

# DHYAANI INC

Date: 26.03.2024

**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 THURSDAY 18<sup>TH</sup> APRIL, 2024.**

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

**Respected Sir/ Madam,**

We are enclosing herewith Notice of Extra Ordinary General Meeting of the Company, which is scheduled to be held on Thursday, 18<sup>th</sup> APRIL, 2024 at 12.00 P.M. at the registered office of the company at 420 Time Square Arcade Opp. Rambaug NR Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, Gujarat, India, 380059.

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 Monday, 15 <sup>th</sup> April, 2024 (09:00 A.M. IST)
End of remote e-voting	Till Wednesday, 17 <sup>th</sup> April, 2024 (05:00 P.M. IST)

You are requested to kindly take the same on record.

Thanking You,  
Yours Faithfully

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

**CHINTAN NAYAN BHAI RAJYAGURU  
MANAGING DIRECTOR  
DIN: 08091654**

**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](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, Gujarat, India, 380059

Email: [cs@dhyaaniinc.com](mailto:cs@dhyaaniinc.com) Website: <https://www.dhyaaniinc.com/>

Contact Number – 07935334673

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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 THURSDAY, 18<sup>th</sup> APRIL, 2024 AT 12:00 P.M. AT 420 TIME SQUARE ARCADE OPP RAMBAUG NR RAJIV PLAZA THALTEJ-SHILAJ ROAD, THALTEJ, AHMEDABAD, GUJARAT, INDIA, 380059 TO TRANSACT FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

#### ITEM NO. 1 – 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 1,00,00,000 (One Crore) 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches of face value of 20/- (Rupees Twenty) each (“OCDs”) at a price of 20/- per OCD (“OCD Issue Price”), payable in cash, aggregating up to 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 at a conversion price of 20/-, (“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 **Quantum Quasar Capital**, (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;

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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 Tuesday, 19<sup>th</sup> March, 2024, 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 secured, unrated, listed Optionally Convertible Debentures (“OCDs”) to the proposed allottee 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 20/- (Rupees Twenty 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 predetermined conversion price of Rs. 20/- 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.
- 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.

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- 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.”

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

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

**Place: Ahmedabad**

**Date: 19/03/2024**

**Registered Office:**

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

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## NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. The certificate under Regulation 45 SEBI (Listing Obligations and Disclosure Requirements), 2015 provided by the Statutory Auditor of the company is annexed herewith.
3. 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](http://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>.
4. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.  
Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.  
Members are requested to notify immediately the changes of address, if any, to the Company or the Share Transfer Agent and Registrar.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. All documents referred to in the Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and Public Holidays up to the date of the Extra Ordinary General Meeting.
7. The Attendance slip and proxy form and the instructions for remote e-voting are annexed hereto. The route map to the venue of the Extra Ordinary General Meeting is attached and forms part of the Notice.
8. Members/ Proxies/ Authorized Representatives should bring their duly filled in Attendance Slips, as enclosed, for easy identification of attendance at the Extra Ordinary General Meeting and bring their copies of the Annual Report to the Meeting.
9. The Register of Members and the Share Transfer books of the Company will remain closed from 12/04/2024 to 18/04/2024 (both days inclusive) for the purpose of Extra-Ordinary General Meeting.
10. Members are requested to contact Registrar and Transfer Agent (RTA) namely, KFin Technologies Ltd, Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally,

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Hyderabad, Telangana, 500032 for recording any change of address, bank mandate, ECS or nominations, for updating of email address and for Redressal of Complaints members can contact the Compliance Officer at the Registered Office of the company.

11. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
12. SEBI has made it mandatory for every participant in the securities/capital market to furnish details of Income Tax Permanent Account Number (PAN). Accordingly, all members holding shares in physical form are requested to submit their details of PAN, along with a photocopy of the PAN Card, to the RTA agents of the Company. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018; Members are hereby requested to update their PAN and Bank details with the Registrar and Share Transfer Agent.
13. Members may note that the Notice of the EGM will also be available on the website of the Company at <https://www.dhyaaniinc.com/>. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
14. Shareholders are informed that voting shall be done by the means of polling paper and evoting. The company will make the arrangements of polling papers in this regard at the Meeting's Venue whereas details of E-voting are hereby given in this report.
15. In case of joint holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the company) by the first named shareholder.
16. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
17. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of Demat holdings; the shareholder should approach to their respective depository participants for making nominations.

**18. Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the company is pleased to provide the facility to members to exercise their right to vote by electronic means. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

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

- I. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 12<sup>th</sup> April, 2024 to Thursday, 18<sup>th</sup> April, 2024 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, April 11, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- 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. Thursday, April 11, 2024, 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.

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- III. The remote e-voting will commence on 9.00 A.M. (IST) on Monday, 15<sup>th</sup> April 2024 and will end on 5.00 P.M. (IST) on Wednesday, 17<sup>th</sup> April 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, April 11, 2024 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.
- IV. 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.
- V. 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. Thursday, April 11, 2024.
- VI. 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.

## 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.	1) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS</b> ”

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	<p>Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> </ol>



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	<p>III. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="http://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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## 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.
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

- 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.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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.
- 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

# DHYAANI INC

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](mailto:mjassociates.pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **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@dhyaaninc.com](mailto:cs@dhyaaninc.com) | 079-35334673 | [dhyaaninc.com](http://dhyaaninc.com)

# DHYAANI INC

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

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business items mentioned in the Notice:

### **ITEM NO. 1**

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 Tuesday, 19<sup>th</sup> March, 2024 has approved and proposed to raise funds by way of issue of upto 1,00,00,000 (One Crore) 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches of the Company of face value of Rs. 20/- (Rupees Twenty Only) each at an issue price of Rs. 20/- (Rupees Twenty Only) each ("Issue Price") for an aggregate amount of upto Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to **Quantum Quasar Capital** ("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. 20/- 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. Date of Board Resolution**

The Board of Directors in its meeting held on 19<sup>th</sup> March 2024 approved the issuance of 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs).

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

The Company proposes to raise an amount aggregating up to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) convertible in the ratio of 1:1 into equity shares of company at a predetermined conversion price

# DHYAANI INC

of Rs. 20/- 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 up to 1,00,00,000 (One Crores only) 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches of face value of 20/- (Rupees Twenty Only) each at an issue price of 20/- (Rupees Twenty Only) each, for an aggregate amount of Rs. 20,00,00,000/- (Rupees Twenty Crores) to Quantum Quasar Capital (Proposed Allottee) on preferential basis.

**iii) Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating up to 1,00,00,000 /- (Rupees One Crores) 8% unsecured, unrated, listed Optionally Convertible Debenture in one or more tranches (OCDs) of face value of Rs. 20/- (Rupees Twenty Only) each at an issue price of Rs. 20/- (Rupees Twenty Only) per OCD, for a cash consideration.

The entire Issue Price of Rs. 20/- (Rupees Twenty 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 20/- (Rupees Twenty 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. Thus, the said interest on the OCDs shall be accrued and accumulated every year till the maturity period for conversion of OCDs and shall be payable at the end of such period i.e. after 18 (Eighteen) months from the date of allotment of the OCDs.
- 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 predetermined conversion price of Rs. 20/- per equity share.
  - or**
  - If after 18 (Eighteen) months, the proposed allottee, does not want to opt for conversion of secured 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.

