

**NOTICE OF THE EXTRA-ORDINARY
GENERAL MEETING OF AXENTRA CORP
LIMITED**

(Formerly known as Dugar Housing Developments Limited)

AXENTRA CORP LIMITED

(formerly known as Dugar Housing Developments Limited)

Corporate Identification Number: L65922TN1992PLC023689

Registered Office: Dugar Towers, 123 Marshalls Road Egmore, Chennai, Tamil Nadu, India, 600008

Tel. No. +91 9152205386 ; Email: dugarhdl@gmail.com ; Web: www.dhousingl.in

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Axentra Corp Limited (formerly known as Dugar Housing Developments Limited) will be held on Saturday, January 03, 2026 at 12.30 P.M. at Hotel Mount Heera, 287, M.K.N Road , St. Thomas Mount, Alandur, Chennai- 600 016 to transact the following businesses:

SPECIAL BUSINESSES

ITEM NO. 1

INCREASE IN AUTHORISED 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. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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."

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. 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. 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 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."

ITEM NO. 2

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

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

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended from time to time, the Consolidated FDI Policy as amended, and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as amended from time to time and all applicable Rules, Regulations, Circulars and other applicable laws for the time being in force and subject to all applicable approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (FIIs) including their sub-accounts registered with the Securities and Exchange Board of India (SEBI) and Registered Foreign Portfolio investors (RFPIs) registered under The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit of 100% (hundred per cent) of the paid-up equity share capital on fully diluted basis for the time being, provided, however, that the equity shareholding of each FII /RFPIs on his own account and on behalf of each of SEBI approved sub-account in the Company may alter such limits as are applicable or may be prescribed, from time to time, under applicable acts,

laws, rules and regulations, including any statutory modification (s) or re-enactment (s) thereof for the time being in force.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Non Resident Indians (NRIs) to acquire and hold in their own account not exceeding the aggregate limit of 100% of the paid up Equity Share Capital of the Company on fully diluted basis or such limit as are or may be prescribed from time to time under applicable laws, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India and the depositories of the increase in investment limits of non-resident Indians / FPIs / FIIs etc. in the equity shares of the Company and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company.”

ITEM NO. 3

AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013 - INCREASE IN INVESTMENT LIMITS.

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

“RESOLVED THAT in supersession of all earlier resolutions passed and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to: (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. **400,00,00,000/-**-(Rupees Four Hundred Crores) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. “

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board 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.”

ITEM NO. 4

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 1,00,00,000 (One Crore) 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. 20/- (Rupees Twenty only) per equity share [i.e. including a premium of Rs. 10/- (Rupees Ten 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 Allottee 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 dematerialized 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 Thursday, 4th December, 2025 being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Saturday, January 03, 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 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 other steps which may be incidental, consequential, relevant or ancillary in this regard".

ITEM NO. 5

REGULARIZATION OF ADDITIONAL DIRECTOR, MR. VINOOTH KUMAR MOHANADAS BY APPOINTING HIM AS AN EXECUTIVE & NON-INDEPENDENT DIRECTOR 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 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. Vinoth Kumar Mohanadas (DIN 07616951), who was appointed as an Additional Director (in the capacity of a Executive & Non-Independent Director) of the company by the Board of Directors at its meeting held on 14th November, 2025 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 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, Mr. Vinoth Kumar Mohanadas (DIN 07616951) who has submitted a declaration that he is not disqualified to act as a Director of the Company under section 164 of the Act, be and is hereby appointed as an 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 regularise the appointment of Mr. Vinoth Kumar Mohanadas (DIN 07616951), who was appointed by the Board of Directors as executive and Non Independent Director with effect from 14th November , 2025 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, he 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 Mr. Vinoth Kumar Mohanadas."

"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."

ITEM NO. 6

REGULARIZATION OF ADDITIONAL DIRECTOR, MR. YASIRU LELWALA BY APPOINTING HIM AS AN EXECUTIVE & NON-INDEPENDENT DIRECTOR 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 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. Yasiru Lelwala (DIN- 11378841), who was appointed as an Additional

Director (in the capacity of an Executive & Non- Independent Director) of the company by the Board of Directors at its meeting held on 14th November, 2025 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 an 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, Mr. Yasiru Lelwala (DIN- 11378841), who has submitted a declaration that he is not disqualified to act as a Director of the Company under section 164 of the Act, be and is hereby appointed as an 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 regularise the appointment of Mr. Yasiru Lelwala (DIN- 11378841), who was appointed by the Board of Directors as executive and Non Independent Director with effect from 14th November , 2025 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, he 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 Mr. Yasiru Lelwala."

