY 2025-26 was the year your company changed course. Twelve months ago, Dugar Housing Developments Limited was a listed entity with no material operations. Today it is Axentra Corp Limited: a technology company with a clear purpose, a recapitalised balance sheet, a professional leadership team, and its first operating business.

Why we did this. India's enterprises, and increasingly its small and medium businesses, have already decided to invest in AI. What most of them lack is not ambition but the foundation beneath it: integrated hardware and networks, clean and connected data, production-grade software, and engineers who can put all of it to work. Axentra exists to provide that scaffolding. We design, build and run the layer that sits between raw compute and the business outcome, so that AI becomes a working advantage rather than a stalled pilot. We chose a listed vehicle deliberately. Public-market governance is a standard that enterprise and government buyers can diligence, and a listed balance sheet gives us a currency with which to grow.

What we did during the year. Beginning in April 2025, we completed the acquisition of a controlling stake, the mandatory open offer to public shareholders, the change of the company's objects to information technology, and the change of name. We reconstituted the Board and put in place a professional management team spanning finance, commercial and operations. Two preferential issues, in August 2025 and February 2026, brought in ₹31.3 crore of fresh capital (approximately USD 3.5 million) and took the issued capital to 1.97 crore shares. Every rupee was raised against a stated purpose: to recapitalise the company, fund its first acquisition, and build an operating base. We established our operations in Chennai and began hiring the commercial and engineering teams the plan requires.

Our first acquisition. Shortly after the close of the year, we completed the acquisition of a 51% interest in Fore Solutions, a North India systems integrator with 25 years of history, elite-tier partnerships with leading OEMs, a client base that includes India's premier academic institutions, and a repeat-business rate above 80%. Fore Solutions is one of only eight NVIDIA Elite partners in the whole of India. It gives Axentra an operating platform at the infrastructure layer, annual revenue of approximately ₹127 crore (approximately USD 15 million), and a way into enterprise accounts at the very moment they commit capital to AI.

Where we go from here. Our strategy runs on three engines. Organic growth: taking Fore's model pan-India and building the AI and software engineering capability above it, delivered from Chennai to clients in India and, over time, to clients in the US, Europe and Asia-Pacific. Inorganic growth: acquiring capable businesses whose earnings are held back by reach rather than by quality, and putting Axentra's capital, distribution and management behind them so that they grow well beyond what they could achieve alone. And a partner-delivered services model, in which Axentra is the client-facing, accountable party and specialist delivery partners execute across software, quality engineering, data and AI, cloud and managed services. We will be disciplined about capital, patient about integration, and demanding about governance and disclosure.

I thank the Board, our management team, our employees and delivery partners, and above all our shareholders, both those who stayed with the company through its dormant years and those who joined us this year, for their trust. The foundation is laid. The work of building on it has begun.

Thank you.

Vinoth Kumar Mohanadas
Promoter and Executive Director

| Message from the Chief Commercial Officer

Sathish Kumar

Chief Commercial Officer

Message from the Chief Commercial Officer · Annual Report 2025-26 — Axentra Corp Limited

Dear Shareholders,

A commercial function is built before it is measured. FY 2025-26 was the building year, and I want to set out plainly what was put in place and how we intend to sell.

What we sell. Axentra goes to market with one proposition: a single accountable partner across every layer of a client's technology, from infrastructure and networking through cloud and managed IT, custom software, quality engineering, and data and AI, under one agreement and one point of escalation. Mid-market and enterprise clients in India are not short of AI ambition. They are short of the digital foundation that makes AI possible, and they are tired of assembling five vendors and hoping they integrate. We build that foundation, and we run it.

The opportunity in India. The demand is not hypothetical. Indian enterprises have finished deciding whether to invest in AI: 87% already use it and 80% treat it as a core strategic priority, ahead of the global average. The domestic AI market grew from under USD 3 billion in 2020 to USD 7.6 billion in 2024 and is projected to reach USD 17 billion by 2027, a rate no organisation can match by hiring alone. The IndiaAI Mission, with an outlay of ₹10,372 crore, has already put more than 38,000 GPUs on the national compute portal, and the country added over 1,000 MW of data-centre capacity in 2025. Compute is arriving faster than businesses can absorb it. What sits between that compute and a business result is integration, data and engineering, precisely the mid-market work the large national integrators are stepping away from. That gap is Axentra's market.

How we deliver. Axentra contracts with the client, owns the outcome, and delivers with its own people. At the infrastructure layer, that is Fore Solutions' engineering team, which has designed, deployed and maintained networks, data centres and GPU clusters for India's most demanding institutions for 25 years. At the software and AI layer, it is our Chennai centre, which we are building as the company's AI and large language model engineering delivery hub and as an offshore development centre serving clients in the US, Europe and Asia-Pacific. Its engineers will take on the integration, data and AI work that turns infrastructure into a business result, for Indian clients and for global ones delivered from India. Where a client needs a specialist discipline we have not yet built at scale, whether in managed services and cyber security, quality engineering, or compliance technology, we bring in one of a small number of established partners, each with a long record serving blue-chip clients in Australia and Asia-Pacific, and we manage them inside our own delivery. The client sees one team and one point of accountability. The share of that team that is Axentra's own will rise every year, and the partners extend what we can offer while we grow it.

What we built this year. We established our Chennai office, the base for the delivery hub described above, and built the Axentra brand from a blank page. We built a sales team covering Mumbai, Delhi NCR, Bengaluru and Chennai, organised by motion rather than by product: enterprise and government bids, product and SaaS, and international staff augmentation, supported by a central lead-generation function. And we defined how a client engages with us: a no-cost discovery workshop, a two-week paid pilot sprint, then a multi-year managed engagement. Assess, build, deliver, run.

Fore Solutions. With Fore joining the group after year-end, we hold an operating sales engine with elite OEM credentials, a client roster spanning IITs, IIMs, leading universities, and hospitality and healthcare groups, and a repeat-order rate above 80%. Fore's infrastructure mandates are our entry point: every organisation building AI compute has an application intent behind it, and our job is to be in the room when that intent is specified. Cross-referral between Fore's accounts and Axentra's services is the first, and the cheapest, growth lever we have.

Priorities for FY 2026-27. Convert: move pipeline to signed mandates and build referenceable Indian case studies. Extend: take Fore's delivery model to the remaining metropolitan markets and begin exploring the Middle East through local partners. Deepen: raise the share of recurring revenue through maintenance contracts, managed services and productised software, and use forward-deployed engineers to convert capacity engagements into outcome-priced ones. These are the measures I will hold the team, and myself, to.

To our early clients and partners who have placed confidence in a young company, thank you. To our shareholders: the team is in place, the pipeline is building, and the year ahead is about execution.

Thank you.

Sathish Kumar
Chief Commercial Officer

| Financial Highlights

Financial Highlights

Standalone, for the year ended 31 March 2026 · INR in lakhs · Source: audited financial statements (Section 06)

REVENUE FROM OPERATIONS
1,033.62
FY 2024-25: **30.00**

TOTAL INCOME
1,075.07
FY 2024-25: **30.23**

PROFIT BEFORE TAX
112.24
FY 2024-25: **3.50**

PROFIT FOR THE YEAR
104.11
FY 2024-25: **3.50**

EARNINGS PER SHARE
₹0.57
FY 2024-25: **₹1.17** · basic and diluted

NET WORTH
3,125.18
31 March 2025: **(86.93)**

CASH AND BANK BALANCES
3,062.80
31 March 2025: **0.25** · incl. fixed deposits

TOTAL ASSETS
4,131.83
31 March 2025: **24.98**

PAID-UP SHARE CAPITAL
1,970.00
31 March 2025: **30.00** · 1,97,00,000 shares of ₹10

CAPITAL RAISED Proceeds from the issue of equity shares during the year were **₹3,108.00 lakhs** (Statement of Cash Flows), taking paid-up capital from ₹30 lakhs to ₹1,970 lakhs and net worth from (86.93) lakhs to 3,125.18 lakhs.

REVENUE MIX 100% of revenue from operations in FY 2025-26 arose from IT solutions and consulting services delivered to customers outside India (Notes 20 and 31). The company operates as a single reportable segment.

All figures are taken directly from the audited standalone financial statements and notes in Sections 06 and 07 of this report. Cash and bank balances = cash and cash equivalents + bank balances other than cash and cash equivalents.

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.
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
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 Bhoorarам 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)

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

03

Board's Report

The Directors' report to the members on the business and operations of the company, together with the Corporate Governance Report, Form AOC-1, Form AOC-2 (Annexure I) and the Management Discussion and Analysis Report (Annexure II).

BOARD'S REPORT

To the Members,

Your Directors are pleased to present the 34th Annual Report on the business and operations of the Company alongwith the audited financial statements for the financial year ended March 31, 2026.

1. COMPANY OVERVIEW

During the year under review, Axentra Corp Limited continued to strengthen its position as an IT and software solutions company, with a focus on delivering technology-driven solutions that address the evolving needs of its customers and business partners.

The Company remained focused on strengthening its technology capabilities, improving operational efficiency, and expanding its software and IT service offerings. With the rapid pace of digital transformation and increasing adoption of technology across industries, Axentra Corp Limited continues to identify opportunities to leverage its expertise in software development, technology solutions, and digital services to support the changing requirements of its customers.

During the year, management continued to emphasise prudent financial management, operational discipline, customer-centric service delivery, and the development of capabilities required to support sustainable growth. The Company also remained attentive to emerging technologies and changing market dynamics, with a view to enhancing its competitiveness and creating long-term value.

The Board believes that Axentra Corp Limited is well positioned to benefit from the continued growth of the IT and software sector. Going forward, the Company will remain focused on strengthening its technology portfolio, developing new business opportunities, enhancing customer relationships, and pursuing sustainable growth while maintaining appropriate risk management and corporate governance practices. The Board is also focused on growing the Company inorganically and making it large by acquiring the similar kind of business and benefiting from the consolidation of the business.

Overall, the Board remains confident in the Company's strategic direction and its ability to build a stronger and more scalable technology business in the years ahead.

2. SCALING NEW HEIGHTS

Axentra Corp Limited continues to pursue its growth journey with a clear focus on innovation, technology, and sustainable business development. The Company is strengthening its IT and software capabilities, exploring new market opportunities, and enhancing its solutions to meet the evolving needs of customers.

With a commitment to operational excellence, digital innovation, and long-term value creation, the Company remains focused on building a stronger and more scalable business. The Board is confident that these initiatives will enable Axentra Corp Limited to unlock new opportunities and achieve greater milestones in the years ahead.

3. FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March, 2026.

In Lakhs

Particulars	FY 2025-26	FY 2024-25
Income for the year	1075.07	30.23
Expenditure for the year.	962.83	26.73
Profit/(Loss) before Depreciation/adjustment	112.24	3.50

Tax Expenses	8.13	-
Net Profit/(Loss) for the year	104.11	3.50

4. BUSINESS PERFORMANCE:

During the year under review, the Company made a profit of Rs. 127.13 Lakhs against a loss of Rs.3.50 lakhs in the previous year.

During the period under review, the Company underwent a significant transformation in the nature and scope of its business activities. The Company transitioned from its erstwhile business of Real Estate and Housing Development to focus on Artificial Intelligence, Software and Technology-related businesses. This strategic shift reflects the Company's objective of aligning its business operations with emerging technology-driven opportunities and building a sustainable growth-oriented business model in the technology sector."

5. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

During the period under review, the Company underwent a significant transformation in the nature and scope of its business activities. The Company transitioned from its erstwhile business of Real Estate and Housing Development to focus on Artificial Intelligence, Software and Technology-related businesses. This strategic shift reflects the Company's objective of aligning its business operations with emerging technology-driven opportunities and building a sustainable growth-oriented business model in the technology sector."

The Company received the Certificate of Registration for Alteration of Object Clause of Memorandum of Association (MOA) on June 06, 2025.

4. CHANGE IN THE NAME OF THE COMPANY

The name of the Company was changed from Dugar Housing Developments Limited to **Axentra Corp Limited** with effect from November 22, 2025 pursuant to the receipt of Certificate of Incorporation from Registrar of Companies.

5. KEY DEVELOPMENTS

On June 03, 2026, the Company entered into a Share Purchase Agreement ("SPA") with the selling shareholders of Fore Solutions Private Limited ("Fore Solutions") for the acquisition of 51% of the equity share capital of Fore Solutions.

Pursuant to the completion of the aforesaid acquisition and the acquisition of the 51% equity stake, Fore Solutions Private Limited has become a subsidiary of the Company

6. SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2026 was Rs. 35,00,00,000 divided into 3,50,00,000 equity shares. The Paid-up Equity Share Capital as on March 31, 2026 was Rs. 19,70,00,000/- divided into 1,97,00,000 equity shares of Rs.10 each.

As on March 31, 2025, the issued and paid up capital of the company was Rs. 30,00,000 (Thirty Lakhs only) divided into 3,00,000 equity shares. Pursuant to the Special resolution passed by the Shareholders through the Extra Ordinary General Meeting held on May 08, 2025 including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any it was proposed to allot 67,00,000 fully paid-up Equity Shares of Rs. 10/- at a premium of Rs. 2 each share at an issue price of Rs. 12 each and 27,00,000 convertible equity warrants to the proposed allottees who were Non Promoters

(Public Category) of the company as per the list placed on table, duly initialled by chairman, on preferential allotment basis.

On June 12, 2025 the Board allotted 67,00,000 equity shares and 27,00,000 convertible equity warrants to the respective allottees . The convertible equity warrants were converted into equity shares by the allottees and they were allotted equity shares against the same. Thereafter, The board allotted 1,00,00,000 to the allottees on February 25, 2026 pursuant to the receipt of the approval of members at the Extra-Ordinary General Meeting held on January 03, 2026 . Accordingly the issued and paid up share capital of the company as on March 31,2026 is Rs.19,70,00,000/- (Rupees One Crore Ninety Seven Lakhs only) divided into 1,97,00,000 (One Crore Ninety Seven Lakh) equity shares of Rs.10 (Rupees Ten) each.

Note : On June 12, 2025 Vinoth Kumar Mohanadas and Suseela Kumarappan were allotted equity shares and convertible warrants under the Non-Promoter & Public Category. Pursuant to the completion of Open Offer on October 29,2026, Vinoth Kumar Mohanadas and Suseela Kumarappan were classified as the Promoters of the Company.

7. DIVIDEND:

The Board of Directors wish to conserve the profit for future development and expansion. Your Company have not recommended any dividend for the financial year 2025-26.

The Company is not required to adopt a Dividend Distribution Policy as mentioned under the Regulation 43A of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”)

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The details of Loans, Guarantee and Investments have been disclosed in the notes to financial statements.

As on March 31, 2026 the Company have not given any loan, guarantees or made any investments.

**On June 03, 2026, Your company entered into the Share Purchase Agreement with the selling shareholders of the Fore Solutions Private Limited for acquiring the 51% equity stake in the later for a consideration of Rs. 38,00,52,000 (Thirty Eight Crores Fifty Two Thousand only.)*

Pursuant to the acquisition of 51% equity stake, Fore Solutions Private Limited is now the subsidiary of your company.

** On July 10, 2027 , Your company made Kerner7 Private Limited its wholly owned subsidiary by subscribing the total capital of Kerner7 Private Limited . The total capital invested is Rs. 1,00,000 (Rupees One Lakhs only)*

For the above mentioned investment by the Company , the approval of the shareholders was taken via Special Resolution at the Extra Ordinary General Meeting held on January 03, 2026 .

9. TRANSFER TO GENERAL RESERVE:

During the financial year 2025-26, the Board of Directors has decided not to transfer any amount out of the profits of the Company to the General Reserve. Accordingly, no amount has been appropriated or transferred to the General Reserve during the year under review.

10. DEPOSITS:

During the financial year 2025-26, the Company has not accepted any deposits from the public within the meaning of the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Accordingly, there were no deposits outstanding as at 31st March 2026.

Further, the Company has duly filed the requisite Form DPT-3 (Return of Deposits) with the Registrar of Companies for the financial year under review, reporting the relevant particulars as applicable.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

During the financial year 2025-26, the Company has entered into contracts and arrangements with related parties in the ordinary course of business and on an arm's length basis, as applicable, in accordance with the provisions of Section 188 of the Companies Act, 2013, the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The transactions entered into with related parties were undertaken with the requisite approvals of the Board of Directors and the Audit Committee, wherever applicable, and in compliance with the applicable statutory and regulatory requirements. The Company has also made the necessary disclosures in its financial statements and other applicable filings.

The particulars of contracts or arrangements with related parties, as required to be disclosed under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are provided in Form AOC-2, which is annexed to and forms an integral part of this Board's Report as Annexure I.

12. MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion and Analysis Report, as required under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing an overview of the business operations, financial performance, industry outlook, opportunities, risks and other relevant developments of the Company for the financial year ended 31st March 2026, is annexed to this Report as **Annexure II** and forms an integral part of this Report.

13. RISK MANAGEMENT POLICY:

Pursuant to Section 134 of the Companies Act, 2013, the Company has a risk management policy in place for identification of key risks to its business objectives, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

The management has instituted an appropriate risk management framework to identify, assess, monitor and mitigate material risks that may adversely affect the Company's business operations, financial performance and strategic objectives. The identified risks are periodically reviewed by the management, and appropriate measures are undertaken to minimise their potential impact and ensure sustainable business growth.

14. BOARD POLICIES:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company www.axentracorp.in

- **a.** Composition of Board of Directors and its committees.
- **b.** Code of conduct for board and senior management personal.
- **c.** Policy for prevention, prohibition and redressal of sexual harassment at the workplace.
- **d.** Terms and conditions of appointment of Independent Directors.
- **e.** Policy on Board Diversity.
- **f.** Vigil Mechanism/ Whistle Blower Policy.
- **g.** Policy for determination of materiality of events or information.
- **h.** Formalization program for Independent Directors.
- **i.** Criteria for making payments to Non-Executive Directors.
- **j.** Policy on preservation and archival of documents.

