



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that **Extraordinary General Meeting** of the members of **DHANUKA REALTY LIMITED** will be held on Friday, 31 January, 2025 at 11.00 AM at the registered office of the Company at 5th Floor, The Solitaire, C-212 & 213, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur, 302021 to transact the following business:-

SPECIAL BUSINESS:

The Members are requested to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolution

Item No. 1- Increase in Authorised Share Capital of the Company and Alteration of the Capital Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and 13 and other applicable provision of Companies Act, 2013 (hereinafter referred to as "ACT") and the rules frame there under and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any or all other statutory amendments(s) or re- enactment(s) thereof as may be in force for the time being and pursuant to the provisions of Memorandum and Articles of Association of the Company, approval of members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs 8,00,00,000/- (Rupees Eight Crore only) divided in to 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 40,00,000 (Forty Lakhs Only) additional equity shares of 10/- (Rupees Ten Only) each raking pari passu in all respects with the existing Equity shares of the Company."

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"The Authorised Share Capital of the Company of Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each."

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DHANUKA REALTY LIMITED

5th Floor, Plot No. C212-213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021
Ph: 0141-4014792 Email: cs@dhanukarealty.in , * www.dhanukarealty.in *CIN-L45201RJ2008PLC025705

For Dhanuka Realty Limited

(Company Secretary)
M.No. 44868



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director or/ and Company Secretary of the Company be and is hereby authorised to undertake any such acts, deeds, or things as they considers adequate or necessary in this regard.

Special Resolution

Item No. 2- Issue of equity shares on Preferential basis to Non Promoter Group:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the applicable Rules made there under, enabling provisions of Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with NSE Limited where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Registrar of Companies ('ROC') and the National Stock Exchange of India Limited where the shares of the Company are listed ('Stock Exchange') and subject to such, requisite consents and approvals and / or sanctions from ROC, SEBI, Stock Exchange, Government of India, and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of members be and is hereby accorded to create, offer, issue and allot, upto 20,00,000 (Twenty Lakhs Only) fully paid up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 15 (Rupees Fifteen Only) per Equity Shares (including premium of Rs. 5/- (Rupees Five Only) per share to below mentioned Proposed Allottees, on preferential issue basis on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable law.

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List of Proposed Allottees:

Sr. No.	Name of Proposed Allottee	PAN	Category	Number of Equity Shares proposed to be allotted
1.	Swapnil Kashinath Kawli	AAFPK0882P	Non- Promoter	3,33,334
2.	Ajay Kumar Gupta	AABPG9199D	Non- Promoter	3,33,334
3.	Kunwar Aabid	CCUPK5231M	Non- Promoter	3,33,333
4.	Kunwar Rizwan	AJEPR8675H	Non- Promoter	3,33,333
5.	Nishitha Ajay Kumar Gupta	DNVPG5069J	Non- Promoter	3,33,333
6.	Juhi Swapnil Kawli	ASWPK3133C	Non- Promoter	3,33,333

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Wednesday, January 01st, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, January 31st, 2025."


RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- That the said equity shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval;
- The equity shares to be so allotted 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 in all respects including dividend, with the existing equity shares of the Company;
- The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.
- offer, issue and allot the Equity Shares, subject to such terms and conditions, as determined by the Board, in its absolute discretion;
- provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;


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- f) file requisite documents with the SEBI, Stock Exchanges, MCA, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

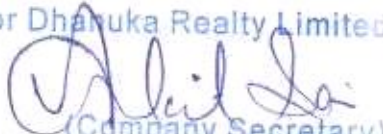
Item No. 3- Issuance of upto 20,00,000 Equity Shares on Preferential Basis in lieu of Outstanding Unsecured Loan, to the Persons belonging to "Promoter & Promoter Group".