"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."

ITEM NO. 7

REGULARIZATION OF ADDITIONAL DIRECTOR MR. NIRMAL DE SOYSA COOKE BY APPOINTING HIM AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following resolution as a Special 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. Nirmal De Soysa Cooke (DIN 11382573), 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 21st November, 2025 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, Mr. Nirmal De Soysa Cooke (DIN 11382573) 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 21st November, 2025 to 20th November, 2030, 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."

ITEM NO. 8

APPOINTMENT OF MR. PALANIAPPAN KUMARAPPAN 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 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. Palaniappan Kumarappan (DIN- 10986223), who was appointed as an Additional Director (in the capacity of a Managing Director & Non- Independent Director) of the company by the Board of Directors at its meeting held on 14th November, 2025 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 an Managing Director & 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, Mr. Palaniappan Kumarappan (DIN-10986223), who has submitted a declaration that he is not disqualified to act as a Director of the Company under section 164 of the Act, be and is hereby appointed as an 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, 203 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 regularise the appointment of Mr. Palaniappan Kumarappan , who was appointed by the Board of Directors as Managing Director with effect from 14th November , 2025 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, he 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 Mr. Palaniappan Kumarappan."

RESOLVED FURTHER THAT the members hereby confirm and ratify all acts, deeds and things done by Mr. Palaniappan Kumarappan as Managing Director from the date of his appointment by the Board till the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary or revise the terms and conditions of the appointment including remuneration of Mr. Palaniappan Kumarappan, in accordance with the applicable provisions of the Act, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. 9

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 NAMED OF THE COMPANY.

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

The company vide its Special Resolution in the Extraordinary General meeting of the Company which was held on 08th May, 2025 had approved the name change of the company from Dugar Housing Developments Limited to Axentra Corp Limited. However, the certificate from the practicing Chartered Accountant was not placed before the shareholders for their approval. In order to comply with the same, the certificate from the practicing Chartered Accountant confirming the compliance with Regulation 45(1) read with Regulation 45(3) of SEBI LODR Regulations, 2015 is now circulated among the members. Accordingly, the following resolution is proposed to be passed.

“RESOLVED THAT in continuation of the Special Resolution approved in Extra-Ordinary General Meeting dated 08th May, 2025, the Company has circulated the compliance certificate issued in compliance with Regulation 45(1) read with Regulation 45(3) of the SEBI LODR Regulations, 2015 and the shareholders have noted the same.”

**By Order of the Board of Directors
For Axentra Corp Limited
(formerly known as Dugar Housing Developments Limited)**

Company Secretary & Compliance Officer

Place: Chennai

Dated: 11.12.2025

Registered Office:

Dugar Towers, 123 Marshalls Road,

Egmore, Chennai, Tamil Nadu, India, 600008

Website: www.dhousingl.in **CIN:** L65922TN1992PLC023689

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the company.
2. 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 EOGM 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 of EOGM will also be available on the company’s website www.dhousingl.in and on the websites of the stock exchange i.e. BSE Limited at www.bseindia.com
3. 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 shareholding 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.

4. 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 Agent.
5. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification.
6. 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.
7. 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.
8. 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.
9. 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.
10. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary 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.
11. 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.dhousingl.in. Members holding shares in demat mode should file their nomination with their Depository Participant (DPs) for availing this facility.
12. 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.dhousingl.in. 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.

13. 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.
14. 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.
15. 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.
16. 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 Extra Ordinary Meeting of the Company.
17. 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 3.00 pm) on all working days, up to and including the date of the Extra Ordinary General Meeting of the Company.
18. 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.
19. 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.
20. 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) Friday the 26th December, 2025.
21. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto.

