

DHYAANI INC

Date: 24/01/2025

General Manager - Listing Corporate
Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001

SUB: NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY 15TH FEBRUARY, 2025.

REF: DHYAANI TRADEVENTTURES LTD (BSE SCRIP CODE – 543516/DHYAANITR)

Dear Sir/ Ma'am,

We are enclosing herewith Notice of Extra Ordinary General Meeting of the Company, which is scheduled to be held on Saturday, 15th February, 2025 at 04.00 p.m. by Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility.

The Extra ordinary General Meeting Notice is also uploaded on the Company's website i.e. <https://www.dhyaaniinc.com/>.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Wednesday, 12 th February, 2025 (09:00 a.m. IST)
End of remote e-voting	Till Friday, 14 th February, 2025 (05:00 p.m. IST)

You are requested to kindly take the same on record.

Thanking You,
Yours Faithfully

FOR, DHYAANI TRADEVENTTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)

CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654

DHYAANI TRADEVENTTURES LIMITED (formerly known as Dhyaani Tile and Marblez limited)

420 Time Square Arcade Opp Rambaug Nr Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, 380059, Gujarat, IN
CIN: U51900GJ2014PLC081004 | cs@dhyaaniinc.com | 079-35334673 | [dhyaaniinc.com](https://www.dhyaaniinc.com)

DHYAANI INC

DHYAANI TRADEVENTTURES LIMITED

(Formerly known as DHYAANI TILE AND MARBLEZ LIMITED)

CIN: U51900GJ2014PLC081004

Registered Office: 420 Time Square Arcade Opp. Rambaug Nr. Rajiv Plaza Thaltej-Shilaj Road,
Thaltej, Ahmedabad 380059, Gujarat, India.

Email: cs@dhyaaninc.com Website: <https://www.dhyaaninc.com/>

Contact Number – 07935334673

NOTICE IS HEREBY GIVEN TO THE MEMBERS OF DHYAANI TRADEVENTTURES LIMITED (Formerly known as DHYAANI TILE AND MARBLEZ LIMITED) THAT AN EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY WILL BE HELD ON SATURDAY, 15TH FEBRUARY, 2025 AT 4:00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1 - TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the authorized Share Capital of the company from Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs. 10/- each to Rs. 24,55,00,000/- (Rupees Twenty-Four Crores Fifty-Five Lakh Only) divided into 2,45,50,000 equity shares of Rs. 10/- 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 24,55,00,000/- (Rupees Twenty-Four Crores Fifty-Five Lakh Only) divided into 2,45,50,000 equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to officers and/ or employees of the company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

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ITEM NO.2: ISSUE OF SECURITIES ON A PREFERENTIAL BASIS:

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special resolution:

“RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c), 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (‘SEBI’) (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (‘RBI’) from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the members of the company be and is hereby accorded to create, offer, issue and allot, from time to time, on a preferential basis and private placement basis, up to 75,00,000 (Seventy Five Lakh) 8% unsecured, unrated, unlisted Optionally Convertible Debenture (**OCDs**) in one or more tranches at an issue price of Rs. 40/- per OCD (**“OCD Issue Price”**), payable in cash, aggregating up to Rs. 30,00,00,000/- (Rupees Thirty Crore), convertible in the ratio of 1:1 into fully paid-up equity shares of the Company at a conversion price of Rs. 40/-, (**“Conversion Price”**) which may be exercised in one or more tranches within a period of 18 (eighteen) months from the date of allotment of the first tranche of OCDs to the investors as detailed in the below table (**hereinafter referred to as ‘Proposed Allottee’**), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine;

SR. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY	MAXIMUM NUMBER OF OCDs TO BE OFFERED (NO.)
1.	GOLDSTONE TRADING COMPANY PRIVATE LIMITED	NON-PROMOTER	15,00,000
2.	BLACK HAWK PROPERTIES PRIVATE LIMITED	NON-PROMOTER	15,00,000
3.	REALSTONE TRADING COMPANY PRIVATE LIMITED	NON-PROMOTER	15,00,000
4.	SHASWAT STOCK BROKERS PRIVATE LIMITED	NON-PROMOTER	15,00,000
5.	GIRIJADHAVA VYAPAAR PRIVATE LIMITED	NON-PROMOTER	15,00,000
TOTAL			75,00,000