# DHYAANI INC

- 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
<b>A</b>	<b>Promoter's Holding</b>				
<b>1</b>	Indian				
	Individual	16,96,800	39.87 %	16,96,800	11.90 %
	Bodies corporate	-	-	-	-
	Sub-total	16,96,800	39.87 %	16,96,800	11.90 %
<b>2</b>	<b>Foreign Promoters</b>				
	<b>Sub-total (A)</b>	<b>16,96,800</b>	<b>39.87 %</b>	<b>16,96,800</b>	<b>11.90 %</b>
<b>B</b>	<b>Non-Promoter's Holding</b>				
<b>1</b>	Institutional investors	-	-	-	-
<b>2</b>	Non-institution	-	-	-	-
	Private corporate bodies	81200	1.91 %	81200	0.569 %
	Individuals	24,24,800	56.97 %	24,24,800	17.00 %
	Others (Including HUF, LLP & NRI)	53200	1.25 %	1,00,53,200	70.519 %

## **DHYAANI TRADEVENTURES LIMITED** (formerly known as Dhyaani Tile and Marblez limited)

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# DHYAANI INC

C)	Non-Promoter - Non Public				
1	Custodian/DR Holder	-	-	-	-
2	Employee Benefit Trust	-	-	-	-
	<b>Sub-total (B)</b>	<b>2559200</b>	<b>60.13 %</b>	<b>12559200</b>	<b>88.10 %</b>
	<b>GRAND TOTAL</b>	<b>4256000</b>	<b>100 %</b>	<b>14256000</b>	<b>100 %</b>

(Note: Includes 1,00,00,000 equity shares that would be allotted to Quantum Quasar Capital upon conversion of OCDs (assuming full conversion)

\*The pre-issue Share Holding Pattern is as per the share holding pattern as on December 31, 2023.

#The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

#### 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 ALLOTTEES	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	Quantum Quasar Capital	Shalini Somani	Upto 1,00,00,000

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

Sr. No.	Particulars	Pre - Preferential Allotment shareholding		Post - Preferential shareholding (Assuming full conversion of OCDs)	
		No.	%	No.	%
1	Quantum Quasar Capital		NIL	1,00,00,000	70.14 %

#### ix) x) & xi) Undertakings

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# DHYAANI INC

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 allottee is a non-promoter 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	QUANTUM QUASAR CAPITAL	NON-PROMOTER	1,00,00,000
	TOTAL		1,00,00,000

**3) 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: <https://www.dhyaaniinc.com/>.

**4) 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

# DHYAANI INC

of the convertible securities is 19<sup>th</sup> March, 2024, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue (“Relevant Date”).

## **5) Lock-in Period:**

The equity shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI (ICDR) Regulations.

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

Justification is not required as the consideration for issue of equity shares shall be paid in cash and not in consideration other than cash.

## **7.) 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 2023-24, the Company has not made any allotment of equity shares on preferential basis.

## **8) Basis on which the Issue price has been arrived at and justification for the price:**

The issue price of the OCD to be allotted on preferential basis is Rs. 20/- 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 predetermined conversion price of Rs. 20/- 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. 20/- 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 19th March, 2024 (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.

The Report will also be made available on the Company’s website till the date of the EGM, and will be accessible at link: <https://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 INC

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

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

**10) 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.

**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: 19.03.2024**

**Registered Office:**

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

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

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**TO WHOMSOEVER IT MAY CONCERN**

We, the statutory Auditors of DHYAANI TILE AND MARBLEZ LIMITED (hereinafter referred to as the Company) have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance of the conditions of the regulation 45 of SEBI (Listing Obligations and Disclosure Requirements), 2015 we do here by confirm that:

- a) Time period of at least one year has elapsed from the last name change; **NOT APPLICABLE**
- 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

Half Year	Turnover	Percentage	Activity
September, 2022	5,68,65,490.00	98.42 %	Trading of Agri tech products including pan masala and tobacco products (new activity)
	9,15,460.96	1.58 %	Trading of industrial and commercial goods including Ceramic Products and Agro (Old Activity)
March, 2023	9,13,37,974.00	99.01 %	Trading of Agri tech products including pan masala and tobacco products (new activity)
	9,15,460.96	0.99 %	Trading of industrial and commercial goods including Ceramic Products and Agro (Old Activity)
September, 2023	10,49,65,500.00	100 %	Trading of Agri tech products including pan masala and tobacco products (new activity)
			Trading of industrial and commercial goods including Ceramic Products and Agro (Old Activity)