22. Mr. Ankur Gandhi, Company Secretary in Practice, has been appointed as a Scrutinizer to scrutinize the e-voting process and voting at meeting in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the meeting 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, and submit forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
24. The Results shall be declared on or after the Extra Ordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and CDSL and communicated to the BSE Limited.

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

The remote e-voting period begins on Wednesday, December 31, 2025 at 09:00 A.M. and ends on Friday, January 02, 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. 26th December, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday the 26th December, 2025.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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

	<p>CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <ol style="list-style-type: none"> 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.
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

NSDL Mobile App is available on



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.
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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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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	<p>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.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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 **Axentra Corp Limited (formerly known as Dugar Housing Developments Limited)** 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; dugarhdl@gmail.com (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 adgandhi1989@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 Wednesday, December 31, 2025 (9.00 A.M. IST) and ends on Friday, January 02, 2026 (5.00 P.M. IST). During this period CDF, Members holding shares either in physical form or in dematerialized form, as on Friday 26th December, 2025, 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 EOGM

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.dhousingl.in 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.

**By Order of the Board of Directors
For Axentra Corp Limited
(formerly known as Dugar Housing Developments Limited)**

Company Secretary & Compliance Officer

Place: Chennai

Dated: 11.12.2025

Registered Office:

Dugar Towers, 123 Marshalls Road,

Egmore, Chennai,

Tamil Nadu, India, 600008

Website: www.dhousingl.in

CIN: L65922TN1992PLC023689

ANNEXURE TO NOTICE

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

ITEM NO. 1

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Equity Shares. The Board of Directors at Item No. 4 of the Notice, proposes to issue and allot Equity by way of preferential allotment. Hence it is therefore deemed appropriate to increase the Authorized Equity Share Capital of the Company to accommodate the issue of Equity Shares and for that purpose, the Capital Clause No. V of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No. 1 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for Increase of the Authorized Share Capital and for the Consequent Amendment to the capital clause of the Memorandum and Articles of Association of the Company.

The Current Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity shares of Rs. 10/- each. The Issued Subscribed and Paid-up Capital of the Company is Rs. 9,70,00,000/- (Rupees Nine Crores Seventy Lakhs only) divided into 97,00,000 (Ninety-Seven Lakhs) Equity Shares of Rs. 10/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity Shares, the Board of Directors considers that, the existing Authorized Share Capital of the Company is proposed to be increased from Rs 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity shares of Rs. 10/- each to 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.

Further, the increased Authorized Share Capital will have to be reflected in the Memorandum and Articles of Association of the Company.

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.

Your directors recommend the resolutions at item no. 1 for your approval as an Ordinary Resolution

ITEM NO. 2:

In terms of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended read with relevant Notifications/circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy

and Promotion and the Reserve Bank Of India in connection with foreign investment, the Foreign Institutional Investors (FIIs) class has been re-classified as Registered Foreign Portfolio Investors (RFPIs). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and deemed RFPIs put together shall not exceed 100% and NRIs can in aggregate hold upto 100% of paid-up Equity Capital of the Company. However, this limit of 100% for FIIs/RFPIs and 100% for NRIs may be altered accordingly aligning with the sectoral cap applicable to the Company which is 100% of the Paid-up capital, with the approval of the Board of Directors (Board) and the shareholders of the Company by way of a Special Resolution.

The Resolution set out at Item No. 2 of the Notice will also enable the FIIs/ RFPIs and NRIs to acquire shares of the Company through Stock Exchange within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

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.

Your directors recommend the resolution set out at item no. 2 for your approval as a Special Resolution.

ITEM NO. 3

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives including acquisition of shares as envisaged in item no. 4 of the Notice, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, for an amount not exceeding Rs. 400 Crores (Rupees Four Hundred Crores) outstanding at any time, as proposed in the Notice.

The above proposal is in the interest of the Company.

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.

Your directors recommend the resolution set out at item no. 3 for your approval as a Special Resolution.

ITEM NO. 4

The Board of Directors had, at its meeting held on Thursday, December 11, 2025, 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 1,00,00,000 (One Crore) Equity Shares to the Proposed Allottees / Investors (Non-Promoters - Public Category), 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 (Public Category) 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:

Subject to the applicable law, the funds to be raised from the proposed issue of equity shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, acquisition / investments of securities and general corporate purposes or any combination thereof to pursue the business objects of the Company.