- **k.** Nomination and remuneration Policy
- **l.** Performance Evaluation Policy.
- **m.** Succession plan.
- **n.** Code of conduct for insider trading.
- **o.** Policy for determination of material subsidiaries.
- **p.** Code of practices and procedures for fair disclosure of UPSI.

15. NOMINATION AND REMUNERATION POLICY:

Pursuant to Section 178(3) of the Companies Act, 2013, the Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the company. The policy also lays down the criteria for selection and appointment of Board Members. The policy and details of Nomination and Remuneration is available on the website of the Company at www.axentracorp.ai

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

1. The Committee had formulated the criteria for determining qualifications, positive attributes, and independence of a director. and is available in the company website www.axentracorp.ai. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
2. Recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.
3. The Board shall carry out evaluations of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
4. The remuneration/ compensation/ commission etc. to the Managerial Personnel, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
5. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.
6. Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary, and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
7. The Non-Executive/ Independent Director is not paid remuneration by way of fees for attending meetings of the Board or Committee thereof.
8. Commission to Non-Executive/ Independent Directors If proposed may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

13. PARTICULARS OF EMPLOYEES:

The disclosures pertaining to remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the prescribed manner.

The information relating to employees covered under Rule 5(2) and Rule 5(3) of the said Rules is available for inspection by the members at the Registered Office of the Company during working hours and shall be furnished to any member upon request, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

However, the details regarding the employees and the remuneration withdrawn is as follows:

Name and Designation	DIN	Date of Appoinment	Remuneration (in Rupees)
Vinoth Mohanadas Kumar - Whole Time Director	07616951	14/11/2025	80,000 per month
Senthil Kumar Bellan – CFO	NA	21/11/2025	180,000 per month
Yasiru Lelwala	11378841	14/11/2025	80,000 per month
Palaniappan Kumarappan - Director	10986223	12/02/2026	80,000 per month
Manisha Sharma – Company Secretary	NA	21/11/2025	80,000 per month

14. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The Company recognises that its employees are among its most valuable assets and that a skilled, committed and motivated workforce is essential for achieving sustainable growth and delivering value to its stakeholders. The Company therefore places significant emphasis on attracting, developing and retaining talent with the requisite knowledge, skills and capabilities to support its evolving business requirements.

The Company endeavours to foster a positive, inclusive and performance-oriented work environment that encourages innovation, collaboration, accountability and continuous learning. The Management believes in creating an environment where employees are encouraged to take initiative, share ideas and contribute meaningfully towards the achievement of the Company's business objectives.

With the Company's increasing focus on Artificial Intelligence, technology and software-driven solutions, continuous enhancement of technical and professional capabilities remains an important area of focus. The Company encourages its employees to enhance their knowledge and skills in line with evolving technologies, industry developments and changing business requirements.

The Management continues to invest in its people through appropriate Learning and Development initiatives, knowledge-sharing opportunities and skill enhancement programmes, with the objective of strengthening individual capabilities as well as overall organizational effectiveness. The Company also seeks to identify and nurture talent with leadership potential and provide employees with opportunities to assume greater responsibilities and progress in their respective areas of expertise.

The Company believes that employee engagement, professional development and a conducive workplace are important factors in building a strong organizational culture. Accordingly, the Management remains committed to developing a capable and future-ready workforce while providing appropriate opportunities for career growth and professional advancement across various levels of the organisation.

The Company also recognises the importance of maintaining a workplace based on mutual respect, equal opportunity, ethical conduct and professional integrity. Through its people-focused approach, the Company aims to build a collaborative workforce capable of supporting its long-term strategic objectives and sustainable growth.

15. INTERNAL COMPLAINTS COMMITTEE:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee ("ICC") is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The policy on Prohibition Prevention & Redressal of Sexual Harassment is available on the website of the Company at www.axentracorp.ai

During the Financial Year under review, no complaints with allegation of sexual harassment were filed with the ICC.

Internal Complaint Committee Members:

1. Miss Manisha Sharma
2. Mr. Senthil Kumar Bellan

The Committee met once in the financial year 2025-26. The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your directors state that during the financial year 2025-26, there were no cases filed pursuant to the Sexual harassment of Women at workplace (Prevention and Redressal) Act, 2013.

16. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

As on 31st March 2026, the Company did not have any subsidiary, associate or joint venture company. Accordingly, the Company did not have any subsidiaries, associates or joint ventures during the financial year ended 31st March 2026.

However, subsequent to the close of the financial year, the Company has undertaken a strategic investment in Fore Solutions Private Limited. On 3rd June 2026, the Company entered into a Share Purchase Agreement (SPA) with the selling shareholders of Fore Solutions Private Limited for the acquisition of 51% of the equity share capital of the said company. The details regarding Fore Solutions Private Limited is mentioned in AOC-1

Pursuant to the completion of the acquisition and acquisition of the aforesaid 51% equity stake, Fore Solutions Private Limited has become a subsidiary of the Company. The acquisition is in line with the Company's strategic objective of expanding its presence in the technology and software sector and strengthening its capabilities and business opportunities in the areas of technology-driven solutions.

Since the acquisition was completed after the end of the financial year, Fore Solutions Private Limited was not a subsidiary of the Company as at 31st March 2026. Accordingly, the financial results and disclosures of the Company for the financial year ended 31st March 2026 do not include Fore Solutions Private Limited as a subsidiary for that financial year, except to the extent any disclosure of subsequent events is required under the applicable accounting standards and regulatory requirements.

The Company shall undertake the requisite consolidation, reporting and other statutory and regulatory compliances in respect of Fore Solutions Private Limited as applicable from the date on which it became a subsidiary of the Company.

17. MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF REPORT:

However, subsequent to the closure of the financial year, the Company undertook a significant strategic transaction. On 3rd June 2026, the Company entered into a Share Purchase Agreement (SPA) with the selling shareholders of Fore Solutions Private Limited for the acquisition of 51% of the equity share capital of Fore Solutions Private Limited.

Pursuant to the acquisition of the aforesaid 51% equity stake, and upon completion of the acquisition in accordance with the terms of the SPA, Fore Solutions Private Limited has become a subsidiary of the Company. The acquisition represents an important strategic step towards strengthening the Company's presence in the Artificial Intelligence, technology and software solutions sector and is expected to provide opportunities for business expansion, operational synergies and further development of the Company's technology capabilities.

The aforesaid acquisition was undertaken subsequent to the end of the financial year and, accordingly, Fore Solutions Private Limited was not a subsidiary of the Company as at 31st March 2026. The transaction has therefore been considered as a subsequent event for the purposes of the financial statements and the disclosures in this Report, to the extent applicable under the provisions of the Companies Act, 2013, applicable SEBI regulations and the relevant accounting standards.

The Board of Directors believes that the acquisition is aligned with the Company's long-term strategic objectives and will contribute towards strengthening its business operations and creating sustainable value for the Company's stakeholders.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the financial year under review and up to the date of this Report, there were no significant or material orders passed by any Regulatory Authority, Court, Tribunal or other judicial or quasi-judicial body against the Company which may have a material impact on the Company's going concern status, financial position, business operations or future prospects.

The Management has duly considered the orders, directions and proceedings, if any, applicable to the Company during the period under review and is of the opinion that none of such matters, individually or collectively, is expected to materially affect the Company's ability to continue its business operations or discharge its obligations as they fall due.

Accordingly, there is no material uncertainty arising from any order, judgment, direction or proceeding of any Regulatory Authority, Court or Tribunal that would adversely affect the Company's going concern status or its future operations. The Company remains committed to complying with all applicable laws, regulations, rules and directions issued by the relevant statutory and regulatory authorities.

19. REPORTING OF FRAUDS BY AUDITORS:

During the financial year under review, no frauds were reported by the Statutory Auditors or the Secretarial Auditor to the Audit Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013, which require reporting or disclosure in the Board’s Report.

Accordingly, there are no instances of fraud committed against the Company by its officers or employees during the financial year under review that are required to be disclosed in this Report pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

20. AUDITORS:

STATUTORY AUDITORS

During the financial year 2024-25, M/s. M Sahu & Co., Chartered Accountants (Firm Registration No. 130001W), were appointed as the Statutory Auditors of the Company with effect from 24th February 2024 to fill the casual vacancy arising due to the resignation of M/s. M N & Associates, Chartered Accountants (Firm Registration No. 018167S), in accordance with the applicable provisions of the Companies Act, 2013.

M/s. M Sahu & Co. continued to act as the Statutory Auditors of the Company for the financial year ended 31st March 2026 and have audited the financial statements of the Company for the said financial year.

Comment on Statutory Auditor's Report

The Statutory Auditors' Report for the financial year ended 31st March 2026 does not contain any qualification, reservation, adverse remark or disclaimer. The observations, comments and disclosures contained in the Statutory Auditors' Report, read together with the relevant notes forming part of the financial statements, are self-explanatory and do not call for any further explanation or clarification from the Board of Directors.

The financial statements for the year ended March 31, 2026 containing the Balancesheet, Profit & Loss Statements and Cashflow along with the notes to financial statements and the Auditor's Report will be forming a part of the Annual Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Mr. Shivam Bhatt of M/s. Shivam Bhatt & Associates, Practising Company Secretaries (Membership No. F13671, Certificate of Practice No. 22655) as the Secretarial Auditor of the Company to conduct the Secretarial Audit for the financial year 2025-26.

The Secretarial Audit Report in Form MR-3, as issued by the Secretarial Auditor, is annexed to this Board's Report as Annexure III and forms an integral part of this Report.

Observations in Secretarial Audit Report

The Secretarial Audit Report does not contain any material qualification, reservation or adverse remark. However, the Secretarial Auditor has made certain observations with respect to certain compliance matters, including matters relating to compliance with the applicable provisions of the SEBI (SAST) Regulations, 2015.

The Board of Directors has taken note of the observations made by the Secretarial Auditor and is committed to strengthening the Company's systems and processes to ensure timely and effective compliance with the applicable statutory and regulatory requirements.

Board's Reply

With respect to the observations made by the Secretarial Auditor, the Management has taken the same on record and is undertaking appropriate corrective and preventive measures to strengthen the Company's compliance framework. The Company is taking necessary steps to improve and streamline its SEBI LODR and other applicable statutory compliances, including strengthening internal monitoring mechanisms, ensuring timely regulatory filings and improving compliance tracking and reporting processes.

The Board is committed to ensuring that the Company maintains appropriate systems and procedures for monitoring compliance with all applicable laws, rules, regulations and regulatory requirements.

INTERNAL AUDITORS

The Company had appointed Mr. Yasiru Lelwala as the Internal Auditor of the Company for the financial year 2025-26. The Internal Audit function is designed to provide an independent assessment of the adequacy and effectiveness of the Company's internal controls, processes and systems and to assist the Management and the Audit Committee in identifying areas requiring improvement.

The scope, functions, periodicity and methodology of the Internal Audit were determined in consultation with and under the supervision of the Audit Committee. The Internal Auditor undertook the audit and review of the areas falling within the approved scope and reported the observations and recommendations to the appropriate authorities of the Company.

The Management reviews the observations and recommendations arising from the Internal Audit process and takes appropriate corrective measures, wherever required, with a view to strengthening the Company's internal control and operational processes.

COST AUDITORS

The provisions relating to maintenance of cost records and cost audit under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, are not applicable to the Company for the financial year 2025-26.

Accordingly, the Company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 or appoint a Cost Auditor under Section 148(3) of the Act for the financial year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Our Board is an optimum mix of Executive, Non-Executive, Independent and Women Directors and conforms to the provisions of the Act, Listing Regulations and other applicable regulations. As on March 31, 2026, the Board had seven directors, out of which Three are executive directors (including one promoter director), one is a non-executive, non-independent director and three are independent directors (including one woman director). Presently, the Company is not having a permanent Board Chairman. Appointment/ re-appointment of all directors is subject to periodic approval of the shareholders.

The Company does not have any permanent Board seat. In the opinion of the Board, all the board members possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

Board Composition as on March 31, 2026

Mr. Vinoth Kumar Mohandas	Whole-time Director
Mr. Senthil Kumar Bellan	Managing Director
Mr. Yasiru Lelwala	Executive Director
Mr. Nirma De Soysa Cooke	Non-Executive Director
Mr. Kumarappan Palaniappan	Non-Executive Director
Mr. Ulhas Narayan Deosthale	Independent Director
Mrs. Jankiben Brahmbhatt	Independent Director

KMP of the Company

Manisha Sharma	Company Secretary
Senthil Kumar Bellan	Chief Financial Officer

The Company has received declarations from Independent Director under Section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 as per the Ministry of Corporate Affairs Notification dated October 22, 2019.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vinoth Kumar Mohanadas (DIN: 07616951), who retires by rotation as a Director and being eligible offers himself for re-appointment.

Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief resume of Mr. Vinoth Kumar Mohanadas, nature of their expertise in specific functional area and names of Companies in which he is a Director and Member/Chairperson of Committees of Board, are provided in the Notice forming part of the Annual Report.

Further, based on the confirmations received, none of the Directors are disqualified for appointment under Section 164 of the Companies Act, 2013.

Post 31st March, 2026, following changes took place in the composition of Directors:

i.Mr. Senthil Kumar Bellan was appointed as a Managing Director of the Company subject to the shareholders approval at the ensuing General Meeting of the Company.
ii.Miss Adarshana Vinoth Kumar was appointed as an Additional Director in the capacity of Non-Executive and Non-Independent Director wef 14.08.2026

iii.Mr. Dhiraj Kapur was appointed as an Additional Director in the capacity of Independent Director.

iv.Mr. Palaniappan Kumarappan has given his resignation from the post of Non-Executive Director of the Company w.e.f 14.08.2026

21. NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE:

The Board meets at regular intervals to discuss and decide on business strategies / policies and review the financial performance of the Company. The Board Meetings are pre-scheduled, and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules.

Meeting	No. of Meetings during the Financial Year 2025-26	Date of the Meeting
Board Meeting	10	07.04.2025, 30.05.2025, 12.08.2025, 05.11.2025, 14.11.2025, 21.11.2025, 11.12.2025, 13.01.2026 ,12.02.2026 ,25.02.2026
Audit Committee	05	07.04.2025, 30.05.2025, 12.08.2025, 05.11.2025, 12.02.2026
Nomination & Remuneration Committee	03	14.11.2025, 21.11.2025,12.02.2026

The interval between two Board Meetings was well within the maximum period mentioned under section 173 of the Companies Act, 2013, and SEBI Listing (Disclosures and Obligations Requirements) Regulations, 2015.

22. COMPOSITION OF COMMITTEES OF THE BOARD

During the year all the recommendations of the Audit Committee were accepted by the Board. Pursuant to Section 177(8) of the Companies Act, 2013, the Composition of Audit Committee is given as under:

AUDIT COMMITTEE	
Mr. Nirmal De Soysa Cooke	Independent Director
Mr.Ulhas Narayan Deosthale	Independent Director
Mrs. Jankiben Kunalbhai Brahmbhatt	Independent Director

NOMINATION AND REMUNERATION COMMITTEE	
Mr. Nirmal De Soysa Cooke	Independent Director
Mr.Ulhas Narayan Deosthale	Independent Director
Mrs. Jankiben Kunalbhai Brahmbhatt	Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mr. Nirmal De Soysa Cooke	Independent Director

Mr. Yasiru Lelwala	Executive Director
Mr. Vinoth Kumar Mohanadas	Whole Time Director

23. BOARD EVALUATION:

Pursuant to the provision of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Boards' functioning, the composition of the Board and its committees, culture, execution and performance of specific duties, obligations, and governance.

The board and the committee were evaluated on various criteria as stated below:

1. Composition of the Board and Committee.
2. Understanding of the Company and its business by the Board.
3. Availability of information to the board and committee.
4. Effective Conduct of Board and Committee Meetings.

6. Monitoring by the Board management effectiveness in implementing strategies, managing risks and achieving the goals.

The Board also carried out the evaluation of directors based on following criteria:

1. Attendance of meetings.
2. Understanding and knowledge of the entity.
3. Maintaining Confidentiality of board discussion.
4. Contribution to the board by active participation.
5. Maintaining independent judgment in the decisions of the Board

24. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on February 12,2026, without the attendance of Non-Independent Directors and members of Management.

25. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company. The policy and details of familiarization program is available on the website of the Company at www.axentracorp.ai

26. INDEPENDENT DIRECTOR'S DECLARATION:

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2026, which has been relied on by the Company and placed at the Board Meeting.

27. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism policy for directors and employees to report concerns about unethical behaviors, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the

Financial Year 2025-26, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available on the Company's website www.axentracorp.ai

28. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Company has formulated a Framework on Internal Financial Controls in accordance with Rule

8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively.

The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time-bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

29. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions relating to Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are applicable to companies meeting any of the prescribed thresholds relating to net worth, turnover or net profit during the immediately preceding financial year.

The Company does not meet any of the prescribed criteria under Section 135 of the Companies Act, 2013 for the financial year under review. Accordingly, the provisions of Section 135 of the Companies Act, 2013 relating to constitution of the Corporate Social Responsibility Committee, formulation of a CSR Policy and undertaking of CSR activities are not applicable to the Company.

Consequently, the Company has neither constituted a CSR Committee nor formulated a CSR Policy or undertaken CSR expenditure pursuant to Section 135 of the Companies Act, 2013 during the financial year 2025-26.

31. EXTRACT OF ANNUAL RETURN:

The Annual Return in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on company's website and can be accessed www.axentracorp.ai

32. DISCLOSURE REQUIREMENTS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

33. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under the Companies Act, 2013 are covered under the Board's policy formulated by the Company and is available on the Company website www.axentracorp.ai

34. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3)(C) of the Companies Act, 2013 the Directors hereby state and confirm that they have:

a) In the preparation of the annual accounts for the year ended 31st March 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs

of the Company at the end of the Financial Year and of the profit and loss of the Company for the year ended on that date.

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) They have prepared the annual accounts on a going concern basis.

e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

During the year under review, there were no frauds reported by the Auditors on the employees or officers of the Company under section 143(10) of the Companies Act, 2013.

35. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. CONSERVATION OF ENERGY:

a. Looking at the nature of our work and the industry we operate in, there is a flexibility in the mode of working and the place we work from i.e. either from office or home. Most of the employees work remotely from their space resulting in very less use of the office space electricity. However, few employees do visit office daily and operate from there.

b. Improvements in operating efficiency and reduction in the energy consumption.

B. TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption: Our approach to energy conservations is Since we belong to the Technology and Artificial Intelligence industry, the organization and its employees are trying to stay updated and aware with the recent technologies to match up with the recent market trends.

(ii) Benefits derived : We have been benefitted in various ways such as :

* Product Improvement

*Cost Reduction in Product Development

*Import Substitution

Production improvement: NIL Cost Reduction: NIL

Production development or Import substitution; NIL

(iii) Import Technology; NIL

(iv) Expenditure incurred on Research and Development; NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Amount (in Lakhs)

FOREIGN EXCHANGE EARNINGS AND OUTGO	2025-2026	2024-2025
Earning in Foreign Exchange	1033.62 (in USD)	NIL
Expenditure in Foreign Exchange	862.09 (in USD)	NIL
CIF value of imports –	NIL	NIL
Raw Materials – Calcium Carbide		

36. CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining the highest standards of Corporate Governance and believes that sound corporate governance practices are fundamental to enhancing transparency, accountability, ethical conduct and sustainable value creation for all its stakeholders.

The Company has complied, to the extent applicable, with the corporate governance requirements prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws and regulations.

A separate section on Corporate Governance, containing the requisite disclosures as prescribed under the applicable provisions of the SEBI LODR Regulations, forms an integral part of the Annual Report of the Company.

Further, a Compliance Certificate on Corporate Governance, confirming compliance with the applicable conditions of Corporate Governance as stipulated under the SEBI LODR Regulations, issued by M/s. Shravan Gupta & Associates, Practising Company Secretaries, forms part of the Annual Report as Annexure IV.

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the financial year under review, no application was made and no proceeding was pending against the Company under the Insolvency and Bankruptcy Code, 2016 ("IBC"). Further, there were no proceedings initiated or pending against the Company under the IBC before any adjudicating authority during the year.

Accordingly, there were no matters under the Insolvency and Bankruptcy Code, 2016 that would have a material impact on the financial position or operations of the Company and, therefore, no specific disclosure is required in this regard in the Board's Report.

38. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR AND PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR AND KMP:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

S. No	Name	Designation	Remuneration paid. FY 2025-2026	Remuneration paid FY 2024-2025	Increase/Decrease in remuneration from previous year
1	Mr. Vinoth Mohanadas Kumar	Whole-Time Director	Rs. 240,000	NA	NA
2	Mr. Palaniappan Kumarappan	Director	Rs. 240,000	NA	NA
3.	Mr. Yasiru Lelwala	Director	Rs. 240,000	NA	NA
4.	Mr. Senthil Kumar Bellan	Chief Financial Officer	Rs. 780,000	NA	NA
5.	Miss Manisha Roopchand Sharma	Company Secretary & Complaince Officer	Rs. 346,667	NA	NA

During the financial year, there was a change in the management and composition of the Board of Directors of the Company with effect from November 14,2026 pursuant to the completion of the Open Offer Process. Accordingly, the remuneration disclosed above represents the remuneration received by the respective Directors/KMPs during the financial year. The percentage increase in remuneration has been stated as "Not Applicable" in cases where the concerned Director/KMP was appointed during the financial year and no comparable remuneration was payable to such person in the previous financial year.

39. LISTING FEES:

The Company confirms that it has paid the annual listing fees for the year 2025-26 to the Bombay Stock Exchange.

40. ACKNOWLEDGEMENT:

Your directors also wish to place on record their appreciation for the hard work and unstinting efforts put in by the employees at all levels. The directors are thankful to the esteemed stakeholders for their continued support and the confidence reposed in the Company and its management.

41. CAUTIONARY STATEMENT:

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statues, market forces and other associated and incidental factors may however lead to variation in actual results.

Place: Sri Lanka
Date: 07-09-2026

By and on behalf of Board of Directors
Sd/-
Vinoth Kumar Mohanadas Whole time Director
(DIN:07616951)

Corporate Governance Report pursuant to Regulation 34(3) read with Schedule V, Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CORPORATE GOVERNANCE REPORT

I. Company's Philosophy on Code of Governance.

The Company's corporate governance philosophy is rooted in the core principles of transparency, accountability, and uncompromising integrity. We believe that robust governance is the foundation of sustainable business growth and the key to creating long-term value for our shareholders, customers, employees, and society. Beyond strict adherence to the regulatory frameworks prescribed by SEBI, the Companies Act, and other statutory bodies, we are committed to embedding ethical practices into every facet of our operations and management decision-making.

II. Board of Directors

The Board of Directors ('the Board') has the ultimate responsibility for the management, direction, performance, general affairs, and long-term success of business as a whole. The Board serves its primary role of trusteeship and strives to protect and enhance the shareholder value through strategic supervision of the Company, by providing direction and exercising the appropriate control. Your Board includes eminent professionals who have excelled in their respective areas of specialization and comprises professionals drawn from management, financial, legal and other fields.

The composition of the Board of Directors as on March 31, 2026, is as under:

Sr. No.	Name of the Directors/KMPs	Designation
01	Ulhas Deosthale	Independent Director
02	Jankiben Kunalbhai Brahmbhatt	Independent Director
03	Vinoth Kumar Mohanadas	Whole Time Director
04	Yasiru Lelwala	Executive Director
05	Nirmal De Soysa Cooke	Independent Director
06	Senthil Kumar Bellan	CFO
07	Palaniappan Kumarappan	Non-Executive-Director
08	Manisha Sharma	Company Secretary & Compliance Officer

The details of the number of Directorship(s) / Directorships in Listed Companies / Committee Membership(s) / Chairmanship(s) as on March 31, 2026 are provided below:

Name of Directors	Category	DIN	Number of Directorship in listed entities (including this entity)	Number of memberships in Committee(s) including this listed entity and other public listed/ unlisted entities	Number of posts of Chairperson in Committee(s) in listed entities including this listed entity and other public listed/ unlisted entities	Name of the Listed Entity (including this entity)	Category of Directorship
Ulhas Deosthale	Independent Director	09215291	1	2	0	Axentra Corp Limited	Independent Director
Jankiben Kunalbhai Brahmbhatt	Independent Director	10819997	1	2	0	Axentra Corp Limited	Independent Director
Vinoth Kumar Mohanadas	Whole Time Director	07616951	1	1	0	Axentra Corp Limited	Whole Time Director

Nirmal De Soysa Cooke	Independent Director	11382573	1	2	2	Axentra Corp Limited	Independent Director
Yasiru Lelwala	Executive Director		1	1	0	Axentra Corp Limited	Executive Director
Palaniappan Kumarappan	Non-Executive Director	10986223	1	0	0	Axentra Corp Limited	Non-Executive Director
SenthilKumar Bellan	Additional Director	11536666	1	0	0	Axentra Corp Limited	Managing Director (wef 14.07.2026)

Attendance record of each of the Directors at the Board meetings during the financial year 2025-26 and at the last annual general meeting is given below:

Name of Directors	No. of meetings held during the tenure of the Director	No. of meetings held during the tenure of the Director	Attendance at last AGM
Ulhas Deosthale	08	08	YES
Jankiben Brahmbhatt	08	08	YES
Vinoth Kumar Mohanadas	08	08	NO
Nirmal De Soysa Cooke	08	06	NO
Yasiru Lelwala	08	08	NO
Palaniappan Kumarappan	08	06	YES
Senthil Kumar Bellan	01	01	NO

During the year total 10 Board meetings were held, the details of which is already given in the Director's Report.

Familiarization program for Independent Directors

Independent Directors inducted to the Board and are introduced to our Company's policies and culture through appropriate orientation sessions and are familiarized with their roles, rights, responsibility in the Company pursuant to Regulation 25 of the Listing Regulations. Presentations are made by the Managing Director and the members of Senior Management to provide an overview and to familiarize the Independent Directors with our operations. They are also introduced to our organizational structure, our services, company structure, constitution, Board procedures, matters reserved for the Board, and risks faced by the Company and risk management policy. The details of the familiarization program for the Independent Directors have been placed on the website of the Company and can be accessed from the Company's website www.axentracorp.ai

Board meetings procedure

Board meetings are generally held once in every quarter. In addition to this, Board meetings are convened to transact special businesses, as and when necessary. The meetings are governed by a detailed agenda and all major issues included in the agenda are backed up by comprehensive background information to enable the Board to take informed decisions. The agenda papers, containing detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibilities effectively, are circulated in advance to the Directors. The Managing Director brief the Board at every meeting on the overall performance of the Company. The Board is briefed on all the relevant matters of the Company at its meeting. The important matters discussed at the meeting of the Audit Committee are also highlighted to the Board. The Board is free to recommend inclusions of any matter in the agenda for discussion.

II. Audit Committee

Composition & meetings

The Audit Committee of the Board of Directors comprises of Three (3) Independent Directors and the composition is in accordance with the provisions of the Listing Regulations and the Companies Act.

During the financial year, the Audit Committee met Five (5) times. The dates of which are already given in the Board's Report.

The constitution of the Audit Committee is as follows:

Name of the Member	Designation and Category	No. of meetings held during the tenure of the Director	Attendance
Nirmal De Soysa Cooke	Chairman – Independent Director	06	06
Ulhas Narayan Deosthale	Member- Independent Director	06	06
Jankiben Kunalbhai Brahmbhatt	Member- Independent Director	06	06

Brief description as under:

The Company has constituted an independent Audit Committee ("AC") which acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The Committee is responsible for effective supervision of the Company's financial reporting process by providing direction to the audit function, monitoring the scope and quality of internal and statutory audits and ensuring accurate and timely disclosures, with the highest levels of transparency, fairness, integrity and quality of financial reporting. The Audit Committee considers the matters which are specifically referred to it by the Board of Directors besides considering the mandatory requirements of the Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013.

III. Stakeholders' Relationship Committee

Brief description of roles and responsibilities of the SRC are as under:

The Company has constituted a Stakeholders' Relationship Committee ('SRC') pursuant to the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

- **Monitoring and reviewing service functioning of Registrar and Transfer Agents;**
- Providing guidance and making recommendations to improve investor service levels for the investors.
- Review process of share transfers, non-receipt of annual reports, Dividend payments, issue of duplicate share certificates, dematerialization and re-materialization of shares, transmission of shares and other shareholder related queries and complaints etc;
- Analyzing the top shareholders of the Listed Entity.

The Board has constituted a Stakeholders' Relationship Committee to attend and redress the stakeholders' grievances and maintain harmonious relations with all stakeholders of the Company. During the financial year, the committee met four (1) time i.e. on 06.02.2026.

The constitution as on March 31, 2026 and the attendance details of the members of Stakeholders' Relationship Committee during the financial year 2025-26 were as under:

Name of the Member	Designation and Category	No. of meetings held during the tenure of the Director	Attendance
Nirmal De Soysa Cooke	Chairman Independent Director	01	01
Ulhas Narayan Deosthale	Member- Independent Director	01	01
Jankiben Kunalbhai Brahmbhatt	Member- Independent Director	01	01

During the financial year under review, all the requests, queries received during the financial year ended March 31, 2026, were duly redressed and no queries are pending at the year end. There were no complaints received by the Company. All requests for dematerialization of shares were carried out within the stipulated time period and no share certificate was pending for dematerialization.

IV. Nomination and Remuneration Committee

Composition

Pursuant to provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, a 'Nomination and Remuneration Committee' of the Board has been constituted. The Committee acts as a link between the Management team and the Board of Directors.

During the financial year ended on March 31, 2026, One (1) Nomination and Remuneration Committee Meetings was held. The dates on which the Committee Meetings was held was 07.08.2025

The composition of the Nomination and Remuneration Committee as on March 31, 2026 and attendance details during the financial year 2025-26 were as follows:

Name of the Member	Designation and Category	No. of meetings held during the tenure of the Director	Attendance
Nirmal De Soysa Cooke	Chairman Independent Director	02	02
Ulhas Narayan Deosthale	Member- Independent Director	02	02
Jankiben Kunalbhai Brahmbhatt	Member- Independent Director	02	02

The terms of reference of the Committee are in line with the requirements of the Act and Regulation 19 read with Paragraph A of Part D of Schedule II to the Listing Regulations.

The terms of reference of the Committee include: 1. Formulation of the remuneration policy, for the Directors, Key Managerial Personnel and other employees; 2. Formulation of criteria for evaluation of Independent Directors and the Board; 3. Devising a policy on Board diversity; and 4. Identifying persons for Board and senior management positions.

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of the Act and the Listing Regulations, the formal annual evaluation has been carried out by the Board of its own performance and that of its Committees, Chairman of the Board and individual Directors through assessment as well as collective feedback in accordance with the Company's

Board Evaluation policy. The Board members were requested to evaluate the effectiveness of the Board dynamics and relationships, the constitution and role of the Board, meetings and decision-making of the Directors, relationship with management, Company performance and the effectiveness of the whole Board and its various committees.

Independent Directors were evaluated on the following performance indicators: • Attendance and active participation in meetings; • Ability to contribute experience to provide the necessary insights / guidance on Board / Committee discussions; • Ability to contribute by best practices and bringing different perspective;

V. Remuneration to Executive Directors:

During the Year ended March 2026, the Company paid the remuneration to the Executive Directors as under:

Mr. Vinoth Kumar Mohanadas	80,000 per month (From January 2026 to March 2026)
Mr. Yasiru Kumar Lelwala	80,000 per month (From January 2026 to March 2026)
Mr. Senthil Kumar Bellan	80,000 per month (From February 2026 to March 2026)

VI. General Body Meetings:

Details of the previous 3 Annual General Meetings special resolutions passed at the AGMs are given below:

Financial Year	Meeting and Venue	Day, Date and time	Special Resolutions passed
2024-2025	33rd Annual General Meeting. Place: Palava Hall, Cosmopolitan Club, No.63, Anna Salai, Chennai - 600002	Tuesday , September 23,2025 at 12:30 PM.	Nil
2023-2024	32nd Annual General Meeting Place: Video Conferencing	Tuesday, September 24, 2024 at 10:30 AM.	Nil
2022-2023	31st Annual General Meeting Place: Video Conferencing	Tuesday, September 05, 2023	Appointment of Mr. Suresh Rajasekar (DIN: 07706731) as an independent director of the Company.

During the Financial Year 2024-25, one Extra-Ordinary General Meeting was held on, January 03, 2026 at 12.30 P.M. at Hotel Mount Heera, 287, M.K.N Road , St. Thomas Mount, Alandur, Chennai- 600016, wherein the following special resolutions were passed:

- Increase in the limit of Investment by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) And Non-Resident Indians (NRIs) in the Company's Equity Share Capital .
- Authorisation under Section 186 of the Companies Act, 2013 – Increase in Investment Limits .
- Raising of Funds through Issue of Equity Shares on Preferential Allotment basis to the Individual Investors – Non Promoter Public for Cash.
- Regularization of Additional Director Mr. Nirmal De Soysa Cooke by appointing him as an Independent Director
- Raising of Funds through Issue of Equity Shares on Preferential Allotment Basis to the Individual Investors - Non-Promoter – Public Category for Cash

- Ratification and Approval of shareholders of the Compliance Certificate with respect to Regulation 45(1) read with Regulation 45(3) of the SEBI (LODR) Regulations, 2015 for change of name of the Company.

During the financial year under review, no Postal ballot was held.

VII Disclosures:
a) There were no transactions of material nature with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.
b) There were no instances of non-compliance or, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets except as stated in the Secretarial Audit Report.
The Company has established a vigil mechanism to provide for the safeguard against victimization of Directors and employees who follow such mechanism and to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. The Board has approved the Vigil Mechanism / Whistle blower policy pursuant to provisions of Act and Regulation 22 of the Listing Regulations and affirms that the access to the Chairman of the Audit Committee

c) is available at all times and no person has approached the Audit Committee or the Chairman during the year in terms of the mechanism.

d) As on March 31, 2026, the Company is in full compliance with the mandatory requirements as contained in the Listing Regulations.

e) The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(i) Accordingly, an Internal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

(ii) No Complaints were received during the Financial Year 2025-26.

(f) None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory authority during the year under report. The certificate from Practicing Company Secretary, verifying and confirming the same, has already been obtained and is annexed to this report as Annexure IV During the year under reporting, the Company has not given any loans and/ or advances in the nature of loans to firms/ companies in which directors are interested.

X CEO / CFO Certificate(s)

The Chief Financial Officer ("CFO") of the Company has submitted the annual certification to the Board of Directors in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended March 31, 2026.

The certification, inter alia, confirms the CFO's responsibility in respect of the financial reporting framework of the Company and provides assurance to the Board regarding the integrity and accuracy of the financial information presented by the Company. The CFO has also certified that the financial statements and related financial information do not contain any materially untrue statement or omit any material fact, and that the financial statements present a true and fair view of the Company's financial condition and results of operations.

Further, the certification covers the adequacy and effectiveness of the Company's internal controls over financial reporting and the disclosure of significant deficiencies, if any, in the design or operation of such internal controls to the Audit Committee and the Statutory Auditors. The CFO has also confirmed that there have been no instances of significant fraud, to the extent required to be reported under the applicable regulatory requirements, and that the Company has complied with the applicable laws and regulations relating to financial reporting.

The annual certification submitted by the CFO was placed before and taken on record by the Board of Directors. The said certification forms part of the Company's corporate governance framework and provides an additional level of assurance regarding the reliability of the Company's financial reporting processes and internal control systems. The certificate is annexed to the report as Annexure V.

XI Means of Communication

Financial Results: The Company's financial results are submitted to the stock exchanges and also available on the website of the Company. Extract of financial results is also published in leading newspapers having circulation such as 'Trinity Mirror' in English language and 'Makkal Kural' in the regional language of the state in which the registered office of the Company is situated viz. Tamil Nadu.