- c) The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity **NOT APPLICABLE**

***This certificate is issued at the request of the Company pursuant to requirement of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015 for onward submission to the stock exchanges, where the equity shares of the company are listed.***

For, J Singh & Associates  
Chartered Accountants  
FRN: 110266W

  
**Amit J Joshi**

Partner

M.No. 120022

UDIN: 24120022BKAUZH9606

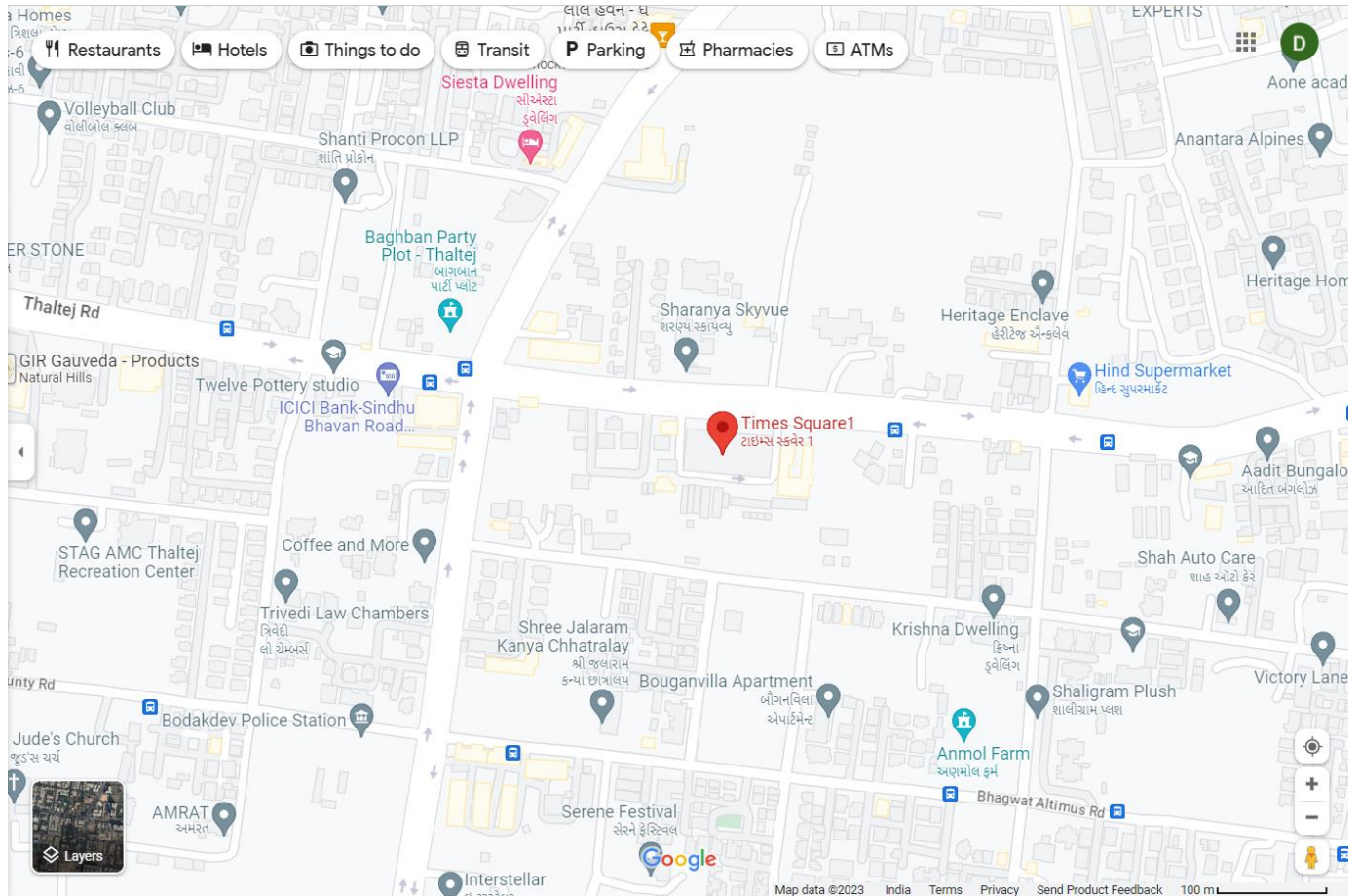


Date: 18<sup>th</sup> November, 2023

Place: Ahmedabad

## ROUTE MAP

**Route Map** of the venue of Extra Ordinary General Meeting (EGM) to be held on  
Thursday, 18<sup>th</sup> April, 2024 at 12:00 p.m. at  
420 Time Square Arcade Opp. Rambaug Nr Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad,  
Ahmedabad, Gujarat, India, 380059



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# DHYAANI INC

FORM NO. MGT-11

PROXY FORM

EXTRA-ORDINARY GENERAL MEETING

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 of Companies (Management and Administration) Rules, 2014]

<b>Name of Shareholder(s):</b>
<b>Registered Address:</b>
<b>E-mail ID (If any):</b>
<b>Folio No. /DP ID Client No.</b>

I/We, being the shareholder(s) of **DHYAANI TRADEVENTURES LIMITED (Formerly known as DHYAANI TILE AND MARBLEZ LIMITED)** holding \_\_\_\_\_ (No. of shares), hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature

Or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature

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

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CIN: U51900GJ2014PLC081004 | cs@dhyaaniinc.com | 079-35334673 | [dhyaaniinc.com](http://dhyaaniinc.com)

# DHYAANI INC

As my/our proxy to attend and vote (on a Poll) for me/us and my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 18<sup>th</sup> April, 2024 at 12:00 p.m. at 420 Time Square Arcade Opp. Rambaug Nr. Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, Gujarat, India, 380059, and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	DESCRIPTION	FOR	AGAINST
<b>Special Business:</b>			