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

2. Number of shares and Pricing of Preferential Issue:

The Company proposes to issue up to 1,00,00,000 (One Crore) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up of the Company at Rs. 20/- (Rupees Twenty only) each including a premium of Rs. 10/ (Rupees Ten only) per share aggregating upto Rs. 20,00,00,000/- (Rupees Twenty Crores 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 exchange 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 Thursday the 4th December, 2025, which is 30 (Thirty) days prior to the date of this Extraordinary 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 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, 166 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 December 11, 2025 issued by CA Payal Gada (Membership No. 110424) proprietress of M/s Payal Gada & Co. (Firm Regn. No. 148529W) and also an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170, 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 CA Payal Gada (Membership No. 110424) proprietress of M/s Payal Gada & Co. (Firm Regn. No. 148529W) and also an Independent Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170 (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra shall be Rs. 10.54/- 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 Board of Directors have decided the issue price at Rs. 20/- per share.

The issue price has been determined based on a consideration of **(i)** Valuation Report dated 11th December, 2025, issued by M/s Payal Gada & Co, Independent Chartered Accountant, 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.

The pricing of the Shares to be allotted on a preferential basis is Rs. 20 per equity share, which is a price not less than the Floor Price determined in the manner set out above, in accordance with Chapter V of the ICDR Regulations, and the price per equity share of the Company as on the Relevant Date, determined based on the Valuation Report dated 11th December, 2025 issued by CA Payal Gada independent Registered Valuer with IBBI Registration Number.: IBBI/RV/06/2019/11170.

Considering that the allotment shall result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 20/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated December 11, 2025, issued by FCA Payal Gada, a Chartered Accountant (IBBI Regd. No. IBBI Regd. No. IBBI/RV/06/2019/11170, having office at S-15, 2nd floor, Sej Plaza, Marve Road, Malad (West), Mumbai-400064, Maharashtra), in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”). The valuation report shall be available for inspection by the Members and the same may be accessed on the Company’s website as the link www.dhousingl.in

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.

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 (*)	
	No. of Shares held	% of Holding	No. of Shares	No of shares held and shares issued through this notice	% of Holding
AL Maha Investment Fund PCC - Onyx Strategy	0	0	25,00,000	25,00,000	12.69
Altitude Investment Fund PCC - Cell 1	3,00,000	3.09	25,00,000	28,00,000	14.21
Green Horizon Fund PCC - Cell 1	0	0.00	25,00,000	25,00,000	12.69
Minerva Ventures Fund	0	0.00	25,00,000	25,00,000	12.69
Total	3,00,000	3.09	1,00,00,000	1,03,00,000	52.28

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	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.	AL Maha Investment Fund PCC- Onyx Strategy	AL Maha Investment Fund PCC- Onyx Strategy a Mauritius based fund is registered with Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as a Foreign Portfolio Investor (FPI) as a Category 1 and appropriately regulated fund. The address of the FPI is Hotel Avenue 11 th Floor, Bramer House Cybercity Ebene, 11111, Mauritius. The governance and decision making with respect to the fund is controlled by Ms. Karuna Ramchurn who is a Mauritian. The fund will hold 12.69% of post Preferential issue on fully diluted basis.
2	Altitude Investment Fund PCC - Cell 1	Altitude Investment Fund PCC- Cell 1, a Mauritius based fund is registered with Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as a Foreign Portfolio Investor (FPI) as a Category 1 and appropriately regulated fund. The address of the FPI is Hotel Avenue 11 th Floor, Bramer House Cybercity Ebene, 11111, Mauritius. The governance and decision making with respect to the fund is controlled by Mr. Seepersand Lutchmeeprakash. The fund will hold 14.21% of post Preferential issue on fully diluted basis.
3	Green Horizon Fund PCC - Cell 1	Green Horizon Fund PCC - Cell 1, a Mauritius based fund is registered with Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as a Foreign Portfolio Investor (FPI) as a Category 1 and appropriately regulated fund. The address of the FPI is Hotel Finserv Ltd, Bramer House 11th Floor Hotel Avenue Ebene, 72201, Mauritius. The governance and decision making with respect to the fund is controlled by Etienne Marie Raymond De Lassus Saint Genies who is a French national. The fund will hold 12.69% of post Preferential issue on fully diluted basis.