News and Media releases: Official news and media releases are disseminated to stock exchanges and displayed on the Company's website.

Compliance reports, corporate announcements, material information and updates: The Company disseminates the requisite compliance reports and corporate announcements/updates to the stock exchanges through their designated portal.

Annual Report: Annual Report is circulated to members and other stakeholders entitled to the Report. The Annual Report inter-alia contains financial and operating performance of the Company, Management Discussion and Analysis Report, statutory reports such as Board's Report, Corporate Governance Report, and the financials of the Company. The Annual Report is disseminated to the stock exchanges as well as uploaded on the Company's website.

Website: The Company's website www.axentracorp.ai contains a separate section for investors. Information on various topics such as the Board of Directors, Committees of the Board, Leadership Team, Annual Reports, various policies, intimation to stock exchanges are available on the website.

XII General Shareholder Information

• 34th Annual General Meeting	
• Financial Year	01st April, 2025 to 31st March, 2026
• Record Date (e-voting)	23rd September, 2026
• Corporate Identity Number (CIN)	L62013TN1992PLC023689
• ISIN for NSDL & CDSL	INE919M01026
• Listing on Stock Exchanges	BSE Ltd
• Stock Code/Symbol	Scrip Code: 511634

Market Price Data: Details of high and low price and the number of shares traded during each month in the last financial year on BSE Limited are as under:

Month	BSE (Rs.)	
	High Price	Low Price
April – 2025	17.22	17.22
May – 2025	40.10	18.08
June – 2025	60.64	40.90
July – 2025	95.48	61.85
August – 2025	138.96	97.38
September – 2025	214.10	141.70

October- 2025	317.60	218.35
November – 2025	354.00	323.29
December – 2025	357.50	357.50
January – 2026	371.85	360.90
February – 2026	115.76	85.00
March - 2026	360.90	357.30

Source: www.bseindia.com

Registrar and Share Transfer Agent

M/s. Cameo Corporate Services Ltd,"Subramanian Building",No.1, Club House Road, Chennai – 600002.

Share Transfer System:

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. With effect from April 1, 2019, Equity Shares of the Company are eligible for transfer only in Dematerialized form.

Distribution of Shareholding as on March 31, 2026:

Sr no.	Category	No.of Shareholders	Shares	% of Sharholdiding
1	Promoter	8	60,03,699	30.48
2	Public	5,106	1,36,96,301	69.52
Total		5114	1,97,00,000	100

*Shareholding of the Promoters holding substantial holding as on 31st March,2026 is as follows:

Sr no.	Name	Shares	% of Sharholdiding
1	Vinoth Kumar Mohanadas	53,98,154	27.40
2	Suseela Kumarappan	5,99,795	3.04
Total		59,97,949	30.44

Dematerialization of shares and liquidity:

As on March 31, 2026, 1,95,37,090 Equity Shares out of 1,97,00,000 Equity Shares of the Company, were held in the dematerialized form. The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the Central Depository Services (India) Limited [CDSL] and National Securities Depository Limited [NSDL]. The International Security Identification Number [ISIN] is an identification number of traded shares. This number is to be quoted in each transaction relating to the dematerialized shares of the Company. The ISIN of the Company is mentioned above.

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity : The Company has not issued any GDRs/ADRs.

Plant Locations: The Company does not have any manufacturing plant.

Address for Correspondence

For any queries, shareholders are requested to either write to:

M/s. Cameo Corporate Services Ltd,

“Subramanian Building”,No.1, Club House Road,

Chennai – 600002.

Email: cameosys@cameoindia.com

Website: https://cameoindia.com/

Place: Sri Lanka Date: 07-09-2026	**By and on behalf of Board of Directors** Sd/- **Vinoth Kumar Mohanadas Whole time Director** (DIN:07616951)

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or

Joint ventures

Part A Subsidiaries

Name of the subsidiary	FORE SOLUTIONS PRIVATE LIMITED
The date since when subsidiary was acquired	03.06.2026
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as the Parent Company
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
Share capital	Rs. 2,01,00,000
Reserves & Surplus	Rs. 16,17,69,627
Total Assets	Rs. 87,50,26,755
Total Liabilities	Rs. 69,31,57,128
Investments	Rs. 12,84,74,060
Turnover	Rs. 1,40,73,23,698
Profit before taxation	Rs. 9,64,33,782
Provision for taxation	Rs. 2,78,48,000
Profit after taxation	Rs. 1,05,49,000

Note: As on 31st March 2026, the Company did not have any subsidiary, associate or joint venture company. Accordingly, the Company did not have any subsidiaries, associates or joint ventures during the financial year ended 31st March 2026.

However, subsequent to the close of the financial year, the Company has undertaken a strategic investment in Fore Solutions Private Limited. On 3rd June 2026, the Company entered into a Share Purchase Agreement (SPA) with the selling shareholders of Fore Solutions Private Limited for the acquisition of 51% of the equity share capital of the said company.

Fore Solutions Private Limited is managed and headed by Mr. Manu Mehta and Mr. Rajesh Puri and they are serving as the Directors of the Company.

ANNEXURE I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties

referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis. Not Applicable
2. Details of contracts or arrangements or transactions at Arm's length basis :

Sr.no.	Particulars	Details
1	Name (s) of the related party & nature of relationship	North Lark Pty Ltd. Vinoth Kumar who is a Promoter and a Whole Time Director of the Company is serving as a Director on the Board of the North Lark Pty Ltd.
2	Nature of contracts/arrangements/transaction	Sale / Providing/ Rendering AI Services enabling NorthaLarks' KYC/AML offering.
3	Duration of the contracts/arrangements/ transaction.	On- going / Continuing Transaction
4	*Salient terms of the contracts or arrangements or transaction including the value, if any	As mentioned below
5	Date of approval by the Board	12.02.2026
6	Amount paid as advances, if any	Please refer Pt.iv below

Salient terms of the contracts or arrangements or transaction including the value, if any

* i. Nature of Arrangement:

The arrangement provides for Axentra Corp Limited to render/enable AI-based technology and related services to North Lark Pty Ltd., a related party of the Company.

ii. Purpose of the Arrangement:

The services are intended to enable and support North Lark's existing KYC (Know Your Customer) and AML (Anti-Money Laundering) offering through the deployment and integration of AI-based capabilities provided by Axentra.

iii. Scope of Services:

Axentra will provide AI technology/services, capabilities and related technical support required to facilitate and enhance the KYC/AML solutions offered by North Lark. The services may include AI-enabled processing, analysis, automation and other technology capabilities as mutually agreed between the parties from time to time.

iii. Integration with KYC/AML Offering:

The AI capabilities provided by Axentra will be utilised as an enabling technology within North Lark's KYC/AML offering, with the objective of supporting the automation, efficiency and technology-driven processing of relevant KYC/AML functions.

iv. Value of the Transaction:

The aggregate value of the transaction is proposed to be INR 30,00,00,000/- (Rupees Thirty Crores only). The services under the arrangement shall be rendered by Axentra Corp Limited to North Lark Pty Ltd. from time to time, as and when required by North Lark and in accordance with the scope and requirements mutually agreed between the parties.

In respect of the services already rendered by Axentra to North Lark, the Company has raised invoices aggregating to INR 6,57,75,990/- (Rupees Six Crores Fifty-Seven Lakhs Seventy-Five Thousand Nine Hundred and Ninety only). The balance amount under the approved transaction value shall be utilised towards services to be rendered by Axentra from time to time, as may be required by North Lark during the relevant period.

v. Scope and Delivery of Services:

Axentra shall provide the agreed AI-based services and associated technical and technology support to North Lark in accordance with the scope, specifications, requirements and service parameters mutually agreed between the parties from time to time.

vi. Consideration / Commercial Terms:

North Lark shall pay consideration to Axentra for the services rendered in accordance with the commercial terms mutually agreed between the parties. The consideration payable shall be determined in accordance with the agreed pricing mechanism, taking into consideration the nature, scope and quantum of services provided by Axentra.

vii. Arm’s-Length Pricing:

The consideration payable for the services shall be determined on an arm’s-length basis, having regard to the nature and scope of the services, the applicable pricing mechanism, prevailing commercial considerations and other relevant factors.

viii. Term of the Agreement:

The agreement shall remain valid and effective for the period specified therein. The agreement may be renewed or extended for such further period as may be mutually agreed between the parties, subject to the applicable approvals and regulatory requirements.

ix. Related Party Transaction:

As North Lark Pty Ltd. is a related party of Axentra Corp Limited, the arrangement constitutes a related party transaction and shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Related Party Transaction Policy and other applicable laws, rules and regulatory requirements. The transaction shall be subject to the requisite approvals of the Audit Committee, Board of Directors and/or Members of the Company, as may be applicable under the prevailing regulatory framework.

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties

referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis. Not Applicable

2. Details of contracts or arrangements or transactions at Arm's length basis :

Sr.no.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Kerner Norland Pte Ltd. Vinoth Kumar who is a Promoter and a Whole Time Director of the Company is serving as a Director on the Board of the Kerner Norland Pte Ltd.
2	Nature of contracts/arrangements/transaction	Professional Services including but not limited to AI Enablement, Solution, Architecture & Initial Development, Application Development & AI Solution Development and other related services to the clients of Axentra Corp Limited as and when required by them or upon the instructions of Axentra Corp Limited.
3	Duration of the contracts/arrangements/ transaction.	On- going / Continuing Transaction
4	*Salient terms of the contracts or arrangements or transaction including the value, if any	As mentioned below
5	Date of approval by the Board	11.12.2026
6	Amount paid as advances, if any	Please refer Pt.iv below

Salient terms of the contracts or arrangements or transaction including the value, if any

* i. Nature of Arrangement:

The arrangement provides for Kerner Norland Pte Ltd providing/ rendering Professional Services including but not limited to AI Enablement, Solution, Architecture & Initial Development, Application Development & AI Solution Development and other related services to the clients of Axentra Corp Limited as and when required by them or upon the instructions of Axentra Corp Limited.

ii. Purpose of the Arrangement:

The proposed services are intended to enable and support Axentra's clients by providing them with professional, specialised and high-quality advisory and support services through the professionals associated with Kerner Norland Pte. Ltd. The association is expected to enhance Axentra's ability to provide its clients with access to specialised expertise, professional guidance and industry-specific solutions, thereby strengthening the overall quality and scope of services offered by the Company.

The proposed arrangement is also in line with Axentra's broader strategy of building and expanding its professional service network and establishing a strong ecosystem of specialised service providers across various geographies and areas of expertise. Through such strategic associations, Axentra aims to augment its existing capabilities, *broaden its service offerings, improve client support and create a scalable platform for servicing both existing and prospective clients.*

The engagement with Kerner Norland Pte. Ltd. is therefore expected to complement Axentra's existing business operations and contribute towards the Company's objective of developing a robust chain of professional and specialised service partners. Such collaboration would enable Axentra to leverage the expertise and professional capabilities of its associated professionals while continuing to maintain a high standard of service delivery to its clients. The arrangement is also expected to create opportunities for cross-border collaboration, business development and expansion of Axentra's client base over the long termKerner Norland Pte will provide/ render Professional Services including but not limited to AI Enablement, Solution, Architecture & Initial Development, Application Development & AI Solution Development and other related services to the clients of Axentra Corp Limited as and when required by them or upon the instructions of Axentra Corp Limited.

iii. Integration with KYC/AML Offering:

The AI capabilities provided by Axentra will be utilised as an enabling technology within North Lark's KYC/AML offering, with the objective of supporting the automation, efficiency and technology-driven processing of relevant KYC/AML functions.

iv. Value of the Transaction:

The aggregate value of the transaction is proposed to be INR 29,50,00,000/- (Rupees Twenty Nine Crores Fifty Lakhs only). The services under the arrangement shall be rendered by Axentra Corp Limited to North Lark Pty Ltd. from time to time, as and when required by North Lark and in accordance with the scope and requirements mutually agreed between the parties.

In respect of the services already rendered by Kerner Norland to Axentra Corp Limited as and when required , KN has raised invoices aggregating to INR 8,84,45,643.10 (Rupees Eight Crores Eight Four Lakhs Forty Five Thousand Six hundred and Forty Three). The balance amount under the approved transaction value shall be utilised towards services to be rendered by Kerner Borland Pte Ltd from time to time, as may be required by Axentra during the relevant period.

v. Scope and Delivery of Services:

Kerner Norland Pte Ltd shall provide professional services to Axentra Corp Limited, including but not limited to AI enablement, solution architecture, initial development, application development, AI solution development, technical consulting, technology support and such other related professional and technical services as may be required by Axentra from time to time. The services may be provided for the benefit of, or in connection with the requirements of, Axentra's clients, as and when required by such clients or upon the instructions of Axentra Corp Limited. The scope, specifications, deliverables, timelines, service parameters and other requirements relating to the services shall be mutually agreed between the parties from time to time.

vi. Consideration / Commercial Terms:

Axentra Corp Limited shall pay consideration to Kerner Norland Pte Ltd for the professional and technical services rendered by Kerner Norland Pte Ltd in accordance with the commercial terms mutually agreed between the parties from time to time. The consideration payable shall be determined based on the nature, scope, complexity, duration and quantum of services provided, the resources and technical expertise deployed, and such other commercial parameters as may be mutually agreed between the parties.

vii. Arm's-Length Pricing:

The consideration payable by Axentra Corp Limited to Kerner Norland Pte Ltd shall be determined on an arm's-length basis, having regard to the nature, scope and complexity of the services, the resources and expertise deployed, the applicable pricing mechanism, prevailing market and commercial considerations and other relevant factors. The parties shall ensure that the terms and consideration applicable to the services are consistent with applicable transfer pricing, tax and other regulatory requirements, wherever applicable.

viii. Term of the Agreement:

The Agreement shall remain valid and effective for the period specified therein, unless terminated earlier in accordance with the terms of the Agreement. The Agreement may be renewed, extended or modified for such further period and on such terms as may be mutually agreed between the parties, subject to obtaining such corporate, regulatory or other approvals as may be applicable.

ix. Related Party Transaction:

As Kerner Norland Pte Ltd is a related party of Axentra Corp Limited, the arrangement contemplated under this Agreement, to the extent applicable, shall constitute a related party transaction and shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Related Party Transaction Policy and all other applicable laws, rules, regulations and regulatory requirements. The transactions contemplated under this Agreement shall be subject to the requisite approvals of the Audit Committee, Board of Directors and/or Members of Axentra Corp Limited, as may be applicable from time to time.

ANNEXURE II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

This Management Discussion and Analysis (MD&A) should be read in conjunction with the company's financial statements and accompanying notes. The purpose of this report is to provide an overview of our company's financial performance, condition, and future outlook for the most recent fiscal year. During the period, we focused on strategic acquisitions in high-potential urban and emerging markets across India. Our disciplined approach to expand ourselves by acquiring the businesses those are in the similar line of business will be the key drivers of our future growth. During the year the company witnessed the transition in the nature of the line of its business from Real Estate and Housing Developments to Artificial Intelligence and Technology. The Company was taken over/acquired under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 resulting in the change of the erstwhile management and Promoters. The Company is in the process of identifying the similar businesses to acquire them and expand itself strategically.

Revenue: Total revenue for the fiscal year demonstrated robust growth compared to the previous year. The interesting fact is that in the first quarter itself after the completion of the Open Offer process your company managed to generate good numbers identified as the turnover for the financial year 2025-2026. This positive trend was primarily driven by acquiring the new opportunities and consignments from the peers and trust posed by the businesses to obtain our service. Our revenue numbers were also supported by the interest generated on the Fixed Deposits kept with the bank to some extent.

Expenses: Operating expenses, including rent for the office premises, professional fees paid, salaries and remuneration paid to employees and Directors respectively. The comparison in the rise of the costs from previous year is not a justifiable because previous year the company was not operating business in a full-fledged manner whereas for the financial year 2025-2026, several professionals and consultants were hired for the various transactions and assignments taken by the company.

Net Income: As a result of demand in the services offered by your company, the net income managed to be a decent percentage and an amount and the numbers will only see an uptrend considering the rising necessity and demand of the services offered by us.

Financial Condition and Liquidity

Our financial position remains relatively stable. We hold a significant amount in cash and cash equivalents, providing ample liquidity to support our ongoing operations and plan new & potential acquisitions. The company's total income has grown, and our debt-to-equity ratio is healthy however indicating a balanced capital structure. We believe our current financial position and access to capital are sufficient to meet our short-term business objectives. However, for long term business objectives we still require our financial condition to get more stable and tradition from stable to strong. Your management is consistently working, strategizing and looking for new avenues to reach a strong financial position.

Market and Industry Outlook

The global technology industry continues to witness significant transformation, driven by accelerated digitalisation, increasing adoption of cloud-based solutions, Artificial Intelligence ("AI"), automation, data analytics and the growing need for scalable and technology-enabled business models. The Software-as-a-Service ("SaaS") segment continues to gain traction as organisations increasingly prefer flexible, subscription-based and cloud-enabled solutions that offer scalability, cost efficiency, ease of deployment and continuous product enhancements. In parallel, demand for IT consulting and technology advisory services is expected to remain robust as businesses seek to modernise their technology infrastructure, optimise operations and align technology investments with their strategic objectives.

The Indian IT and software services industry continues to benefit from increasing digital adoption, a skilled technology workforce, expanding cloud infrastructure and growing demand for technology solutions from enterprises across sectors and geographies. The convergence of SaaS, AI, cloud computing, cybersecurity and data-driven technologies is creating new opportunities for technology companies to develop innovative products and provide specialized consulting and implementation services.

The industry, however, remains highly competitive and is subject to rapid technological changes, evolving customer expectations, cybersecurity and data privacy considerations, pricing pressures and global economic conditions. In this dynamic environment, the ability to continuously innovate, develop scalable and secure software solutions, strengthen customer relationships and retain skilled technology professionals will remain critical to sustainable growth.

The Company remains focused on leveraging emerging technology trends, strengthening its SaaS offerings, enhancing its software capabilities and expanding its IT consulting services. The Company believes that its focus on innovation, customer-centric solutions and technology expertise will enable it to effectively respond to evolving market requirements and capitalise on emerging opportunities in the global digital economy.