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the applicable Rules made there under, enabling provisions of Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with NSE Limited where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Registrar of Companies ('ROC') and the National Stock Exchange of India Limited where the shares of the Company are listed ('Stock Exchange') and subject to such, requisite consents and approvals and / or sanctions from ROC, SEBI, Stock Exchange, Government of India, and any other appropriate authorities to the extent applicable and subject to such

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conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee thereof for the time being to which all or any of the powers conferred hereunder) the consent of the Members of the Company be and his hereby accorded to create, issue, offer and allot, on a preferential basis, upto 20,00,000 (Twenty Lakhs) Equity Shares of face value of Rs. 10/- each fully paid up, to persons belonging to Promoter & Promoter Group, in lieu of outstanding unsecured loan into equity shares to the extent of Rs. 3,00,00,000/- (Three Crore Only) at an issue price of Rs 15 (Rupees Fifteen Only) per Equity Shares (including premium of Rs. 5/- (Rupees Five Only) per equity share on such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions, as the Board may, in its absolute discretion, think fit to the following persons ("**Proposed Allotees**")

Sr. No.	Name of the Proposed Allotee	Category	No. of Equity Shares to be allotted
1.	Yogesh Dhanuka	Promoter	20,00,000
		Total	20,00,000

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Wednesday, January 01st, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, January 31st, 2025."

"RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- The pre-preferential shareholding of the Proposed Allotees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be allotted to the Proposed Allotees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is

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pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

e) Allotment of Equity shares shall only be made in dematerialized form."

"RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

For DHANUKA REALTY LIMITED

For Dhanuka Realty Limited


(Company Secretary)

Ankit Sain

Company Secretary & Compliance Officer

m. No. 44868

Place: Jaipur

Dated:08/01/2025


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Notes:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
- 3) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 4) Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of the names will be entitled to vote.
- 5) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, **M/s Big Share Services Pvt. Ltd.** to provide efficient and prompt services.
- 6) Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
- 7) 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 relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

All Members are requested to :

- Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No. / Client ID No. in their correspondence with the Registrar and Share Transfer Agent.


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- Intimate Registrar and Share Transfer Agent *M/s Bigshare Services Private Limited* for consolidation of folios, in case having more than one folio.
- Bring the attendance slip with them at the meeting.

8) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send the official documents to their Members, electronically as part of its green initiatives, in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM along with explanatory statement etc. is being sent by electronic mode to those Members whose email addresses are registered with the RTA/ depositories, unless any Members has requested form a physical copy of the same.

9) Members may note that the Notice along with necessary annexure will also be available on the Company's website www.dhanukarealty.in

**By Order of the Board of Directors
For DHANUKA REALTY LIMITED**

For Dhanuka Realty Limited

(Company Secretary)

Ankit Sain

Company Secretary & Compliance Officer

m. No. 44868

Place: Jaipur

Dated: 08/01/2025


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Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No. 1

At present the Authorised Share Capital of the Company stands at Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10 each.

The Company is contemplating to expand the capital base and to facilitate the proposed issuance of Equity Shares on preferential basis proposed in the Item no. 2 & 3 of this Notice, it is necessary to increase the Authorised Share Capital of the company and consequently altered to the extent mentioned in item no. 1 of the notice and consequent changes are required to be made in the Capital Clause of the Memorandum of Association of the Company.

It is proposed to increase the Authorised Share Capital from Rs. 8,00,00,000/- (Rupees Eight Crores Only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) by creation of 40,00,000 Equity Shares of Rs. 10 each.

The provisions of the Companies Act require the Company to seek approval of the members for increase and alteration in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of a Special Resolution. Accordingly, the board recommends passing of an Ordinary Resolution as set out at Item No. 1 of the accompanying notice.

None of the Director, KMP and their relative any be deemed to be concerned or interested financially or otherwise in the proposed Ordinary Resolution except to extent of their shareholding in the company. The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2 and 3

The Company is proposing to issue 40,00,000 (Forty Lakhs) equity shares (20,00,000 equity shares to Non Promoter investor and 20,00,000 equity shares to the person belonging to the Promoter and Promoter Group in lieu of Unsecured loan) of face value of INR 10/- at an issue price of Rs. 15 (Rupees Fifteen Only) including a premium of Rs. 5/- (Rupees Five Only) calculated as per the valuation report by Himanshu Vijay dated 07/01/2025, on preferential basis by way of issuance of the preferential issue in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The following disclosures for the issue of equity shares on preferential basis are made in accordance with the applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the applicable


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Rules made there under and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended and rules and regulations framed there under as in force.