4	Minerva Ventures Fund	Minerva Ventures Fund, a Mauritius based fund is registered with Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2019 as a Foreign Portfolio Investor (FPI) as a Category 1 and appropriately regulated fund. The address of the FPI is C/o Ons Finserv Ltd, Hotel Avenue, 11th Floor, Bramer House, Ebene, Cybercity, 11111, Mauritius. The governance and decision making with respect to the fund is controlled by Mr. Ghanshyam Hurry who is a Mauritian. The fund will hold 12.69% of post Preferential issue on fully diluted basis.

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 I** 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: 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 made one preferential issue during the current financial year 2025-26 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 2025-26 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 Shivam Bhatt & Co., Company Secretaries in Practice, (M. No.- ACS 58372, CP No. 22655), 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"

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. 52.28% 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 Allottees.

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 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 EGM i.e. January 03, 2026. Members seeking to inspect such documents can send an email to dugarhdl@gmail.com

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. 4 as set out in the accompanying Notice for approval by the Members of the Company.

ITEM NO. 5

Mr. Vinoth Kumar Mohanadas (DIN 07616951) , on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Executive & Non- Independent Director with effect from 14th November, 2025 by the Board of Directors in accordance with of the Articles of Association and sections 161 and of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Vinoth Kumar Mohanadas (DIN 07616951) holds office upto the date of the 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 an Executive & Non-Independent Director of the Company".

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Vinoth Kumar Mohanadas as an Executive and Non-Independent Director of the Company.

The Board of Directors have decided to appoint Mr. Vinoth Kumar Mohanadas Executive and Non-Independent Director for a tenure of 3 years with effect from 14th November, 2025 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.

Except Mr. Vinoth Kumar Mohanadas and Mr. Palaniappan Kumarappan none of the other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. Since Mr. Planiappan Kumarappan is a brother-in-law of Mr. Vinoth Kumar Mohanadas (Executive & Non-Independent Director) he becomes an interested party.

The Board of Directors recommend passing of the resolution set out in Item No. 5 of this Notice.

ITEM NO. 6

Mr. Yasiru Lelwala (DIN 11378841) , on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Executive & Non-Independent Director with effect from 14th November, 2025 by the Board of Directors in accordance with of the Articles of Association and sections 161 and of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Mr. Yasiru Lelwala (DIN 11378841) holds office upto the date of the 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 an Executive & Non-Independent Director of the Company".

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Yasiru Lelwala (DIN 11378841) as an Executive and Non-Independent Director of the Company.

The Board of Directors have decided to appoint Mr. Yasiru Lelwala (DIN 11378841) for a tenure of 3 years with effect from 14th November, 2025 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.

The Board of Directors recommend passing of the resolution set out in Item No. 6 of this Notice.

ITEM NO. 7

Mr. Nirmal De Soysa Cooke (DIN 11382573), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 21st November, 2025 by the Board of Directors in accordance with of the Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Nirmal De Soysa Cooke holds office upto the date of the General Meeting of the Company. The Company has also received a declaration of independence from Mr. Nirmal De Soysa Cooke. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 for the term of 5 years from 21st November, 2025 subject to the approval of members by way of Special Resolution and has given his consent to act as a Director of the Company and also provided declaration to the effect that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Nirmal De Soysa Cooke as a Non-Executive Independent Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013.

In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Nirmal De Soysa Cooke is not liable to retire by rotation. Mr. Nirmal De Soysa Cooke if appointed, will hold office for a consecutive term of 5 years commencing from 21st November, 2025.

In the opinion of the Board, Mr. Nirmal De Soysa Cooke fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.

Except Mr. Nirmal De Soysa Cooke none of the other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 7 of this Notice.

ITEM NO. 8

Mr. Palaniappan Kumarappan (DIN 10986223) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Managing Director with effect from 14th November, 2025 by the Board of Directors in accordance with of the Articles of Association and sections 196, 197, 203 Companies Act 2013 ("the Act") 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) .

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Palaniappan Kumarappan as a Managing Director of the company in terms of section 196, 197, 203 read with section 152 of the Companies Act, 2013 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.