Place: Sri Lanka
Date: 07-09-2026

By and on behalf of Board of Directors
Sd/-
Vinoth Kumar Mohanadas Whole time Director
(DIN:07616951)

04

Annexures to the Board's Report

Secretarial Audit Report in Form MR-3, the Certificate of Non-Disqualification of Directors, the CFO compliance certificate under Regulation 17(8) and the Corporate Governance Certificate.

Annexure III

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
AXENTRA CORP LIMITED

(Formerly known as DUGAR HOUSING DEVELOPMENTS LIMITED)
Building no. 351 - Door 1A, 1st Floor,

Avvai Shanmugam Salai, Gopalapuram (Chennai),

Chennai, Tamil Nadu, India, 600086
CIN: L62013TN1992PLC023689

I have conducted the secretarial audit of the compliance of applicable **AXENTRA CORP LIMITED** w.e.f 07th April, 2025 (Formerly known as DUGAR HOUSING DEVELOPMENTS LIMITED) (herein after called the "Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering 01st April 2025 to 31st March 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism.

I have examined the forms and returns filed *for and other records maintained by the Company for the audit period 1st April, 2025 to 31st March, 2026 according to the provisions of:*

- The Companies Act, 2013 and the Rules made there under, as applicable,
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules

made under that Act; (Not Applicable to the Company during audit period).

- The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- The Foreign Exchange Management Act, 1999 and the Rules and Regulation made under that Act to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment (FDI) and External Commercial Borrowings (ECB)
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act'):

A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

B. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

C. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

D. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

E. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during audit period);

F. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during audit period);

G. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

H. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable. The shares of the Company are not delisted at the Stock Exchange, during the year under review);

I. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable. The Company has not bought back any shares / securities during the year under review);

J. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (To the extent applicable);

K. The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; (Not Applicable to the Company during audit period);

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. We report that the Company has complied with the provisions of those Acts that are applicable to Company.

As per information given to us no sector specific laws are applicable to the company.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by the Institute of Company Secretaries of India; and

ii. The Listing Agreements entered into by the Company with stock Exchange

During the period under review, the Company has generally complied with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the applicable SEBI Acts, Regulations, Circulars, Guidelines and Standards. However, certain instances of delay were observed in making the following statutory disclosures and filings:

- The Company has complied with the provisions of Regulations 31(4) and 31(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. However, the annual disclosure required under the said Regulations was submitted with a delay of one day.
- The Company has complied with the provisions of Regulation 74 of the SEBI (Depositories and Participants) Regulations, 2018. However, the prescribed disclosure for the quarter ended June 2025 was submitted with a delay of two days.
- The Company has complied with the applicable provisions of the SEBI Regulations. However, the Initial Disclosure required under SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 relating to the disclosure requirements for Large Corporate Entities was submitted with a delay of two days.
- The Company has complied with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. However, there was a delay in filing Form ADT-1 with the Registrar of Companies.
- With respect to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has informed that its website is presently under development and maintenance. Accordingly, the requisite disclosures on the website are in the process of being updated and made available by the Company.

We further report that:

The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 04th September,2026
Place: Jaipur

For Shivam Bhatt & Co.
Practicing Company Secretaries
SD/-
CS Shivam Bhatt
A.C.S.: 58372; C.P.N: 22655
Peer Review No: 3946/2023
UDIN: F013671H001378287

This Report is to be read with our letter of even date which is annexed as **Annexure -1** and forms an integral part of this report.

'Annexure -1'

To,
The Members,
AXENTRA CORP LIMITED

(Formerly known as DUGAR HOUSING DEVELOPMENTS LIMITED)
Building no. 351 - Door 1A, 1st Floor,

Avvai Shanmugam Salai, Gopalapuram (Chennai),

Chennai, Tamil Nadu, India, 600086

(w.e.f. 01st May, 2026)
CIN: L62013TN1992PLC023689

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 10th August, 2026
Place: Jaipur

For Shivam Bhatt & Co.
Practicing Company Secretaries
SD/-
CS Shivam Bhatt
A.C.S.: 58372; C.P.N: 22655
Peer Review No: 3946/2023
UDIN:

Annexure IV

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

Axentra Corp Limited

(Formerly known as Dugar Housing Developments Limited)

Building No. 351,Door 1A, 1st Floor,

Avvai Shanmuga Salai, Gopalapuram,

Chennai, Tamil Nadu, 600086.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Axentra Corp Limited (Formerly known as Dugar Housing Developments Limited) CIN L62013TN1992PLC023689 having its registered office at Building No. 351, Door 1A, 1st Floor, Avvai Shanmugam Salai, Gopalapuram, Chennai, Tamil Nadu, 600086 here-in after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March 2026.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of the Director	Designation	Din	Date of Original Appointment in the Company
1	Ulhas Deosthale	Independent Director	09215291	06/11/2024
2	Jankiben Kunalbhai Brahmbhatt	Independent Director	10819997	06/11/2024
3	Vinoth Kumar Mohanadas	Whole-time Director	07616951	14/11/2025
4	Yasiru Lelwala	Executive Director	11378841	14/11/2025
5	Nirmal De Soysa Cooke	Independent Director	11382573	21/11/2025
6	Senthil Kumar Bellan	Managing Director	11536666	12/02/2026
7	Kumarappan Palaniappan	Non-Executive Director	10986223	12/02/2026

Note : The information pertaining to the Designation and the date of appointment of the Directors is as on March 31,2026 . The designation of few of the directors were changed after March 31, 2026.

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: September 05, 2026

For, Shravan A. Gupta &Associates
Practising Company Secretary

Shravan Gupta
ACS: 27484 CP No.9990
Peer Review Certificate No. 2140/2022
UDIN: A027484H001123590

Annexure V

CFO CERTIFICATE COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF THE LISTING REGULATIONS

The Board of Directors

Axentra Corp Limited

Registered Address:

Building No. 351 – Door 1A

1st Floor, Avvai Shanmugam Salai, Gopalapuram,

Chennai, Tamil Nadu, India-600086.

Dear Sir(s),

The Whole Time Director and Chief Financial Officer have certified to the Board that:

a) They have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2026 and that to the best of their knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) They have indicated to the auditors and the Audit Committee, the following:

i. significant changes in internal control over financial reporting during the year, if any;

i. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

ii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai
Date: 27th May,2026

For Axentra Corp Limited,
(Formerly known as Dugar Housing Developments Limited)
Sd/-
Senthil Kumar Bellan

Annexure VI

CORPORATE GOVERNANCE CERTIFICATE

To

The Members

Axentra Corp Limited

(formerly known as Dugar Housing Developments Limited)

We have examined the compliance of conditions of Corporate Governance by Axentra Corp Limited (Formerly known as Dugar Housing Developments Limited) (the Company') for the year ended on March 31, 2026, as stipulated in Regulations 17 to 27. clauses (b) to (i) and (t) of Regulation 46(2) and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance of the conditions of Corporate Governance is a responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations for the year ended March 31, 2026.

Please note that Corporate Governance Provisions as mentioned under SEBI (Listing Obligations Disclosure Requirements) Regulations,2015 became applicable to the Company wef February 25,2026 only pursuant to increase in Paid up share capital and networth due to Preferential allotment .

We further state that compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai
Date: 14/08/2026

For, Shravan A. Gupta &Associates
Practising Company Secretary

Shravan Gupta
ACS: 27484 CP No.9990
Peer Review Certificate No. 2140/2022
UDIN: A027484H001114891

05

Independent Auditor's Report

Report of M Sahu & Co., Chartered Accountants, to the members of Axentra Corp Limited on the standalone financial statements for the year ended 31 March 2026, with Annexure A (CARO 2020) and Annexure B (internal financial controls).

INDEPENDENT AUDITOR'S REPORT

To the Members of Axentra Corp Limited.

(Formerly known as Dugar Housing Development Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement gives the information required by the Companies Act, 2013 (the "Act") in the manner so required and give true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statement

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key Audit Matters	How our audit addressed the key audit matter
Assessment of Significant Revenue Transactions with Related Party.	

During the year ended 31 March 2026, the Company recorded revenue **of Rs. 657.75 /-lakhs** from transactions with an entity classified as a related party due to common management and governance connections. Such revenue represented a significant portion of the Company's total revenue for the year. Accordingly, the evaluation of the relationship, the commercial substance of the transactions, and the adequacy of disclosures in the financial statements required significant auditor attention.	Our audit procedures included the following: • We obtained an understanding of the Company's policies and procedures for identifying, approving and monitoring related party relationships and transactions; • We reviewed declarations obtained from directors and key management personnel and examined relevant statutory registers, Board records and other governance documents; • We evaluated information available in relation to common management, governance and business connections between the Company and the customer; • We examined underlying agreements, correspondence, Service orders, invoices and other supporting documents relating to the transactions; • We tested, on a sample basis, the occurrence, accuracy and cut-off of revenue recognised from such transactions; • We assessed whether the transactions were undertaken in accordance with the underlying contractual arrangements and evaluated the business rationale and commercial substance of the transactions; • We evaluated management's assessment that the pricing of the related party transactions was consistent with the terms that would be expected in comparable transactions with independent parties and assessed whether the transaction prices were at arm's length by examining the underlying agreements, pricing methodology and other supporting evidence, where applicable; • We evaluated management's assessment regarding the nature of the relationship with the customer and considered whether the transactions required disclosure under the applicable accounting framework; • We assessed the adequacy and appropriateness of disclosures made in the note no 30 of financial statements in respect of such transactions.

Information other than the Financial Statements and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Management Discussion and Analysis, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. **(A)** As required by Section 143(3) of the Act, based on our audit, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended

e. On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigation which would impact its financial performance.

b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

• Directly or indirectly lend or invest in other person or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company

or

• provide any guarantee security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

• Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

• provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The Company has not declared dividend or paid during the year by the Company.

f) Based on our examination, the Company has used accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/ payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Date: 27th May 2026
Place: Vadodara

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN: 26132623YAORYC8057

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)** of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1(a)(A)	The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment;
1(a)(B)	The Company does not have intangible asset during the period under audit. Hence, this clause is not applied.
1(b)	According to the information and explanations given to us, the Property, Plant and Equipment have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
1(c)	According to the information and explanation given to us and the records examined by us The Company does not hold any immovable properties as at the balance sheet date. Accordingly, the provisions of Clause 3(i)(c) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company..
1(d)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) during the year;
1(e)	In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, neither any proceedings have been initiated during the year nor are pending as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i) (e) of the Order is not applicable to the Company.
2(a)	The Company did not have any inventory during the year and, accordingly, the provisions of Clause 3(ii) (a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
2(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits from banks on the basis of security of current assets hence the requirements of paragraph 3(ii)(b) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company.
3(a) to (f)	According to the information and explanations given to us and based on the audit procedures performed by us, during the year the Company has not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, nor has it provided any guarantees or securities to any entity. Accordingly, the reporting requirements under clauses 3(iii)(a) to 3(iii)(f) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
4	In our opinion and according to the information and explanations given to us, the Company has not granted any loans, provided any guarantees or furnished any securities covered under the provisions of Sections 185 and 186 of the Companies Act, 2013 during the year. Accordingly, the provisions of Sections 185 and 186 of the Act are not applicable to the Company to that extent.
5	The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
6	Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order with regard to cost records is not applicable.
7(a)	According to the records of the company and the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund(if any), employees' state insurance(if any), income-tax, goods and services tax, and other applicable statutory dues with the appropriate authorities.

7(b)	According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, goods and services tax, duty of customs, or cess or any other statutory dues which have not been deposited on account of any dispute.
8	There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961during the year, Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9(a)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender during the year. The Company has outstanding borrowings from a company, a director and an individual; however, no amount was contractually due for repayment during the year, as the respective borrowing arrangements do not stipulate any specific repayment schedule or due date for repayment. Accordingly, there were no defaults in repayment of such borrowings or payment of interest thereon during the year.
9(b)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
9(c)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not availed any term loans during the year. Accordingly, the reporting under this clause relating to whether term loans were applied for the purposes for which they were obtained is not applicable to the Company.
9(d)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any funds on short-term basis during the year. Accordingly, the reporting under this clause relating to utilisation of funds raised on short-term basis for long-term purposes is not applicable to the Company.
9(e)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
9(f)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, the reporting under this clause is not applicable to the Company.
10(a)	During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Companies (Auditor's Report) Order, 2020 is not applicable.
10(b)	During the year, the Company has made **preferential allotment of equity shares** and convertible warrants aggregating to 1,94,00,000 equity shares (including conversion of 27,00,000 warrants into equity shares) in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Based on our examination of the records of the Company and according to the information and explanations given to us, the requirements of Sections 42 and 62 of the Companies Act, 2013 have been complied with and the funds raised through such preferential allotments have been utilized for the purposes for which they were raised.
11(a)	Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
11(b)	According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
11(c)	As represented to us by the management, there are no whistle blower complaints received by the company during the year.
12	The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
13	Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.

14(a)	According to the information and explanations given to us and based on the management representations and records made available to us, the Company has established procedures for periodic review of its financial, operational and compliance matters through designated management personnel having regard to the size and nature of its business.
14(b)	The Company has represented that such reviews were carried out during the year by designated management personnel. We have considered the information and explanations made available to us in respect of such reviews while conducting our audit.
15	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year. Accordingly, the provisions of Section 192 of the Companies Act, 2013 are not applicable and reporting under clause 3(xv) of the Companies (Auditor's Report) Order, 2020 is not applicable.
16(a)	The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
16(b)	The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
16(c)	The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
16(d)	The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 16(d) are not applicable.
17	According to the information and explanations given to us and on the basis of our examination of the books of account and the cash flow statement, the company has not incurred cash losses in the financial year ended 31st March 2026 or in the immediately preceding financial year ended 31st March 2025.
18	There is no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable;
19	Based on our examination of the financial ratios, ageing schedules, expected dates of realisation of financial assets, payment schedules of financial liabilities, other relevant information accompanying the financial statements, and our knowledge of the Board of Directors and management's plans, in our opinion, no material uncertainty exists as of the date of this audit report that the Company is capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20 (a)& (b)	The provisions of Corporate Social Responsibility (CSR) are not applicable to the company therefore reporting under clause 20(a) and (b) is not applicable.

Date: 27th May, 2026.
Place: Vadodara

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W
Partner (Manojkumar Sahu)
Membership No: 132623
UDIN: 26132623YAORYC8057

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)**.

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)** ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 27th May 2026.
Place: Vadodara

For M Sahu & Co
Chartered Accountants
Firm Registration No: 130001W
Partner (Manoj Kumar Sahu)
Membership No: 132623
UDIN: 26132623YAORYC8057

06

Financial Statements

Standalone Balance Sheet, Statement of Profit and Loss, Statement of Cash Flows and Statement of Changes in Equity for the year ended 31 March 2026, prepared under Ind AS.

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)

Balance sheet as at 31st March 2026

CIN No.: L65922TN1992PLC023689

(INR in lakhs)

Particulars	Note No.	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, plant and equipment	4	0.25	0.88
Other Intangible Assets	4.1	0.59	-
Financial assets			
(i) Investments	5	1.00	1.43
(ii) Loan	6	2.85	2.85
Other non current assets	7	-	0.93
		4.68	**6.09**
Current assets			
Financial assets			
(i) Cash and cash equivalents	8	59.00	0.25
(ii) Bank Balance other than cash and cash equivalents	9	3,003.79	-
(iii) Trade Receivable	10	1,041.20	-
(iv) Other financial assets	11	1.50	-
Current tax asset(Net)	12	1.50	13.85
Other current assets	7	20.15	4.79
		4,127.15	**18.89**
TOTAL ASSETS		**4,131.83**	**24.98**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,970.00	30.00
Other equity	14	1,155.18	(116.93)
Total equity		**3,125.18**	**(86.93)**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	15	108.41	110.51
		108.41	**110.51**
Current liabilities			
Financial liabilities			
(i) Trade payables	16	876.55	0.87
(ii) Others financial liabilities	17	4.74	0.48
Other liabilities	18	0.80	0.04
Provisions	19	1.43	-
Current tax liabilities (net)		14.71	-
		898.23	**1.40**
TOTAL EQUITY AND LIABILITIES		**4,131.83**	**24.98**

The accompanying notes 1 to 44 form an integral part of the financial statements

This is the balance sheet referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Partner (Manojkumar Sahu)
Membership No. 132623
UDIN : 26132623YAORYC8057

Place: Vadodara
Date: 27/05/2026

For Axentra Corp Limited(Formerly known as Dugar Housing Development Limited)

Yasiru Sanghida Lelwala
Director
DIN: 11378841

Manisha Sharma
Company Secretary

Vinoth Mohandas Kumar
Director
DIN: 07616951

Senthil Kumar Bellan
Chief Financial Officer

Place: Chennai Date: 27/05/2026

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)

Statement of profit and loss for the Year ended 31st March 2026

CIN No.: L65922TN1992PLC023689

(INR in lakhs)

Particulars	Note No.	For the years ended	
		31 March 2026	31 March 2025
Income			
Revenue from operations	20	1,033.62	30.00
Other income	21	41.45	0.23
Total income		**1,075.07**	**30.23**
Expenses			
Employee benefits expense	22.1	26.06	4.41
Professional fees	22.2	862.09	-
Finance costs	23	0.80	0.14
Depreciation and amortisation expense	24	0.11	-
Other expenses	25	73.76	22.18
Total expenses		**962.83**	**26.73**
Profit/(Loss) before exceptional item and tax		**112.24**	**3.50**
Add: Exceptional item		**-**	**-**
Profit/(Loss) before tax		**112.24**	**3.50**
Tax expense			
Current tax		8.13	-
Deferred tax		-	-
Total tax expense		**8.13**	**-**
Profit/(Loss) for the year		**104.11**	**3.50**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive loss for the year		**-**	**-**
Total comprehensive Profit/(Loss) for the year		**104.11**	**3.50**
Earnings per equity share			
Number of Equity Shares (face value of Rs. 10 each)		**1,97,00,000**	**3,00,000**
Basic and diluted Profit / (Loss) per share (INR)	26	0.57	1.17