(i)	Object of issue	To fulfill the need of working capital														
	Total no. of specified securities to be issued	40,00,000 Equity Shares (20,00,000 equity shares for preferential issue and 20,00,000 equity shares on in lieu of unsecured loan)														
(ii)	Date of passing Board Resolution	08/01/2025														
(iii)	Kind of securities offered and the total number of shares or other securities to be issued	40,00,000 equity shares														
(iv)	The price or price band at which the allotment is proposed	Rs. 15														
(v)	Amount which the company intends to raise by way of such securities	Rs. 3,00,00,000/- (Rs. Three Crore only) and adjusted towards the outstanding unsecured loan of Rs. 3,00,00,000/-														
(vi)	basis on which the price has been arrived at along with report of the registered valuer	As per the valuation report issued by Himanshu Vijay Dated 07/01/2025														
(vii)	Name and address of valuer who performed valuation	Himanshu Vijay C-55, Subhlaxmi, Ambabari, Jaipur														
(viii)	The relevant date on the basis of which price has been arrived at	01/01/2025														
(ix)	The class or classes of persons to whom the allotment is proposed to be made;	Equity Shares are to be issued to: <table border="1" style="margin-left: 20px;"> <tr> <td>Swapnil Kashinath Kawli</td> <td>Non-Promoter</td> </tr> <tr> <td>Ajay Kumar Gupta</td> <td>Non-Promoter</td> </tr> <tr> <td>Kunwar Aabid</td> <td>Non-Promoter</td> </tr> <tr> <td>Kunwar Rizwan</td> <td>Non-Promoter</td> </tr> <tr> <td>Nishitha Ajay Kumar Gupta</td> <td>Non-Promoter</td> </tr> <tr> <td>Juhi Swapnil Kawli</td> <td>Non-Promoter</td> </tr> <tr> <td>Yogesh Dhanuka</td> <td>Promoter</td> </tr> </table>	Swapnil Kashinath Kawli	Non-Promoter	Ajay Kumar Gupta	Non-Promoter	Kunwar Aabid	Non-Promoter	Kunwar Rizwan	Non-Promoter	Nishitha Ajay Kumar Gupta	Non-Promoter	Juhi Swapnil Kawli	Non-Promoter	Yogesh Dhanuka	Promoter
Swapnil Kashinath Kawli	Non-Promoter															
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(x)	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Mr Yogesh Dhanuka promoter and director of the company intends to subscribe to the Equity Shares in lieu of part of their unsecured loan amount.																																																																																																																																		
(xi)	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer to Promoter and Non Promoter:																																																																																																																																			
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(xii)	The proposed time within which the allotment shall	Allotment shall be completed as per the																																																																																																																																		

Sunshine
DHANUKA REALTY LIMITED

5th Floor, Plot No. C212-213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021
Ph: 0141-4014792 Email: cs@dhanukarealty.in , * www.dhanukarealty.in *CIN-L45201RJ2008PLC025705

For Dhanuka Realty Limited

Milika
(Company Secretary)
M. No. 94868



	be completed	prescribed time limit in Companies Act, 2013 and applicable SEBI regulations.		
(xiii)	The names of the proposed allottees and the percentage of post preferential issue capital that may be held by them :			
	Allottees	Category	Post issue shares	Post issue shareholding in %
	Swapnil Kashinath Kawli	Non-Promoter	3,33,334	2.84%
	Ajay Kumar Gupta	Non-Promoter	3,33,334	2.84%
	Kunwar Aabid	Non-Promoter	3,33,333	2.84%
	Kunwar Rizwan	Non-Promoter	3,33,333	2.84%
	Nishitha Ajay Kumar Gupta	Non-Promoter	3,33,333	2.84%
	Juhi Swapnil Kawli	Non-Promoter	3,33,333	2.84%
	Yogesh Dhanuka	Promoter	6320040	53.82
(xiv)	Change in control, if any in the Company that would occur consequent to the preferential offer	After the allotment of Preferential issue, the promoters holding will be reduced.		
(xv)	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No allotment on preferential basis has been made during the year.		
(xvi)	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA		
(xvii)	Lock-in-period	As per the applicable acts and rules,		
(xviii)	Other disclosure)	It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter or a fraudulent borrower.		

a) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

The identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted is given in the following table:

Name & PAN of Allottee	Address	Category	Natural persons who are the
------------------------	---------	----------	-----------------------------

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For Dhanuka Realty Limited

Milika
(Company Secretary)

m. No. 44868



			ultimate beneficial owners
NA	NA	NA	NA

b) Certificate from Practising Company Secretary

A copy of the certificate from the M/s Mahendra Khandelwal & Co., Practising Company Secretary of the Company, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues is annexed as Annexure I and also hosted on the website of the Company at www.dhanukarealty.in.

c) Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares issued on conversion of loan in terms of the provisions of ICDR Regulations, where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottee.

e) Pricing of the Preferential issue: - Rs. 15 per Share (inclusive premium of Rs. 5)

f) Lock-in Period:- In accordance with the SEBI ICDR Regulations.

The Board recommends the Special Resolution mentioned at Item No. 2 and 3 of the Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, in the said resolution

**By Order of the Board of Directors
For DHANUKA REALTY LIMITED**

For Dhanuka Realty Limited


(Company Secretary)

Company Secretary & Compliance Officer

M. No. 44868

Place: Jaipur

Dated: 08/01/2025


Sunshine
DHANUKA REALTY LIMITED

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Dhanuka Realty Limited

(Formerly known as Sunshine Buildmart Private Limited)

CIN NO.: L45201RJ2008PLC025705

Regd Office: 5th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN NAGAR,
VAISHALI NAGAR, JAIPUR, 302021, RAJASTHAN

Phone: 0141-4014792 **Website:** www.dhanukarealty.in

Email: cs@dhanukarealty.in

Form No. MGT-11

PROXY FORM

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

CIN	L45201RJ2008PLC025705		
Name of the Company	Dhanuka Realty Limited		
Registered Office	5 th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN NAGAR, VAISHALI NAGAR, JAIPUR, 302021		
Name of the member (s)			
Registered Address			
E-mail ID			
Folio No /Client ID		DP ID	

I/We, being the member (s) of Dhanuka Realty Limited, holding _____ shares of the Company, hereby appoint

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			
E-mail ID		Signature	

Dhanuka Realty Limited

(Formerly known as Sunshine Buildmart Private Limited)

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Regd Office: 5th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN NAGAR,
VAISHALI NAGAR, JAIPUR, 302021, RAJASTHAN

Phone: 0141-4014792 **Website:** www.dhanukarealty.in

Email: cs@dhanukarealty.in

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 31 January, 2025 at 11.00 AM at 5th Floor, C-212 & 213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur, 302021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
01.	Increase in Authorised Share Capital of the Company and Alteration of the Capital Clause of the Memorandum of Association of the Company
02.	Issue 20,00,000 Equity Shares on Preferential Basis to Non Promoter Group.
03.	Issuance of upto 20,00,000 Equity Shares on Preferential Basis in lieu of outstanding unsecured loan, to the Persons belonging to "Promoter & Promoter Group."

Signed this _____ day of _____ 2025

Signature of Shareholder (s): _____

Signature of Proxy Holder(s): _____

**AFFIX
REVENUE
STAMP**

Note:

1- Proxy need not be a member of the company.

2- The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.

Dhanuka Realty Limited

(Formerly known as Sunshine Buildmart Private Limited)

CIN NO.: L45201RJ2008PLC025705

Regd Office: 5th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN NAGAR,
VAISHALI NAGAR, JAIPUR, 302021, RAJASTHAN

Phone: 0141-4014792 **Website:** www.dhanukarealty.in

Email: cs@dhanukarealty.in

ATTENDANCE SLIP

I/We record my/our presence at the **Extra Ordinary General Meeting** to be held on Friday, 31 January, 2025 at 11.00 AM at 5th Floor, C-212 & 213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur, 302021.

NAME OF THE SHAREHOLDER/PROXY (In Block Letters)	
SIGNATURE OF THE SHAREHOLDER/PROXY	

NOTE:

- 1- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting. You are requested to sign and handover this slip at the entrance of the meeting venue
- 2- Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- 3- Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.