The tenure of the Managing Director is fixed for the period of 3 years with effect from 14th November, 2025 and may be altered as and when need arises within the tenure limits as mentioned in the Companies Act read along with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Except Mr. Palaniappan Kumarappan and Mr. Vinoth Kumar Mohanadas and none of the other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. Since Mr. Palaniappan Kumarappan is a brother-in-law of Mr. Palaniappan Kumarappan (Managing Director) he becomes an interested party.

Your directors recommend the resolution No. 8 for your approval as a Special Resolution.

ITEM NO. 9

The company vide its Special Resolution in the Extra-ordinary General meeting of the Company which was held on 08th May, 2025 had approved the name change of the company from Dugar Housing Developments Limited to Axentra Corp Limited.

However, the certificate from the practicing Chartered Accountant was not placed before the shareholders for their approval. In order to comply with the same, the certificate from the practicing Chartered Accountant confirming the compliance with Regulation 45(1) read with Regulation 45(3) of SEBI (LODR) Regulations, 2015 is now circulated among the members. Accordingly, the Company is attaching the certificate issued by the practicing Chartered Accountant in this explanatory statement as under:

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.

Your directors recommend the resolution No. 9 for your approval as a Special Resolution.

By Order of the Board of Directors
For Axentra Corp Limited,
(formerly known as Dugar Housing Developments Limited)

Company Secretary & Compliance Officer

Place: Chennai

Dated: 11-12-2025

Registered Office:

Dugar Towers, 123 Marshalls Road,

Egmore, Chennai,

Tamil Nadu, India, 600008

Website: www.dhousingl.in

CIN: L62013TN1992PLC023689

Date:13/11/2025

To,
General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400 001

Dear Sir,

Sub: Application for "Final Approval" for change in name of Company from Dugar Housing Developments Limited to Axentra Corp Limited as per sub regulation 3 of regulation 45 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

On the basis of Unaudited Balance Sheet as at September 30, 2025 of Dugar Housing Developments Limited (herein refer to as Company) having its Registered Office situated at 123, 7th Floor, Dugar Towers, 34(123) Marshalls Road Egmore, Chennai, Tamil Nadu, 600008 and pursuant to the approval of shareholders of the company in respect to the proposed change of name of the Company and in view of the change in business activities (Object Clause), I CA UDIT PATADIYA, Chartered Accountant, hereby certify that the company has complied with the following conditions as laid down under Regulations 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

LODR REGULATIONS 45(1)	PARTICULARS	COMMENT
a.	A time period of at least one year has elapsed from the last name change;	Yes. There is no change in the name of the company since its Incorporation and accordingly the company has complied with the provisions of Regulation 45 (1) (a) of SEBI (LODR) Regulations, 2015.
b.	at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name	Not Applicable



c.	The amount invested in the new activity / project is at least fifty percent of the assets of the listed entity.	<p>Yes, the Company has complied with the same and the details are as under:</p> <table border="1" data-bbox="837 398 1394 925"> <thead> <tr> <th>Particulars</th> <th>Amount Invested Rs. in lacs</th> <th>% of Total Investment</th> </tr> </thead> <tbody> <tr> <td>Investment from Prior Activity (Trading)</td> <td>2.85</td> <td>0.25</td> </tr> <tr> <td>Investment from New Activity (Software Development, IT and AI Services)</td> <td>1123.26</td> <td>99.75</td> </tr> <tr> <td>Total</td> <td>1126.11</td> <td>100.00</td> </tr> </tbody> </table> <p>Hence, accordingly to Regulation 45(1) (c) of the LODR. the amount invested in the new activity is at least fifty percent of the assets of the listed entity.</p>	Particulars	Amount Invested Rs. in lacs	% of Total Investment	Investment from Prior Activity (Trading)	2.85	0.25	Investment from New Activity (Software Development, IT and AI Services)	1123.26	99.75	Total	1126.11	100.00
Particulars	Amount Invested Rs. in lacs	% of Total Investment												
Investment from Prior Activity (Trading)	2.85	0.25												
Investment from New Activity (Software Development, IT and AI Services)	1123.26	99.75												
Total	1126.11	100.00												

We further certify that the company has not changed its name in the last one (1) year.