The accompanying notes 1 to 44 form an integral part of the financial statements

This is the statement of profit and loss referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Partner (Manojkumar Sahu)
Membership No. 132623
UDIN : 26132623YAORYC8057

Place: Vadodara
Date: 27/05/2026

For Axentra Corp Limited(Formerly known as Dugar Housing Development Limited)

Yasiru Sanghida Lelwala
Director
DIN: 11378841

Manisha Sharma
Company Secretary

Vinoth Mohandas Kumar
Director
DIN: 07616951

Senthil Kumar Bellan
Chief Financial Officer

Place: Chennai Date: 27/05/2026

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)

Cash Flow Statement for the Year ended 31st March 2026

CIN No.: L65922TN1992PLC023689

(INR in lakhs)

Particulars	For the years ended	
	31 March 2026	31 March 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	112.24	3.50
Adjustments for:		
Depreciation	0.11	-
Interest Income	(40.28)	-
Impairment of financial assets & PPE	0.88	7.28
Exchange Gain / Loss	14.79	-
Loss on Investment	-	7.86
Fair value gain on investments (unrealised)	-	(0.23)
Balances written off	13.28	-
Operating profit/(loss) before working capital changes	**101.03**	**18.41**
Adjustments for changes working capital		
(Increase)/Decrease in trade receivables	(1,041.20)	(4.63)
(Increase)/Decrease in Other financial assets and other current assets	(15.94)	-
Increase/(Decrease) in Trade Payable	875.68	(2.41)
Increase/(Decrease) in Other Current Liability	5.02	-
Increase/(Decrease) in Provisions	1.43	3.43
Cash flow from operating activities post working capital changes	**(73.98)**	**14.80**
Income tax paid (net)	(11.05)	-
Net cash flow from operating activities (A)	**(85.03)**	**14.80**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	0.95	-
Interest received	40.28	-
Investment in Fixed Deposits	(3,003.36)	-
Net cash flows from investing activities (B)	**(2,962.14)**	**-**
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from issue of shares	3,108.00	-
Proceed from long term/short term borrowings	15.10	13.10
Repayment of long term/short term borrowings	(17.20)	(28.50)
Net cash used in financing activities (C)	**3,105.90**	**(15.40)**
Decrease in cash and cash equivalents (A+B+C)	**58.75**	**(0.59)**
Cash and cash equivalents at the beginning of the year	0.27	0.86
Cash and cash equivalents at the end of the year	**59.01**	**0.27**

Note 1 - The above statement of cash flows has been prepared under the 'indirect method' as setout in 'Ind AS 7: Statement of cash flows'.

Note 2 - Figures in bracket represents cash outflows.

The accompanying notes 1 to 44 form an integral part of the financial statements

This is the cash flow statement referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Partner (Manojkumar Sahu)
M. No. 132623
UDIN : 26132623YAORYC8057

Place: Vadodara
Date: 27/05/2026

For Axentra Corp Limited(Formerly known as Dugar Housing Development Limited)

Yasiru Sanghida Lelwala
Director
DIN: 11378841

Manisha Sharma
Company Secretary

Vinoth Mohandas Kumar
Director
DIN: 07616951

Senthil Kumar Bellan
Chief Financial Officer

Place: Chennai Date: 27/05/2026

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)

Statement of changes in equity for the year ended 31 March 2026

CIN No.: L65922TN1992PLC023689

A. Equity Share Capital

(INR in lakhs)

Particulars	Note No.	Number of shares	Amount
Balance as on 1 April 2024	**13**	**3,00,000**	**30.00**
Changes in equity share capital during the year		-	-
Equity shares as at 31 March 2025		3,00,000	30.00
Changes in equity share capital during the year		1,94,00,000	1,940.00
Equity shares as at 31 March 2026		**1,97,00,000**	**1,970.00**

B. Other Equity

(INR in lakhs)

			Reserves and Surplus	
Particulars	Equity component of other financial instruments with shareholder	Security Premium	Retained earnings	Total
Balance as at 1 April 2024	**-**	**-**	**(120.43)**	**(120.43)**
Loss for the year	-	-	3.50	3.50
Change during the Year			-	-
Other comprehensive loss for the year	-	-	-	-
Total comprehensive loss for the year	**-**	**-**	**3.50**	**3.50**
Movement during the year	-	-	-	-
Balance as at 31 March 2025	**-**	**-**	**(116.93)**	**(116.93)**
Profit for the year	-	-	104.11	104.11
Addition during the year	-	1,188.00	-	1,188.00
Share issue expenses	-	(20.00)	-	(20.00)
Other comprehensive loss for the year	-	-	-	-
Total comprehensive loss for the year	**-**	**1,168.00**	**104.11**	**1,272.11**
Movement during the year	-	-	-	-
Balance as at 31 March 2026	**-**	**1,168.00**	**(12.82)**	**1,155.18**

The accompanying notes 1 to 44 form an integral part of the financial statements

This is the statement of changes in equity referred to in our audit report of even date.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Partner (Manojkumar Sahu)
M. No. 132623
UDIN : 26132623YAORYC8057

Place: Vadodara
Date: 27/05/2026

For Axentra Corp Limited(Formerly known as Dugar Housing Development Limited)

Yasiru Sanghida Lelwala
Director
DIN: 11378841

Manisha Sharma
Company Secretary

Vinoth Mohandas Kumar
Director
DIN: 07616951

Senthil Kumar Bellan
Chief Financial Officer

Place: Chennai Date: 27/05/2026

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Notes to the Financial Statements

Corporate information, basis of preparation and significant accounting policies (Notes 1 to 3), followed by Notes 4 to 44 to the standalone financial statements for the year ended 31 March 2026.

CORPORATE INFORMATION

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited) (the "Company") is a listed public limited company domiciled in India, incorporated under the Companies Act, 2013. The Company is listed on the Bombay Stock Exchange (BSE). The office is located at New No 2 (Old No 38B) Pazandiamman Kovil Street, Adambakkam, Kanchipuram District, Tamil Nadu 600088.

The Board of Directors approved the financial statements for the year ended March 31, 2026, and authorized for issue on 27/05/2026.

1. BASIS OF PREPARATION

i. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act as applicable.

The accounting policies are applied consistently to all the periods presented in the financial statements.

ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair value;
- Assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value.

iii. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

iv. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency.

v. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. SIGNIFICANT ACCOUNTING POLICIES

A. Revenue recognition:

Revenue is recognized when, or as, control of a promised service or good transfers to a customer, in an amount that reflects the consideration (Transaction price) to which the Company expects to be entitled in exchange for transferring those products or services (Performance obligation). Revenue is recognized for any contract, once it is approved in writing, is legally enforceable, the rights of the parties are identified, payment terms are defined, the contract has commercial substance and collectability of consideration is probable. Revenue is measured based on the Transaction price which is the consideration of the contract and is shown net of applicable taxes and adjusted for any variable consideration like volume discounts, service level allowances, incentive or any other discount. Transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component.

Revenue from time-and-material, volume based, and transaction-based contracts is recognized as the related services are performed through effort expended, units serviced, number of transactions processed, etc. that correspond with value transferred to customer.

Revenue related to fixed price contracts where performance obligations and control are satisfied over a period of time like technology integration contracts, complex network building contracts, system implementations and application development contracts is recognized based on progress towards completion of the performance obligation using percentage-of-completion method. Revenue is recognized based on the costs incurred to date as a percentage of the total estimated costs to fulfill the contract. Any revision in cost to complete would result in an increase or decrease in revenue and such changes are recorded in the period in which they are identified.

In arrangements involving sharing of customer revenues for services delivered, revenue is recognized when the right to receive such revenue share is established.

Revenue related to other fixed price contracts providing maintenance and support services are recognized based on the right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If invoicing is not consistent with value delivered, revenues are recognized basis stand-alone selling price for the service performed. The Company uses cost plus expected margin to determine stand-alone selling price.

Revenue from distinct proprietary software is recognized at a point in time at the inception of the arrangement when right to use is granted to the customer. In the case of renewals of term licenses with existing customers, revenue from term license is recognized at a point in time when the renewal is agreed on signing of contracts. Revenue from support and subscription (S&S) is recognized over the contract term on a straight-line basis as the Company is providing a service of standing ready to provide support, when-and-if needed, and is providing unspecified software upgrades on a when-and-if available basis over the contract term. In case software is bundled with support and subscription either for perpetual or term based license, such support and subscription contracts are generally priced as a percentage of the net fees paid by the customer to purchase the license and are generally recognized as revenues ratably over the contractual period that the support services are provided.

When a sales arrangement contains provision of multiple products, services and software licenses, company identifies the distinct performance obligation including lease obligation and allocates total consideration to each performance obligation on a relative standalone selling price. Company uses cost plus expected margin to determine standalone selling price. Revenue from finance leases is recognized when all risks and ownership are transferred to the customer, with no remaining obligations that affect acceptance. Revenue is recognized at the fair value of the asset or, if lower, the present value of lease payments, discounted at a market interest rate. Interest from finance leases is recognized as other income on an accrual basis using the effective interest method.

In instances when revenue is derived from sales of third-pay vendor services, material or licenses, revenue is recorded on a gross basis when the Company is a principal to the transaction and net of costs when the Company is acting as an agent between the customer and the vendor, once control of a promised good is transferred to a customer.

Revenue from certain activities in transition services in outsourcing arrangements are not capable of being distinct or represent separate performance obligation and is recognized over the period of the arrangement. Direct and incremental costs in relation to such transition activities which are expected to be recoverable under the contract are considered as contract fulfillment costs and classified as Deferred contract cost and recognized over the period of arrangement. Certain upfront non-recurring incremental contract acquisition costs and other upfront fee paid to customer are deferred and classified as Deferred contract cost and amortized to revenue, usually on a straight-line basis, over the term of the contract.

An onerous contract provision is recognized when the expected unavoidable costs of meeting the future obligations exceed the expected economic benefits to be received under a contract. Such provision, if any, is recorded in the period in which such losses become probable and is included in the cost of revenues.

Contract assets are recognized when revenue recognized is more than billing and right to consideration is conditional upon factors other than the passage of time. Unbilled receivables are recognized where the right to consideration is unconditional and only the passage of time is required before the payment is due (i.e., only act of invoicing is pending). Contract liability is Company's obligation to transfer goods or services to customers when there is excess billing over the revenue recognized.

Other income mainly comprises interest income on deposits with Bank, profit on sale of property, plant and equipment, and net foreign exchange gains. Dividend income is recognized when the right to receive payment is established

B. Foreign Currency Transactions

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian rupee, which is the Company's functional and presentation currency.

ii. Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated to the relevant functional currency at exchange rates in effect at the balance sheet date. Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of initial transaction. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the year.

C. Property, Plant and Equipment:

i. Recognition and measurement

All items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 measured as per the Previous GAAP and use that carrying value as the deemed cost (except to the extent of any adjustment permissible under other accounting standard) of the property, plant and equipment.

ii. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation or amortization is provided from the date the assets are ready to be put to use, using straight line method over the estimated useful life of the assets.

For determining the appropriate depreciation rates, plant and machinery falling under the category of continuous process plant has been identified on the basis of technical opinion obtained. Depreciation on additions to and disposals of the property, plant and equipment and intangible assets during the period has been provided on pro-rata basis, according to the period each such asset was used during the period except in case of low value items not exceeding INR 10,000/- which are depreciated fully in the period of addition. Depreciation on addition or extension to the existing property, plant and equipment which becomes integral part of that asset is provided on pro-rata basis according to the remaining useful life of the existing asset.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Class of Assets	Estimated Useful Life (in years)
Buildings	0 to 45
Plant and equipment	0 to 22
Furniture and fixtures	0 to 10
Vehicles	8
Office equipment	1 to 15
Computer software	3 to 6

D. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss)

The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows under an eligible transaction.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

b) Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Debt instruments at amortised cost

- Debt instruments at fair value through other comprehensive income

(FVTOCI)

- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

· Equity instruments measured at fair value through other comprehensive income (FVTOCI)

· Equity instruments measured at fair value profit or loss (FVTPL)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- **a.** The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- **b.** Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (the "EIR") method. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Debt instruments at fair value through other comprehensive income

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- **a.** The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- **b.** The asset's contractual cash flows represent SPPI.

The Company does not have any debt instruments classified in FVOCI category.

Debt instruments at fair value through profit or loss

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

The Company does not have any debt instruments classified in FVTPL category.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in the OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from the OCI to the statement of profit and loss, even on

sale of the investment. However, the Company may transfer the cumulative gain or loss within categories of equity.

c) Classification and subsequent measurement of financial liabilities

All financial liabilities are recognised initially at its fair value adjusted by directly attributable transaction costs.

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. The Company does not have any financial liabilities classified at fair value through profit or loss.

- Financial liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

E. Impairment:

i. Non - financial assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

ii. Financial assets

In accordance with Ind AS 109, the Company applies the expected credit loss (“ECL”) model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the EIR of the instrument. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss.

F. Taxes on Income:

Income Tax expense comprises of current and deferred tax. Income Tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

(i) Current Tax

Current Tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date

Current tax assets and liabilities are offset if, and only if, the Company:

a) has a legally enforceable right to set off the recognized amounts; and

b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

G. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

· In the principal market for the asset or liability, or

· In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

· Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

· Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly Observable

· Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

H. Cash and Cash Equivalents:

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credits as they are considered an integral part of the Company's cash management.

I. Employee benefits:

a) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, performance incentives, etc. are recognized at actual amounts due in the period in which the employee renders the related service.

b) Retirement and other employee benefits

i. Provident fund: Employees of the Company receive benefits under the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the Government administered provident fund.

ii. Gratuity liability: The Company provide for gratuity, a defined benefit plan (the “Gratuity Plan”) covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s base salary and the tenure of employment (subject to a maximum of ₹20 lacs per employee). The liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial gains/ losses are recognized immediately in the balance sheet with a corresponding debit or credit to other comprehensive income in the year in which they occur.

iii. Compensated absences: The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The employees can carry forward up to the specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the projected unit credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense on non-accumulating compensated absences is recognized in the statement of profit and loss in the year in which the absences occur. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

J. Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

K. Provisions and Contingencies:

A provision is recognised when:

· The Company has a present obligation as a result of a past event;

· It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

· A reliable estimate can be made of the amount of the obligation.

Provisions are measured at the management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance costs.

The Company does not recognise contingent liabilities but it is disclosed in the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent asset is not recognised in the financial statements.

L. Earnings per Share:

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share after considering the income tax effect of all finance costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The Company has not issued any dilutive potential equity shares.

3. USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) Determination of the estimated useful life of tangible assets

Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases where the useful life are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

b) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long-term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

c) Recognition of deferred tax liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carryforwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

d) Discounting of financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

Axentra Corp Limited (Formerly known as Dugar Housing Development Limited)

Notes to the financial statements for the year ended 31 March 2026

4. Property, Plant and Equipment					4.1 Other Intangible Assets	
Description	Plant and Equipment	Furniture and Fixtures	Office Equipments	Total(4)	Other Intangible Asset	Total (4.1)
Gross block [Carrying value (at deemed cost)]						
Balances as at 1 April 2024	**9.06**	**0.75**	**7.88**	**17.68**	**-**	**-**
Additions during the year	**-**	**-**	**-**	**-**	**-**	**-**
Capitalised during the year	**-**	**-**	**-**	**-**	**-**	**-**
Reclassified from held for sale	**-**	**-**	**-**	**-**	**-**	**-**
Disposals during the year	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2025	**9.06**	**0.75**	**7.88**	**17.68**	**-**	**-**
Additions during the year	-	-	0.31	0.31	0.64	0.64
Capitalised during the year	-	-	-	-	-	-
Disposals during the year	(8.60)	(0.71)	(7.49)	(16.80)	-	-
Impaired During the Year*	(0.45)	(0.04)	(0.39)	(0.88)	-	-
Balance as at 31 March 2026	**-**	**-**	**0.30**	**0.30**	**0.64**	**0.64**
Accumulated depreciation						
Balances as at 1 April 2024	**8.60**	**0.71**	**7.48**	**16.80**	**-**	**-**
Depreciation charge for the year	-	-	-	-	-	-
Amortisation for the year	-	-	-	-	-	-
Disposals during the year	-	-	-	-	-	-
Balance as at 31 March 2025	**8.60**	**0.71**	**7.48**	**16.80**	**-**	**-**
Depreciation charge for the year	-	-	0.05	0.05	-	-
Amortisation for the year	-	-	-	-	0.05	0.05
Disposals during the year	(8.60)	(0.71)	(7.48)	(16.80)	-	-
Balance as at 31 March 2026	**-**	**-**	**0.05**	**0.05**	**0.05**	**0.05**
Net block						
Balance as at 31 March 2025	**0.45**	**0.04**	**0.39**	**0.88**	**-**	**-**
Balance as at 31 March 2026	**-**	**-**	**0.25**	**0.25**	**0.59**	**0.59**

* During the year, the Company recognized an impairment loss of ₹0.88/- lakhs in respect of certain items of Property, Plant and Equipment. Based on management's assessment of the recoverability of the future economic benefits associated with these assets, the recoverable amount was determined to be lower than their carrying amount. Accordingly, an impairment loss of 0.88/- lakhs has been recognized in the Statement of Profit and Loss during the year.