1	To consider and approve issue of 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) of face value of 20/- each ("OCD") aggregating to up to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) convertible in the ratio of 1:1 into equity shares of company at a predetermined conversion price of Rs. 20/- per equity share, to <b>Quantum Quasar Capital</b> .		

Affix  
Revenue  
Stamp of  
One Rupee

Signed this \_\_\_\_ day of \_\_\_\_ 2024

Signature of Shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of First Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

## Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The proxy need not to be the member of the Company.
4. All alterations made in the form of proxy should be initialled.

**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](http://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, Gujarat, India, 380059

Email: [info@dhyaaninc.com](mailto:info@dhyaaninc.com) Website: <https://www.dhyaaninc.com/>

Contact Number – 07935334673

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### ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON 18<sup>TH</sup> APRIL, 2024 AT 12:00 P.M.

Sr. No.: \_\_\_\_\_

Reg. Folio/ DP ID & Client ID	
Name & Address of the Member	
Name(s) of Joint holder(s)	
No. of Share(s) held	
Name of Proxy holder	

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 18<sup>th</sup> April, 2024 at 12:00 p.m. at 420 Time Square Arcade Opp. Rambaug Nr. Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, Gujarat, India, 380059

Signature of the Shareholder/ Proxy Present

**Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.**

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence No./Default PAN*
	_____ {Folio}	_____ {Password}

\* Only Members who have not updated their PAN with the Bank / Depository Participant shall use default PAN in the PAN Field.

**Note:** Please read the instructions under the notes of Notice of EGM dated 18<sup>th</sup> April, 2024. The e-voting commences on 15<sup>th</sup> April, 2024 at 9:00 a.m. and ends on 17<sup>th</sup> April, 2024 at 5:00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

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

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