For CA UDIT PATADIYA
Chartered Accountants




CA UDIT PATADIYA
Proprietor
M. No. 186029
Place: VADODARA
Date: 13/11/2025
UDIN:- 25186029BMHRHJ7802

Annexure I
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	60,03,449	61.89	60,03,449	30.48
Sub- Total (A)	60,03,449	61.89	60,03,449	30.48
Non promoters				
Mutual Funds	0	0.00	0	0.00
Foreign Portfolio Investors (Proposed Allottees)	15,40,000	15.87	1,15,40,000	58.57
Financial Institutions / Bank / Insurance Companies	0	0.00	0	0.00
Bodies Corporate	65,061	0.67	65,061	0.33
Non-Resident Indians / Overseas Corporate bodies	50	0.018	50	0.00
Individual - Public	20,91,198	21.55	20,91,198	10.62
Directors and their Relatives	0	0.00	0	0.00
Hindu Undivided Family (HUF)	199	0.002	199	0.001
Investors Education and Protection Fund (IEPF)	0	0.00	0	0.00
LLP	10	0.00	10	0.00
Others - Clearing Members	33	0.00	33	0.00
Sub-total (B)	36,96,551	38.11	1,36,96,551	69.52
Total (A+B)	97,00,000	100.00	1,97,00,000	100.00

Annexure II:

Brief resume of persons to be appointed / re-appointed as director of the company at the General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and disclosure pursuant to the SEBI Circular no. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this notice.

Name of the Director	Mr. Vinoth Kumar Mohanadas	Mr. Yasiru Lelwala
Date of Birth/ Age	05/04/1976	19/01/1995
Qualifications	Mr. Vinoth Kumar Mohanadas has done Industrial Management from Trinity College, Kandy (Sri Lanka).	Mr. Yasiru Lelwala is qualified as an Investment Professional.
Experience/ Brief Profile and expertise in specific functional area	Mr. Vinoth Kumar Mohanadas is an accomplished entrepreneur with over 20 years of experience. He has founded, built, and acquired businesses across various industries, including software, IT, and real estate. Mr. Vinoth has led infrastructure development projects and business expansions in Sri Lanka, India, the Philippines, Singapore, Australia, and the USA.	Mr. Yasiru Lelwala is an investment professional specializing in cross-border transactions, strategic advisory, and value creation in emerging markets. With a foundation in actuarial science and financial analysis, Mr. Yasiru has developed expertise in structuring complex acquisitions, regulatory navigation, and corporate transformation across multiple jurisdictions.
Terms and conditions of appointment or re-appointment	Refer Item No. 6 in the Notice	Refer Item No. 7 in the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	Rs. 9,60,000 p. a.	Rs. 9,60,000 p. a.
Date of Appointment on the Board	14.11.2025	14.11.2025
Reason for Change	Appointment	Appointment
Shareholding in the Company as on date	53,98,154 equity shares	-

Relationship with other Directors, Manager & Key Managerial Personnel	Mr. Vinoth Kumar is the brother-in-law of Mr. Palaniappan Kumarappan who is appointed as a Managing Director of the Company.	NA
Directorships held in other Public Limited companies	-	-
Number of meetings of the Board attended during the year	-	-
Committee Memberships / Chairmanship in other companies	-	-
Name of the Director	Mr. Palaniappan Kumarappan	Mr. Nirmal De Soysa Cooke
Date of Birth/ Age	20/02/1988	22/03/1985
Qualifications	Mr. Palaniappan Kumarappan has done Industrial Management from Trinity College, Kandy (Sri Lanka).	Mr. Nirmal De Soysa Cooke is qualified as an Investment Professional.
Experience/ Brief Profile and expertise in specific functional area	Mr. Palaniappan Kumarappan is an IT infrastructure and operations specialist with over a decade of experience delivering technology solutions across hospitality, service, and manufacturing sectors in multiple countries. He has developed expertise in enterprise IT systems, network architecture, and operational technology management, with a strong track record in implementing and maintaining mission critical infrastructure.	Mr Nirmal De Soysa Cooke is a Sri Lankan-British business leader with nearly 20 years of experience in infrastructure development, energy, and cross-border investment advisory.
Terms and conditions of appointment or re-appointment	Refer Item no. 8 in the Notice	Refer Item No. 7 in the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	Rs. 9,60,000/- p.a.	