5. Investment

Particulars	Holding %	No of shares	Fair value as on 31/03/2026	Non-current		Current	
				As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Investment in Partnership firm -Unquoted*	**10.00%**	**-**	**-**	**1.00**	**1.00**	**-**	**-**
Investment in Equity Instruments -others-Unquoted							
Century Wood Ltd	-	-	-	-	-	-	-
Zen Global Finance Limited	-	500.00	-	-	0.05	-	-
Investment in Equity Instruments -others-Quated							
Xchanging Solutions Limited(Formerly Known as Scandent Solutions Corporation Limited)	-	200.00	-	-	0.17	-	-
Siddha Ventures Limited (Formerly Known as IFB Securities Limited)	-	1,200.00	-	-	0.20	-	-
Ventura Textiles Limited	-	100.00	-	-	0.01	-	-

	1.00	**1.43**	**-**	**-**

*The Company holds an investment in an unquoted partnership firm. Financial information of the partnership firm as at and for the year ended 31 March 2026 was not available with the Company at the time of approval of these financial statements. Accordingly, the assessment of the carrying value of the investment has been performed based on the latest information available to the management. Based on such assessment and considering the information presently available, the management believes that the carrying amount of the investment is recoverable and that no material adjustment is required to the carrying value of the investment as at 31 March 2026. Upon receipt and evaluation of the updated financial information of the partnership firm, the Company will assess the impact, if any, on the carrying value of the investment and account for the same in the period in which such information becomes available.

6. Loans

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
(Unsecured, considered good)				
Loan to related Party	2.85	2.85	-	-
Total	**2.85**	**2.85**	**-**	**-**

7. Other Assets

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Deposits	-	0.93	-	-
MAT Credit Entitlement	-	-	10.60	-
Balance with Govt Authorities	-	-	9.56	4.69
Advance to vendors	-	-	-	0.10
Total	**-**	**0.93**	**20.15**	**4.79**

8. Cash and cash equivalents

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Cash in hand	3.45	0.50
Balances with banks		
On current accounts	55.55	(0.25)
Total	**59.00**	**0.25**

There are no repatriation restrictions with regard to cash and cash equivalents at the end of the reporting period.

9. Bank balances other than cash and cash equivalents

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Deposits with banks		
- In deposit accounts with original maturity of more than 3 months but less than 12 months	2,993.01	-
Add: Interest accrued but not due on deposits with Bank	10.78	-
Total	**3,003.79**	**-**

There are no repatriation restrictions with regard to cash and cash equivalents at the end of the reporting period.

10. Trade Receivables [unsecured]

(INR in lakhs)

Particulars		Current
	As at 31 March 2026	As at 31 March 2025
Trade receivables considered good	1,041.20	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less: allowance for expected credit loss	-	-
Total	**1,041.20**	**-**

The movement in allowance for expected credit loss is as follows

Balance as at beginning of the year	**-**	**-**
Change in allowance for credit impaired during the year	-	-
Provision for Bad Debt Recovered	-	-
Trade receivable written off during the year	-	-
Balance as at the end of the year	**1,041.20**	**-**

(i) Trade receivables include due by directors and its officers of the company - nil (previous year nil)

Trade Receivable Ageing summary

Particulars	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31 March 2026						
(i) Undisputed Trade Receivable - Considered Good	1,041.20	-	-	-	-	1,041.20
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
Total	**1,041.20**	**-**	**-**	**-**	**-**	**1,041.20**
Less: Expected Credit Loss (ECL)	**-**	**-**	**-**	**-**	**-**	**-**
Total Trade Receivable	**1,041.20**	**-**	**-**	**-**	**-**	**1,041.20**
As at 31 March 2025						
(i) Undisputed Trade Receivable - Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**
Less: Expected Credit Loss (ECL)	**-**	**-**	**-**	**-**	**-**	**-**
Total Trade Receivable	**-**	**-**	**-**	**-**	**-**	**-**

11. Other financial assets

(INR in lakhs)

Particulars	Current	
	As at 31 March 2026	As at 31 March 2025
Security Deposits	1.50	-
Total	**1.50**	**-**

12. Current tax assets (Net)

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Current Tax Assets	1.50	13.85
Total	**1.50**	**13.85**

13. Equity share capital

Particulars	Number of shares		Amount (INR in lakhs)	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Authorised capital				
Equity shares of Rs. 10 each	3,50,00,000	1,00,00,000	3,500.00	1,000.00
Total	**3,50,00,000**	**1,00,00,000**	**3,500.00**	**1,000.00**
Issued and subscribed and fully paid-up capital				
Equity shares of Rs. 10 each	1,97,00,000	3,00,000	1,970.00	30.00
Total	**1,97,00,000**	**3,00,000**	**1,970.00**	**30.00**

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	Number of shares	Amount (INR in lakhs)
Equity shares as at 1st April 2024	**3,00,000**	**30.00**
Add: Issued during the year	-	-
Equity shares as at 31 March 2025	**3,00,000**	**30.00**
Add: Issued during the year *	1,94,00,000	1,940.00
Equity shares as at 31 March 2026	**1,97,00,000**	**1,970.00**

* Pursuant to the approval by the shareholders of the Company on 07th April, 2025, the Company allotted 67,00,000 equity shares of Rs. 10 each at an issue price of Rs. 12 and 27,00,000 convertible warrants to the allottees on June 12,2025 . The Convertible warrants were converted by the warrant holders on August 12,2025 . (Premium for this allotment was Rs. 2 per share). The proceeds from Preferential issue have been utilised for the intended purposes.

* Pursuant to the approval by the meeting of the shareholders on January 03,2026, the shareholders approved the allotment of 1,00,00,000 equity shares of Rs. 10 each at an issue price of Rs. 20 and pursuant to which the board allotted the equity shares at their meeting held on 25th February. (Premium for this allotment was Rs. 10 per share).

(ii) All shares rank equally with regard to the repayment of capital in the event of liquidation of the Company.

(iii) Details of shareholders holding more than 5% shares in the Company

Particulars	% holding		Number of shares	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Vinoth Kumar Mohandas	27.40%	-	53,98,154	-
AL Maha Investment Fund PCC - ONYX	12.69%	-	25,00,000	-
Altitude Investment Fund PCC - CELL 1	14.21%	-	28,00,000	-
Green Horizon Fund PCC - CELL 1	12.69%	-	25,00,000	-

Minerva Ventures Fund	12.69%	-	25,00,000	-
Nimesh Shambhulal Joshi	7.84%	-	15,45,000	-
North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	5.79%	-	11,40,000	-
P Anjana Dugar	-	14.72%	-	4,41,633
Padam Dugar	-	15.16%	-	4,54,700

14. Other equity

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Retained earnings:		
Opening balance	(116.93)	(120.43)
Net profit/(loss) for the year	104.11	3.50
Change during the year	-	-
Closing balance	**(12.82)**	**(116.93)**
Securities Premium		
Opening balance	-	-
Addition during the year	1,188.00	-
Share issue expenses	(20.00)	
Closing balance	1,168.00	-
Total other equity	**1,155.18**	**(116.93)**

Retained earnings

Retained earnings represent the accumulated profits/losses made by the company over the years.

15. Borrowings

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Unsecured				
- Inter Corporate Deposits	52.89	55.84	-	-
- Loan From Directors	43.76	42.91	-	-
- Loan From Partnership Firm	11.77	11.77	-	-
Total	**108.41**	**110.51**	**-**	**-**

The unsecured Borrowings are interest-free and do not have any contractual maturity. In absence of specific repayment terms, the classification has been determined based on expected timing of realization and understanding between the parties, consistent with the requirements of Ind AS 1.

There is no accrued interest liability on such borrowings during the year, as no interest is payable.

16. Trade payables

(INR in lakhs)

Particulars	Current	
	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises *	-	-
Total outstanding dues of creditors other than micro-enterprises and small enterprises		
Acceptances	-	-
Others	876.55	0.87
Total	**876.55**	**0.87**

Trade Payable Ageing summary	Outstanding for following periods from due date of payment

Particulars	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31 March 2026					
(i) MSME	-	-	-	-	-
(ii) Others	**875.68**	**0.70**	**0.18**	**-**	**876.55**
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
As at 31 March 2025					
(i) MSME	-	-	-	-	-
(ii) Others	**0.70**	**0.18**	**-**	**-**	**0.87**
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	**-**	**-**	**-**	**-**	**-**

Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the view of the management, the impact of interest, if any, which may subsequently become payable in accordance with the provisions of the act would not be material and the same, if any, would be disclosed in the year of payment of interest.

17. Other financial liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Creditors for accrued wages & Salary	-	-	4.74	0.48
Total	**-**	**-**	**4.74**	**0.48**

18. Other liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Statutory dues	-	-	0.80	0.04
Total	**-**	**-**	**0.80**	**0.04**

19. Provisions

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for expenses	1.43	-
Total	**1.43**	**-**

20. Revenue from operations

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
IT Solutions and consulting services*	1,033.62	-
Commission and Brokerage	-	30.00
Total	**1,033.62**	**30.00**

* Software service revenue is recognised as and when the related services are performed i.e. over the period of time.

21. Other income

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on financial assets measured at amortised cost		
- Interest on Bank Deposits	40.28	-
Fair Value Gain From Investment in Equity Shares	1.17	0.23
Total	**41.45**	**0.23**

22. Personnel Expenses

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
22.1 Employee benefits expenses		
Salaries and wages	25.85	4.10
Contribution to Fund	0.19	0.31
Staff Welfare	0.02	-
	26.06	**4.41**
22.2 Cost of professionals		
Professional Fees	862.09	-
	862.09	**-**
Total	**888.15**	**4.41**

23. Finance Cost

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Other Finance Cost	0.80	0.14
Total	**0.80**	**0.14**

24. Depreciation and amortisation

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	0.05	-
Amortisation of intangible assets	0.06	-
Total	**0.11**	**-**

25. Other expenses

(INR in lakhs)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Administrative Expenses	3.73	1.17
Compliance Expenses	8.32	1.94
Legal & Professional Expense	22.60	3.11
Rates, Taxes and Fees	0.68	0.01
Rent Expense	1.40	-
Repairs & Maintainance Exp		
- Computer	0.70	-
Software & Subscriptions	0.71	0.08
Payment to Auditors	1.55	0.38
Director's sitting fees	3.43	0.35
Impairment Loss on Financial Assets	-	7.28

Impairment Loss of Property Plant & Equipment	0.88	-
Loss on sale of Investment	-	7.86
Recruitment Expenses	0.09	-
Travelling and Conveyance expenses	1.29	-
Balances written off	13.28	-
Foreign Exchange Gain / Loss	14.79	-
Miscellaneous Expenses	0.31	-
Total	**73.76**	**22.18**

(i) Payments to auditors (includes related to predecessor auditor)		
As auditor		
Audit fees	1.05	0.50
For other Services	0.28	-

(ii) CSR expenses

Since the Company is continually making losses since the past few years, it is not required to incur any CSR expenses for both the years presented.

26. Earnings per share

Basic earnings per share is calculated by dividing the net profit/ (loss) for the year available for equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit/ (loss) for the year available for equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Profit / (Loss) as per the statement of profit and loss available for equity shareholders	104.11	3.50
Weighted average number of equity shares for EPS computation	1,97,00,000	3,00,000
Basic and diluted earnings/(loss) per share	0.57	1.17

27. Financial instruments

(A) Accounting Classification and Fair values:

(INR in lakhs)

As at 31 March 2026	Non-Current/ Current	Carrying Amount				Fair value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Quoted Equity instrument	Non-current	-	-	-	-	-	-	-	-
Unquoted Equity instrument	Non-current	-	-	1.00	-	-	-	-	-
Loans	Non-current	-	-	2.85	2.85	-	-	-	-
Loans	Current	-	-	-	-				-
Trade receivables	Current	-	-	1,041.20	1,041.20	-	-	-	-
Cash and cash equivalents	Current	-	-	59.00	59.00	-	-	-	-
Other bank balances	Current	-	-	3,003.79	3,003.79	-	-	-	-
Other financial assets	Current	-	-	1.50	1.50	-	-	-	-
Total Financial Assets		**-**	**-**	**4,109.35**	**4,108.35**	**-**	**-**	**-**	**-**
Financial Liabilities:									

Borrowings	Non-current	-	-	108.41	108.41	-	-	-	-
Others financial liabilities	Non-current	-	-	-	-	-	-	-	-
Borrowings	Current	-	-	-	-	-	-	-	-
Trade payables	Non-current	-	-	876.55	876.55	-	-	-	-
Other financial liabilities	Current	-	-	4.74	4.74	-	-	-	-
Total Financial Liabilities		**-**	**-**	**989.70**	**989.70**	**-**	**-**	**-**	**-**

As at 31 March 2025	Non-Current/ Current	Carrying Amount				Fair value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Quoted Equity instrument	Non-current	0.38	-	1.05	1.43	0.38	-	-	0.38
Unquoted Equity instrument	Non-current	-	-	-	-	-		-	-
Loans	Non-current	-	-	2.85	2.85	-	-	-	-
Loans	Current	-	-	-	-	-	-	-	-
Trade receivables	Current	-	-	-	-	-	-	-	-
Cash and cash equivalents	Current	-	-	0.25	0.25	-	-	-	-
Other bank balances	Current	-	-	-	-	-	-	-	-
Other financial assets	Current	-	-	-	-	-	-	-	-
Total Financial Assets		**0.38**	**-**	**4.15**	**4.53**	**0.38**	**-**	**-**	**0.38**
Financial Liabilities:									
Borrowings	Non-current	-	-	110.51	110.51	-	-	-	-
Others financial liabilities	Non-current	-	-	-	-	-	-	-	-
Borrowings	Current	-	-	-	-	-	-	-	-
Trade payables	Non-current	-	-	0.87	0.87	-	-	-	-
Other financial liabilities	Non-current	-	-	0.48	0.48	-	-	-	-
Total Financial Liabilities		**-**	**-**	**111.87**	**111.87**	**-**	**-**	**-**	**-**

(B) Fair value of the assets measured at amortised cost:

Financial assets and financial liabilities measured at amortised cost for which fair valued are disclosed:

Financial Assets:

The carrying value of trade receivables, loans and advances and other financial assets, cash and cash equivalents, other bank balances etc. are

considered to be approximately equal to the fair values.

Financial Liabilities:

Fair values of Loans from banks and others, other financial liabilities, trade payables, etc. are considered to be approximately equal to the carrying values.

28. Financial Risk Management

Risk Management framework

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarised by category . The main types of risks to which the Company is exposed are market risk, credit risk, and liquidity risk. The Company's risk management is coordinated at its headquarters, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimizing exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial assets such as trade receivables, security deposits, other receivables, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of the following types of financial assets.

-Trade receivables

-Fixed deposits with banks

-Cash and cash equivalents

-Other financial assets measured at amortised cost

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this 'information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with credit-worthy counterparties.

a) Credit risk management

Cash and cash equivalent and Fixed deposits with banks

Credit risk related to cash and cash equivalents is managed by selecting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

In the case of export sales, credit risk related to trade receivables is mitigated by taking letters of credit from overseas customers or making sales against advances where credit risk is high. The Company closely monitors the credit-worthiness of the customers and only sells goods to credit-worthy parties.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost include security deposits, export incentives receivables, and others. The Company does not see any credit risks from export incentives receivables since the counterparty involved is government authorities. Credit risk related to other financial assets is managed by 'monitoring the recoverability of such amounts continuously, while at the same time, internal control systems in place ensure the amounts are within defined limits.

b) Expected credit losses

Company provides expected credit losses based on the following

Trade receivables

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach and uses historical information to arrive at loss relevant to each category of trade receivables:

(INR in lakhs)

Ageing (As at 31 March 2026)	0 - 30 days	30 - 60 days	60 - 90 days	90 - 180 days	180 - 365 days	More than one year	Total
Gross carrying amount	1,041.20	-	-	-	-	-	1,041.20
Expected credit loss provision	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net of impairment)	**1,041.20**	**-**	**-**	**-**	**-**	**-**	**1,041.20**

Ageing (As at 31 March 2025)	0 - 30 days	30 - 60 days	60 - 90 days	90 - 180 days	180 - 365 days	More than one year	Total
Gross carrying amount	-	-	-	-	-	-	-

Expected credit loss provision	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net of impairment)	-	-	-	-	-	-	-

Reconciliation of Expected credit loss provision

Particulars								(INR in lakhs)
As at 1 April 2024	-	-	-	-	-	-	-	-
Changes in provision	-	-	-	-	-	-	-	-
As at 31 March 2025	-	-	-	-	-	-	-	-
Changes in provision	-	-	-	-	-	-	-	-
As at 31 March 2026	-	-	-	-	-	-	-	-

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements, and maintaining debt financing plans.

28.1 Financial Risk Management (Contd...)

Maturities of financial liabilities

The tables below analyze the company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities and the amounts disclosed in the table are the contractual undiscounted cash flows.

(INR in lakhs)

Contractual maturities of financial liabilities as at 31 March 2026	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Borrowings*	-	108.41	-	-	108.41
Trade payable	876.55	-	-	-	876.55
Other payables	4.74	-	-	-	4.74
Total	881.29	108.41	-	-	989.70

Contractual maturities of financial liabilities as at 31 March 2025	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Borrowings*	-	110.51	-	-	110.51
Trade payable	0.87	-	-	-	0.87
Other payables	0.48	-	-	-	0.48
Total	1.36	110.51	-	-	111.87

* In case of defaulted term loans from banks included in borrowings, contractual maturities are beyond 12 months period, however same has become repayable on demand due to a default event occurring during the year end.