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RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of price of equity shares to be allotted upon conversion of OCDs, shall be Thursday, 16th January, 2025, being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of unsecured, unrated, unlisted Optionally Convertible Debentures (“**OCDs**”) to the proposed allottees in one or more tranches under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and as may be determined by the Board:

- a) The OCDs shall be convertible in the ratio of 1:1 into equity shares of the company i.e. One Equity Share at a predetermined conversion price of 40/- (Rupees Forty Only) against each OCD, in part or full, without payment of any additional consideration.
- b) The OCDs shall carry a coupon of 8% simple interest per annum, accrued annually and payable at the end of term of 18 (Eighteen) months.
- c) After 18 (Eighteen) months from the date of allotment of the OCDs, the proposed allottee shall have the following option:
 - The right to either convert the unsecured OCDs into Company’s equity shares at a pre-determined conversion price of Rs. 40/- per equity share.
 - or**
 - If after 18 (Eighteen) months, the proposed allottee, does not want to opt for conversion of unsecured OCDs into equity shares of the company, but, wants repayment of subscription amount along with accrued interest, thereon, in such a case; the repayment shall be made, as per mutually agreed terms between parties.
- d) 100% of the OCD issue price shall be paid at the time of subscription of the OCDs. The proposed allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- e) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.
- f) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the proposed allottee.
- g) The term of OCDs shall not exceed 18 (Eighteen) months from the date of allotment.

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- h) The Company shall redeem the OCDs at the end of 18 (Eighteen) months from the date of allotment of OCDs at the option of proposed allottee.
- i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, at the end of term of 18 (Eighteen) months as agreed at the option of proposed allottee. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- j) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank Pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- k) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- l) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the OCDs and a private placement offer letter in Form No. PAS-4 together with application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs, if required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board of directors be and are hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, papers, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

ITEM NO.3 TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE BORROWING POWER IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013:

To consider and, if though fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory

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modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from bank(s), Financial Institution(s), Foreign Lender(s)/Institution(s), any Body Corporate entity(ies), Authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of 500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

By Order of the Board of Directors
DHYAANI TRADEVENTTURES LIMITED
(Formerly known as DHYAANI TILE AND MARBLEZ LIMITED)

SD/-
CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654

Place: Ahmedabad

Date: 17/01/2025

Registered Office:

**420 Time Square Arcade, Opp. Rambaug Nr Rajiv Plaza,
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I. NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at <https://www.dhyaaniinc.com/>. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
3. Further, in continuation to Ministry's General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022 , General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and after due examination, it has also been decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2025. All other requirements provided in the said Circulars shall remain unchanged.
4. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial

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Standards on General Meeting (issued by the Institute of company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its Members through remote e-voting platform provided by the NSDL to cast their votes.

9. The Members who have cast their votes by remote e-voting prior to EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
10. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@dhyaaniinc.com on or before 8th February, 2025 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- I. The remote e-voting will commence on 9.00 A.M. (IST) on Wednesday, 12th February, 2025 and will end on 5.00 P.M. (IST) on Friday, 14th February, 2025. During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, 08th February, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, 08th February, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- III. 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.
- IV. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, 08th February, 2025.
- V. The Company has appointed M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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





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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

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	<p>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.</p> <p>3) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. II. 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. III. 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. IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

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	Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with 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
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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

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i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

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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 mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

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

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Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors
DHYAANI TRADEVENTTURES LIMITED
(Formerly known as DHYAANI TILE AND MARBLEZ LIMITED)

SD/-
CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654

Place: Ahmedabad

Date: 17/01/2025

Registered Office:

420 Time Square Arcade, Opp. Rambaug Nr Rajiv Plaza,
Thaltej-Shilaj Road, Thaltej, Ahmedabad - 380059, Gujarat, India.

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

As required under section 102 of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item Nos. 1 to 3:

ITEM NO: 01

At present the Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs. 10/- each out of which the paid up share capital of the Company is Rs. 17,02,40,000/- (Rupees Seventeen Crore Two Lakh Forty Thousand Only) divided into 1,70,24,000 (One Crore Seventy Lakh Twenty-Four Thousand) equity shares of Rs. 10/- each.