Date of Appointment on the Board	14.11.2025	21.11.2025
Reason for Change	Appointment	Appointment
Shareholding in the Company as on date	-	-
Relationship with other Directors, Manager & Key Managerial Personnel	Mr. Panaiappan Kumarappan is the brother-in-law of Mr. Vinoth Kumar who is appointed as an Executive & Non-Independent Director of the Company.	NA
Directorships held in other Public Limited companies	-	-
Number of meetings of the Board attended during the year	-	-
Committee Memberships / Chairmanship in other companies	-	-

AXENTRA CORP LIMITED

(Formerly known as Dugar Housing Developments Limited)

Corporate Identification Number: L65922TN1992PLC023689

Registered Office: Dugar Towers, 123 Marshalls Road Egmore, Chennai, Tamil Nadu, India,
600008

Tel. No. +91 9152205386 ; **Email:** dugarhdl@gmail.com ; **Web:** www.dhousingl.in

PROXY FORM

(As per Form MGT -11 and 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) holding _____ shares of Axentra Corp Limited, hereby appoint:

1. Name.....
Address.....
.....
E-Mail ID.....
Signature.....

or failing him

2. Name.....
Address.....
.....
E-Mail ID.....
Signature.....

or failing him

3. Name
- Address.....
-
- E-Mail ID.....
- Signature.....

as my/our proxy to act for me/us at the Extra ordinary general meeting of the company to be held at - Hotel Mount Heera, 287, M.K.N Road , St. Thomas Mount, Alandur, Chennai- 600 016 on Saturday, January 03, 2026 at 12.30 P.M. or any adjournment thereof in respect of such resolutions as are indicated below

Item No.	Resolutions	Type of Resolution	For	Against
1	Increase in Authorised Share Capital of the Company and consequent Alteration of Memorandum of Association	Ordinary		
2	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.	Special		
3	Authorisation under section 186 of the companies act, 2013 - Increase in Investment Limits.	Special		
4	Raising of Funds through Issue of Equity shares on Preferential Allotment Basis to the Investors - Non-Promoter - Public Category for Cash	Special		
5	Regularization of Additional Director, Mr. Vinoth Kumar Mohanadas by appointing him as an executive & non-independent director of the company.	Ordinary		
6	Regularization of Additional Director, Mr. Yasiru Lelwala by appointing him as an executive & non-independent director of the company.	Ordinary		
7	Regularization of Additional Director Mr. Nirmal De Soysa Cooke by appointing him as a non-executive & independent director of the company.	Special		
8	Appointment of Mr. Palaniappan Kumarappan as a Managing Director of the company	Ordinary		

9	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	Special		
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Signature of Shareholder (s) -----

Signature of Proxy Holder (s) -----

Date:

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** (formerly known as Dugar Housing Developments Limited) at Dugar Towers, 123 Marshalls Road Egmore, Chennai, Tamil Nadu, India, 600008 at 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) 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.

AXENTRA CORP LIMITED
(Formerly known as Dugar Housing Developments Limited)
Corporate Identification Number: L62013TN1992PLC023689
Registered Office: Dugar Towers, 123 Marshalls Road Egmore, Chennai, Tamil Nadu, India,
600008
Tel. No. +91 9152205386 ; **Email:** dugarhdl@gmail.com ; **Web:** www.dhousingl.in

ATTENDANCE SLIP

**EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS ON SATURDAY,
JANUARY 03, 2026 AT 12.30 P.M.**

Folio No.	DP ID	Client ID No.

I /We hereby record my/ our presence at the Extra Ordinary General Meeting of the shareholders of **Axentra Corp Limited** (formerly known as Dugar Housing Developments Limited), held at Hotel Mount Heera, 287, M.K.N Road , St. Thomas Mount, Alandur, Chennai- 600 016 on Saturday the 3rd January, 2026 at 12.30 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 Extra Ordinary 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 OF VENUE

Address: Hotel Mount Heera, 287, M.K.N Road , St. Thomas Mount, Alandur, Chennai- 600 016