(C) Market Risk

a) Foreign currency risk

Most of the Company's transactions are carried out in INR. Exposures to currency exchange rates arise from the Company's loan from the holding company, trade receivables in case of export sales, and trade payables denominated in Euro and USD. To mitigate the Company's exposure to foreign currency risk, non-INR cash flows are monitored in accordance with the Company's risk management policies. Generally, the Company's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

Foreign currency risk exposure:

Particulars	As at 31 March 2026	As at 31 March 2025

	USD	Euro	USD	Euro
Financial assets				
Trade receivables	1,041.20	-	-	-
Net exposure to foreign currency risk (assets)	**-**	**-**	**-**	**-**
Financial liabilities				
Borrowings	-	-	-	-
Trade payables	874.46	-	-	-
Payable for Capital Goods	-	-	-	-
Advance from Customers	-	-	-	-
Net exposure to foreign currency risk (liabilities)	**874.46**	**-**	**-**	**-**

Sensitivity Analysis

The following table illustrates the sensitivity of profit before tax and other equity with respect to the Company's financial assets and financial liabilities. For the year ended 31st March 2026, the company assumes a 10%(if any) (31 March 2025: 10%) change in the INR/USD exchange rate and a 10%(if any) (31 March 2025: 10%) change in the INR/EUR exchange rate. Both of these percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date:

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
USD sensitivity		
10% (10%) appreciation	16.67	-
10% (10%) depreciation	(16.67)	-
Euro sensitivity		
10% (10%) appreciation	-	-
10% (10%) depreciation	-	-

b) Interest rate risk

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. As at 31 March 2026, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. Other borrowings i.e. loans from holding companies and redeemable preference shares are at fixed interest rates. The Company does not have any investments in bond or money markets and hence it is not exposed to any interest rate changes in financial assets. The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% for the year ended 31 March 2026 (31 March 2025: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

28.2 Financial Risk Management (Contd...)

(i) Liabilities

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Variable rate borrowing	-	-
Fixed rate borrowing	-	-
Total	**-**	**-**

Sensitivity analysis

Below is the sensitivity of profit or loss and equity changes in interest rates. Increase in interest rates will have a negative impact on profit and loss and equity. Conversely, a decrease in interest rates will have a positive impact on profit and loss, and equity.

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Interest sensitivity		
Interest rates – increase by 100 basis points	-	-
Interest rates – decrease by 100 basis points	-	-

(ii) Assets

The company's fixed deposits are carried at amortized cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the financial assets:

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Variable rate deposits/ loans	-	-
Fixed rate deposits/ loans	-	-
Total	**-**	**-**

29. Capital management

The Company' s capital management objectives are

- to ensure the company's ability to continue as a going concern

- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

(INR in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Net debts	49.41	110.26
Total equity	3,125.18	(86.93)
Net debt to equity ratio	**0.02**	**N/A**

Dividends

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Dividend on Equity shares	Nil	Nil
(ii) Dividends not recognised at the end of the reporting period	Nil	Nil

30. Related parties disclosures

In accordance with the requirements of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" the name of the related party, related party relationship, transactions, and outstanding balances including commitments where control exists and with whom transactions have taken place during the reported period are as follows:

a) Key management personnel (KMP)& their relatives

Name of person	Nature of relationship
Tikamchand Rakhi	Director (Retired w.e.f 14/11/2025)
Lakshmaiah Devrajulu	Whole time director (Retired w.e.f 14/11/2025)
Zakir Hussain Munavar	Director (Retired w.e.f 14/11/2025)
D. R. Suresh	Director (Retired w.e.f 14/11/2025)
Padam Dugar	Chief Financial Officer (Retired w.e.f 11/11/2025)

Annjana Dugar	Wife of CFO (up to 11/11/2025)
Ulhas Narayan Deosthale	Independent Director (w.e.f 6/11/2024)
Jankiben Kunalbhai Brahmbhatt	Independent Director (w.e.f 6/11/2024)
Vinoth Mohanadas Kumar	Director (w.e.f 14/11/2025)
Yasiru Sanghida Lelwala	Director (w.e.f 14/11/2025)
Palaniappan Kumarapan	Independent Director (w.e.f 14/11/2025)
Nirmal De Soysa Cooke	Independent Director (w.e.f 21/11/2025)
Bellan Senthil Kumar	Director (w.e.f 21/11/2025)
Manisha Roopchand Sharma	Company Secretary (w.e.f 21/11/2025)

b) Enterprises significantly influenced by Directors and/or their relatives:

1. Dugar Housing Limited
2. Adhya homes
3. NorthLark Pte Ltd

c) Transactions with related parties

(INR in lakhs)

Transactions with related parties for the year ended March 31, 2026 are as follows: (Previous Year's figures are shown in brackets)

Sr. No.	Nature of transaction	Enterprises significantly influenced.	KMPs and relative of KMP	Total
	Transactions during the year			
1	Director Remuneration & Salary	-	7.20	7.20
		-	(0.60)	(0.60)
2	Director sitting fees	-	3.43	3.43
		-	(6.10)	(6.10)
3	Loans taken	1.00	14.10	15.10
		(9.34)	(3.85)	(13.19)
4	Loans taken repayment	3.95	13.25	17.20
		(3.24)	(28.50)	(31.74)
5	Loans given received back	-	-	-
		-	(1.15)	(1.15)
6	Sale of Service	657.76	-	-
	Balance outstanding at the year end:			
7	Loan Payable Outstanding	64.65	43.76	108.41
		(67.60)	(42.91)	(110.51)
8	Loan Receivable Outstanding	-	2.85	2.85
		-	(2.85)	(2.85)
9	Trade Receivable*	662.58	-	662.58

* The closing receivable balance from the related party includes the effect of year-end translation of outstanding foreign currency receivables in accordance with Ind AS 21, "The Effects of Changes in Foreign Exchange Rates".

31. Segment Reporting

The Company has determined its operating segments in accordance with Ind AS 108 – Operating Segments. The Company is engaged in a single line of business, namely Information Technology enabled services.. The Chief Operating Decision Maker (CODM) reviews the Company's performance as a single operating segment for the purpose of allocating resources and assessing performance. Accordingly, the Company has only one reportable operating segment and, therefore, separate segment information is not required to be disclosed.

(a) Geographical Information

(INR in lakhs)

Revenue from external customers based on the geographical location of customers is as follows:

Particulars	2025-2026	2024-2025
India	-	-
Outside India	1033.62	-

Total Revenue from Operations	**1033.62**	**-**

The Company's non-current assets are substantially located in India. There are no material non-current assets located outside India.

(b) Information about Major Customers

During the year, revenue amounting to ₹375.86/- Lakhs and ₹657.76/- Lakhs was derived from two external customers, respectively. Such revenues relate to the Company's sole reportable operating segment.

32. In the opinion of the Board of Directors, Current Assets, Loans & Advances have value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. The provision for depreciation and for all know liabilities is adequate and not in excess of the amount reasonably necessary.

33. Confirmation letters have not been obtained from all the parties in respect of Trade Receivable, Other Non-Current Assets, and Other Current Assets. Accordingly, the balances of the accounts are subject to confirmation, recondition, and consequent adjustments, if any.

34. The company has no any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 in F.Y 2025-2026.

35. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

36. The Company has not traded or invested in Crypto currency or Virtual Currency during the year.

37. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

38. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

39. The Company do not have any such transaction which is not recorded in the books of accounts and that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

40. The company holds all the title deeds of immovable property in its name.

41. There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

42. The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

43. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

44. Accounting Ratios

Sr No	Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason of Variance
1	Current Ratio	Current Asset	Current Liabilities	4.59	13.51	-66.00%	The Current Ratio decreased primarily due to a significant increase in current liabilities during the year, particularly trade payables and other current obligations, which exceeded the growth in current assets.
2	Debt-Equity Ratio	Long Term Debt	Net worth	0.03	N/A	N/A	N/A

3	Debt Service Coverage Ratio	(Net Profit + Non Cash operating expenses+Interest on Long term loans+Other adjustment)	(Total amount of interest & principal of long term loan payable or paid during the year)	N/A	N/A	N/A		N/A
4	Return on Equity Ratio	Net profit After Tax & Exceptional Item	Average Net worth	6.85%	N/A	N/A		N/A
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Value of Inventory	N/A	N/A	N/A		N/A
6	Trade Receivables turnover ratio (in times)	Credit Sales	Average Trade Receivable	1.99	N/A	N/A		N/A
7	Trade Payable turnover ratio (in times)	Credit Purchase	Average Trade Payable	1.97	N/A	N/A		N/A
8	Net capital turnover ratio (in times)	Sales	Net Asset	0.33	N/A	N/A		N/A
9	Net profit ratio	Net profit After Tax & Exceptional Item	Revenue from Operation	10.86%	11.68%	-7.01%	The Net Profit Ratio decreased marginally from 11.68% in the previous year to 10.86% in the current year. The decline is primarily attributable to a relatively higher increase in operating and administrative expenses as compared to the growth in revenue from operations during the year.	
10	Return on Capital employed (in %)	EBIT	Capital Employed	3.62%	N/A	N/A		N/A
11	Return on Investment (in %)	Net Return on Investment	Cost of Investment	N/A	N/A	N/A		N/A

*Ratios disclosed as "N.A." represent instances where the ratio is not applicable or not meaningful due to the absence of the relevant underlying balance/activity, negative denominator, or lack of comparability with the previous year.

For M Sahu & Co.
Chartered Accountants
Firm Registration No. 130001W
Partner (Manojkumar Sahu)
Membership No. 132623
UDIN : 26132623YAORYC8057

Place: Vadodara
Date: 27/05/2026

For Axentra Corp Limited(Formerly known as Dugar Housing Development Limited)

Yasiru Sanghida Lelwala
Director
DIN: 11378841

Manisha Sharma
Company Secretary

Vinoth Mohandas Kumar
Director
DIN: 07616951

Senthil Kumar Bellan
Chief Financial Officer

Place: Chennai Date: 27/05/2026

08

Annual General Meeting Forms

Proxy Form (Form No. MGT-11), Attendance Slip and the route map to the venue of the 34th Annual General Meeting. Please detach and complete as applicable.

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

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): ______________________________

Registered Address: ______________________________

E-mail ID: ______________________________

Folio No./DP ID & Client ID: ______________________________

I/We, being the member(s) of __________________ Equity Shares of Axentra Corp Limited, hereby

appoint:

FIRST PROXY

Name: ______________________________

Address: ______________________________

E-mail ID: ______________________________

Signature: ______________________________

or failing him/her

SECOND PROXY

Name: ______________________________

Address: ______________________________

E-mail ID: ______________________________

Signature: ______________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Wednesday, 30th September 2026 at 02:00 P.M. at the Registered Office of the Company at Building no. 351 - Door 1A , 1st Floor , Avvai Shanmugam Salai, Gopalapuram (Chennai), Tamil Nadu, India, 600086 , and at any adjournment thereof in respect of such resolutions as are indicated below .

Sr no.	Resolutions	For	Against
Ordinary Business			

1.	Adoption of Financial Statements for the Financial year ended March 31, 2026.		
2.	Re-appointment of Mr. Vinoth Kumar Mohanadas as a Director liable to retire by rotation.		
3.	Appointment of M/S M Sahu & Co Chartered Accountants as the Statutory Auditors of the Company.		
Special Business			
4.	Regularization of Additional Director , MS. Adarshana Vinoth Kumar (DIN 11874427) as a Non-Executive and Non- Independent Director of the Company.		
5.	Regularization of Additional Director, Mr. Dhiraj Kapur (DIN: 06640033) as a Non-Executive and Independent Director of the Company.		
6.	Appointment of Mr. Senthil Kumar Bellan (DIN: 11536666) as a Managing Director of the Company		
7.	Increase in Authorized Share Capital of the Company and consequent Alteration of Memorandum of Association		
8.	Adoption of new set of Memorandum of Association (MOA) Of Company in accordance with Companies Act,2013.		
9.	Adoption of New set of Articles of Association (AOA) Of Company in accordance with Companies Act, 2013.		
10.	Offer, Issue and Allot Equity Shares on Preferential Basis for Consideration other than Cash.		
11.	Raising of funds through issue of Equity Shares on Preferential Allotment basis to the individual investors - Non-Promoter – Public Category for Cash .		
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.		
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.		
14.	Approval for entering into the Related Party Transactions with Specified Related Parties.		

Signed this ------------- day of ________2026

Signature of Shareholder (s): ____________________

Signature of Proxy Holder (s): ____________________

Affix Revenue stamp of

Re.1/-

(signature across the stamp)

Notes:

(1) This form of proxy must be deposited at the Registered Office of Axentra Corp Limited at, Building no. 351 - Door 1A , 1st Floor , Avvai Shanmugam Salai, Gopalapuram (Chennai),Chennai, Chennai, Tamil Nadu, India, 600086at least 48 hours before the commencement of this said Meeting.

(2) All alterations made in the form of proxy should be initialed.

(3) Please affix appropriate revenue stamp before putting signature

(4) In case of multiple proxies, the proxy later in time shall be accepted.

(5) A proxy need not be a shareholder of Axentra Corp Limited.

(6) No person shall be appointed as a proxy who is a minor

(7) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(8) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

AXENTRA CORP LIMITED

(Formerly known as Dugar Housing Developments Limited)

Corporate Identification Number: L62013TN1992PLC023689

Registered Office: Building no. 351 - Door 1A , 1st Floor , Avvai Shanmugam Salai, Gopalapuram, Chennai, Tamil Nadu, India, 600086

Tel. No. +91 9152205386 ; **Email:** info@axentracorp.ai ; **Web**: www.axentracorp.ai

ATTENDANCE SLIP

ANNUAL GENERAL MEETING OF SHAREHOLDERS ON WEDNESDAY, SEPTEMBER 30, 2026 AT 02:00 P.M.

Folio No.	DP ID	Client ID No.

I /We hereby record my/ our presence at the Annual General Meeting of the shareholders of **Axentra Corp Limited** (formerly known as Dugar Housing Developments Limited), held at Building no. 351 - Door 1A, 1st Floor, Avvai Shanmugam Salai, Gopalapuram, Chennai, Tamil Nadu, India, 600086 on Wednesday the 30th September, 2026 at 02:00 P.M.

Name of First named Member/ Proxy/Authorised Representative : ---

Name of Joint Member (if any) : ---

No. of Shares : ---

Signature of Shareholder/Proxy/Authorized Representative

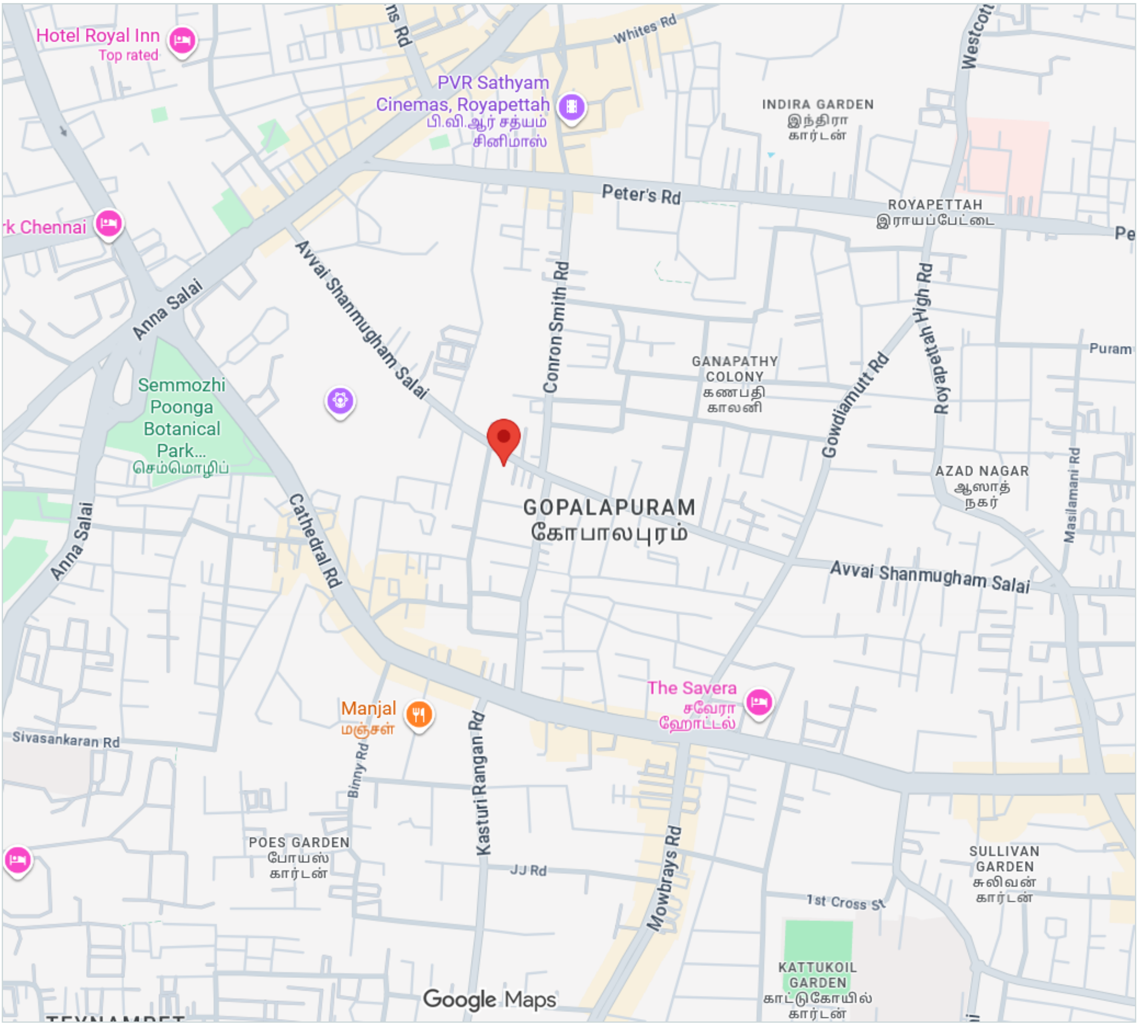
Note: Please fill up this Attendance Slip and hand it over at the entrance of the meeting hall.

Notes:

1. The shareholders attending the meeting in person or by proxy or through authorized representatives are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. The shareholders who come to attend the meeting are requested to bring their copy of the Notice of the Annual General Meeting.
3. The shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of **Axentra Corp Limited** (formerly known as Dugar Housing Developments Limited) in respect of such joint holding will be entitled to vote.

ROUTE MAP

Venue: Building No. 351, Door 1A, 1st Floor, Avvai Shanmugam Salai, Gopalapuram, Chennai 600086



Map: Google Maps

Axentra

Axentra Corp Limited

(Formerly known as Dugar Housing Development Limited)
CIN: L62013TN1992PLC023689
Building No. 351, Door 1A, 1st Floor, Avvai Shanmugam Salai,
Gopalapuram, Chennai 600086, Tamil Nadu, India
www.axentracorp.ai

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