The Company proposes to increase its authorized share capital to Rs. 24,55,00,000/- (Rupees Twenty-Four Crores Fifty-Five Lakh Only) divided into 2,45,50,000 equity shares of Rs. 10/- each; to facilitate fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO.2:

In order to meet the long term fund requirement and strategic business needs of the company and to support the future growth of the business and to further augment the long-term financial resources of the Company and such other purposes, as may be determined by the Board of Directors of the Company ("Board") from time to time, the Board in its meeting held on Friday, 17th February, 2025 has approved and proposed to raise funds by way of issue of upto 75,00,000 (Seventy-Five Lakh) 8% unsecured, unrated and unlisted Optionally-Convertible Debentures

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("OCD") at an issue price of Rs. 40/- (Rupees Forty Only) each ("Issue Price") for an aggregate amount of upto Rs. 30,00,00,000/- (Rupees Thirty Crores Only) to the investors as mentioned in the resolution above ("**Proposed Allottee**"), for cash consideration, by way of a preferential issue through private placement offer. The Issue price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 40/- per OCD.

In accordance with Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013 (the "Act"), as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "Listing Regulations"), approval of members of the Company ("Members") by way of a special resolution ("Special Resolution") is required for the Preferential Issue.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI (ICDR) Regulations, the provisions of Section 23(1)(b), 42 and 62(1)(c) & 71 of the Companies Act, 2013; Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. i) Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company proposes to raise an amount aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crore Only) convertible in the ratio of 1:1 into equity shares of company at a pre-determined conversion price of Rs. 40/- per equity share, through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for augmenting long term and strategic business requirements of the Company and other general corporate purposes.

ii) The total number of securities, kinds of securities and price at which security is being offered:

Issuance of upto 75,00,000 (Seventy-Five Lakh) 8% unsecured, unrated, unlisted OCDs at an issue price of 40/- (Rupees Forty Only) each, for an aggregate amount of Rs. 30,00,00,000/- (Rupees Thirty Crores Only) to the following investors ("**Proposed Allottee**") on preferential basis.

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF OCDs TO BE OFFERED (NO.)
1.	Goldstone Trading Company Private Limited	Non-Promoter	15,00,000
2.	Black Hawk Properties Private Limited	Non-Promoter	15,00,000

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3.	Realstone Trading Company Private Limited	Non-Promoter	15,00,000
4.	Shaswat Stock Brokers Private Limited	Non-Promoter	15,00,000
5.	Girijadhava Vyapaar Private Limited	Non-Promoter	15,00,000
TOTAL			75,00,000

iii) Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorises the Board to raise funds by way of issue of upto 75,00,000; 8% unsecured, unrated and unlisted optionally-convertible debentures each at an issue price of Rs. 40/- (Rupees Forty Only) per OCD, aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crores Only) for a cash consideration.

The entire issue price of Rs. 40/- (Rupees Forty Only) per OCD shall be payable upfront on application by the Proposed Allottee.

iv) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the securities to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

v) Material terms of raising such securities:

- a) The OCDs shall be convertible in the ratio of 1:1 into equity shares of the company i.e. One Equity Share at a predetermined conversion price of 40/- (Rupees Forty Only) against each OCD, in part or full, without payment of any additional consideration.
- b) The OCDs shall carry a coupon of 8% simple interest per annum, accrued annually and payable at the end of term of 18 (Eighteen) months.
- c) After 18 (Eighteen) months from the date of allotment of the OCDs, the proposed allottee shall have the following option:
 - The right to either convert the unsecured OCDs into Company's equity shares at a pre-determined conversion price of Rs. 40/- per equity share.
 - or**
 - If after 18 (Eighteen) months, the proposed allottee, does not want to opt for conversion of unsecured OCDs into equity shares of the company, but, wants repayment of subscription amount along with accrued interest, thereon, in such a case; the repayment shall be made, as per mutually agreed terms.