Route Map of the Venue



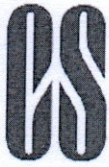
For Further Information Kindly Refer:

<https://www.google.co.in/maps/place/Dhanuka+Group/@26.9161632,75.7498148,14z/data=!4m5!3m4!1s0x396db30c21e9f59f0xe67d373b573fa66d!8m2!3d26.919014!4d75.743635>

EGM VENUE ADDRESS

DHANUKA REALTY LIMITED

5th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN NAGAR, VAISHALI NAGAR, JAIPUR, 302021 (RAJASTHAN)



MAHENDRA KHANDELWAL & CO.

Company Secretaries

Address: -202, Prism Tower, Infront of PHQ Gate No. 2, Lalkothi,
Behind Nehru Place, Tonk Road, Jaipur Rajasthan- 302015
Phone No. 0141-4112199, Mo. 09828046652
E-Mail: mahendra927@gmail.com

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY DHANUKA REALTY LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

To
Dhanuka Realty Limited
CIN: L45201RJ2008PLC025705
5th Floor, The Solitaire,
C-212 & C-213 Gautam Marg, Hanuman Nagar,
Vaishali Nagar,
Jaipur, Rajasthan, 302021

Sub.: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018

Dear Sir/ Madam,

1. This certificate is issued in accordance with the terms of our engagement with **Dhanuka Realty Limited** (hereinafter 'the Company').
2. In connection with the proposed issuance of unto "40,00,000 (Forty Lakhs) Equity Shares" by way of Preferential Issue (hereinafter 'Proposed Preferential Issue') of the Company to Proposed Allottees, the Company is required to take a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

Managements Responsibility

3. The compliance with Chapter V of the ICDR Regulations for the Preferential Issue of "40,00,000 (Forty Lakhs) Equity Shares" is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This accountability includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation; and making estimations that are reasonable in the circumstances.
4. The Management is also responsible for providing all relevant information to the SEBI, and/ or Stock Exchange(s).
5. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - a. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.
 - b. Determine the minimum price of the equity shares in accordance with the ICDR Regulations.
 - c. Compliance with the all-other requirements of the ICDR Regulations.



Certifier's Responsibilities

6. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the Preferential issue.
7. We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

Accordingly, we have performed the following procedures in relation to the engagement:

- a. With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - i. Noted the Relevant Date in terms of Regulation 161 of ICDR Regulations, 2018 for determining the price of Equity Shares with reference to the proposed Preferential issue is Wednesday 01st January, 2025 being the date 30 days prior to Friday, 31st January 2025 i.e., the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - ii. Verified that the Company has obtained requisite undertaking and/ or DP Transaction Statement from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company during 90 trading days preceding the Relevant Date;
 - iii. Verified from the undertaking and DP statement obtained by the Company from Proposed Allottees, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form.
 - iv. Verified that the Company has obtained Permanent Account Number ("PAN") of the Proposed Allottees; and
- b. Read the Notice of Extra Ordinary General Meeting ("EGM") and Verified that Special Resolution for Proposed Preferential Issue of Equity Shares of the Company is included in the same and the requisite disclosures in the EGM Notice have been made in accordance with Regulation 163 (1) of the ICDR Regulations and other applicable laws and Regulations;
- c. With respect to compliance with minimum price for Proposed Preferential Issue which is in accordance with applicable provisions of ICDR Regulations and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;
- d. Read the certified copy of the resolution passed by the Board of Directors and Outcome of the Board meeting held on the Wednesday 08th January, 2025 produced before us by the management containing the list of the Proposed Allottees;


 Page | 2

- e. Conducted relevant management inquiries and obtained necessary representations.

Conclusion

9. Based on our inspection as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

Restrictions on Distribution or Use

10. Our work was done only to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company only with the purpose of placing before shareholders of the Company and on the website of the Company so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

For: M/s Mahendra Khandelwal & Co.
(Practicing Company Secretaries)



Mahendra Prakash Khandelwal

(Proprietor)

M. No.: 6266

CP No.: 4459

Date: 08/01/2025

Place: Jaipur

UDIN: F006266F003619581