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- d) 100% of the OCD issue price shall be paid at the time of subscription of the OCDs. The proposed allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- e) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.
- f) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the proposed allottee.
- g) The term of OCDs shall not exceed 18 (Eighteen) months from the date of allotment.
- h) The Company shall redeem the OCDs at the end of 18 (Eighteen) months from the date of allotment of OCDs at the option of proposed allottee.
- i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, at the end of term of 18 (Eighteen) months as agreed at the option of proposed allottee. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- j) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank Pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- k) The OCDs by themselves, until exercised and converted into equity shares, shall not give then Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- l) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

v) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	*Pre issue Shareholding Structure		**Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	9,63,200	5.66%	9,63,200	3.93%
	Bodies corporate	-	-	-	-
	Sub-total	9,63,200	5.66%	9,63,200	3.93%
2	Foreign Promoters	-	-	-	-

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	Sub-total (A)	9,63,200	5.66%	9,63,200	%
B	Non-Promoter's Holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	25,56,400	15.02%	1,00,56,400	41.01%
	Individuals	1,22,30,824	71.84%	1,22,30,824	49.87%
	Others (Including HUF, LLP & NRI)	12,73,576	7.49%	12,73,576	5.19%
C)	Non Promoter - Non Public	-	-	-	-
	Sub-total (B)	1,60,60,800	94.34%	2,35,60,800	96.07%
	GRAND TOTAL	1,70,24,000	100.00%	2,45,24,000	100.00%

(Please note:

*(i) *The pre-issue share holding pattern is as per the share holding pattern as on December 31, 2024.*

*(ii) **Post capital Includes 75,00,000 equity shares that would be allotted to proposed investors upon conversion of OCDs (assuming full conversion)*

vi) Proposed time frame within which the Preferential Issue shall be completed:

As required under Chapter V of the SEBI (ICDR) Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

vii) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s).

SR NO.	NAME OF PROPOSED ALLOTTEE	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE OCDs PROPOSED TO BE ISSUED, IF APPLICABLE	NUMBER OF OCDs
1	Goldstone Trading Company Private Limited	GTCPL is a private limited company incorporated and registered under Companies Act, 1956 managed by Mr. Harshad Shankarlal Pancholi	Upto 15,00,000

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		<p>being one of the directors of the company.</p> <p>Mr. Harshad Shankarlal Pancholi, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued.</p>	
2	Blackhawk Properties Private Ltd.	<p>BPPL is a private limited company incorporated and registered under Companies Act, 1956 managed by Mr. Harit Kartikkumar Parekh being one of the directors of the company.</p> <p>Mr. Harit Kartikkumar Parekh, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued</p>	Upto 15,00,000
3	Realstone Trading Company Prviate Limited	<p>RTCPL is a private limited company incorporated and registered under Companies Act, 1956 managed by Mr. Harshad Shankarlal Pancholi being one of the directors of the company.</p> <p>Mr. Harshad Shankarlal Pancholi, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued.</p>	Upto 15,00,000

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4	Shaswat Stock Brokers Private Ltd.	SSBPL is a private limited company incorporated and registered under Companies Act, 1956 managed by Mr. Rohit Shishangiya being one of the directors of the company. Mr. Rohit Shishangiya, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued.	Upto 15,00,000
5	Girijadhava Vyapaar Private Limited	GVPL is a private limited company incorporated and registered under Companies Act, 1956 managed by Mr. Siddhartha Rathi being one of the directors of the company. Mr. Siddhartha Rathi, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued.	Upto 15,00,000

Viii) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre - Preferential Allotment shareholding		Post - Preferential shareholding (assuming full conversion of OCDs)	
	No.	%	No.	%
Goldstone Trading Company Private Limited	NIL		Upto 15,00,000	6.11%
Blackhawk Porperties Private Ltd.	NIL		Upto 15,00,000	6.11%

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Realstone Trading Company Prviate Limited	NIL	Upto 15,00,000	6.11%
Shaswat Stock Brokers Private Ltd.	NIL	Upto 15,00,000	6.11%
Girijadhava Vyapaar Private Limited	NIL	Upto 15,00,000	6.11%

ix, x) xi) Undertakings

a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI (ICDR) Regulations.

c) The price at which the OCDs are proposed to be allotted is not lower than the minimum price calculated as per the SEBI (ICDR) Regulations. The company would re-compute the price of the OCDs specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if and where it is required to do so.

d) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above OCDs, shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

f) The company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder.

xii) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.]

As mentioned above, the proposed allottees are non-promoters of the Company and the status will continue post the preferential issue and post conversion of OCDs.

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF OCDs
1	Goldstone Trading Company Private Limited	Non-Promoter	Upto 15,00,000
2	Blackhawk Porperties Private Ltd.	Non-Promoter	Upto 15,00,000

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3	Realstone Trading Company Prviate Limited	Non-Promoter	Upto 15,00,000
4	Shaswat Stock Brokers Private Ltd.	Non-Promoter	Upto 15,00,000
5	Girijadhava Vyapaar Private Limited	Non-Promoter	Upto 15,00,000
TOTAL			Upto 75,00,000

2) Practicing Company Secretary's Certificate

The certificate from Mukesh J. & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.dhyaaniinc.com.

3) Relevant Date:

In terms of provisions of Chapter V of the SEBI (ICDR) Regulations and in accordance with the explanation to Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the Preferential Issue of the equity shares is 16th January, 2025, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue ("**Relevant Date**").

4) Lock-in Period:

The OCDs shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI (ICDR) Regulations.

5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable.

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

During the Financial Year 2024-25, the Company had received shareholder approval for issuance of upto 65,57,377 (Sixty Five Lakh Fifty Seven Thousand Three Hundred Seventy Seven) 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches at a price of 30.50/- per OCD (including the OCD Issue Price/ the conversion Price"), payable in cash, aggregating upto 20,00,00,000/- (Rupees Twenty Crore), each convertible in the ratio of 1:1 into fully paid-up equity shares of the Company of face value of 10/- each to Quantum Quasar Capital

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Proposed Investors being, non-promoters; on preferential basis. However, due to circumstantial events, purely belonging to the internal matter of Investor, they had requested the company for further time which could not be assured and permitted owing the compliance requirements laid down under the SEBI (ICDR) Regulations, 2018 and hence the company has not received the subscription with respect to the same.

7) Basis on which the Issue price has been arrived at and justification for the price:

The issue price of the Equity Shares to be allotted on preferential basis is Rs. 40/- per OCDs to the proposed Allottees, which is higher than the price as computed above.

The Conversion Price of OCDs into equity shares of the Company has been determined in accordance with the provisions of SEBI (ICDR) Regulations.

Each OCD shall be convertible in the ratio of 1:1 into equity shares of company at a pre-determined conversion price of Rs. 40/- per equity share. The equity shares to be issued on conversion of the OCDs, whether at the option of the proposed Allottee or by the Company, shall happen at a Conversion Price of Rs. 40/- per equity share. This Conversion Price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of SEBI (ICDR) Regulations with the relevant date for the computation of the aforesaid price being 16th January, 2025 (viz. 30 days prior to the date of the extra-ordinary general meeting of the shareholders).

Further, the company has arrived at the above mentioned conversion price on the basis of report obtained from the registered Valuer **Mr. Sagar Shah having Reg. No. IBBI/RV/06/2020/13744** as required under the provisions of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI (ICDR) Regulations.

Further as the proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer also covers guidance on control premium, computed over and above the price determined in terms applicable pricing provision of SEBI ICDR Regulations, 2018.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.dhyaaniinc.com.

We also confirm that the Articles of Association do not contain any restrictive provision for preferential allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

DHYAANI TRADEVENTURES LIMITED (Formerly known as Dhyaani Tile and Marblez Limited)

420 Time Square Arcade Opp. Rambaug Nr. Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, 380059, Gujarat, IN
CIN: U51900GJ2014PLC081004 | cs@dhyaaniinc.com | 079-35334673 | dhyaaniinc.com

DHYAANI INC

8) The change in control, if any, in the company that would occur consequent to the offer

There will be no change in the composition of the board consequent to the proposed preferential issue, However, for any change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert in shall be made in accordance with Regulation 166A. (1) of SEBI ICDR Regulations, 2018.

Further as the proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer also covers guidance on control premium, computed over and above the price determined in terms applicable pricing provision of SEBI ICDR Regulations, 2018.

9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

ITEM NO. 3:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Accordingly, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in their meeting held on Friday, 17th January, 2025 has proposed and approved for seeking the members' approval for enhancing borrowing limit for upto Rs. 500 Crores (Rupees Five Hundred Crores Only), subject to the approval of members of the company by means of special resolution.

Therefore, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

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None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

By Order of the Board of Directors
DHYAANI TRADEVENTTURES LIMITED
(Formerly known as DHYAANI TILE AND MARBLEZ LIMITED)

SD/-
CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654

Place: Ahmedabad
Date: 17/01/2025

Registered Office:
420 Time Square Arcade, Opp. Rambaug Nr Rajiv Plaza,
Thaltej-Shilaj Road, Thaltej, Ahmedabad - 380059, Gujarat, India.

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