

NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **1/2025-26 Extraordinary General Meeting** of the members of **DHANUKA REALTY LIMITED** will be held on Wednesday, 2nd day of July, 2025 at 10.30 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:

Special Resolution

Item No. 1: Approval for raising of loan with an option to convert such loan into equity shares of the Company

"RESOLVED THAT in furtherance of the Special Resolution passed by the members of the Company at its 14th Annual General Meeting held on 30th September 2021, wherein the shareholders authorised the Board of Directors of the Company (the "Board", which term shall include any committee duly constituted by the Board or any person(s) authorised by the Board) to raise loans up to an aggregate amount of Rs. 10,00,00,000/- (Rupees Ten Crores only), with an option to convert such loans into equity shares of the Company, and empowered the Board to finalise and determine the specific terms and conditions of such issuance.

RESOLVED THAT in line with the Company's plans for business expansion and its requirement for financial assistance and in view of the authority granted through Special Resolution dated 30th September 2021, the Board has accorded approval for accepting the loan aggregating up to an amount not exceeding Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lakhs only), from the lenders or any of them or their nominees, as detailed below, with an option to convert such loans into fully paid-up equity shares, as per the terms and conditions specified in the financing documents and briefly outlined below.

RESOLVED THAT the Board be and is hereby authorised to accept loans presently aggregating up to an amount not exceeding Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lakhs only) out of authorized an aggregate amount of Rs. 10,00,00,000/- (Rupees Ten Crores only), from the following lenders or any of them or their nominees, with an option to convert such loans into fully paid-up equity shares of the Company, in accordance with the following terms and conditions envisaged in the financing documents and such other terms as may be mutually agreed between the Company and the respective lenders:

Sr. No.	Name of the Lender	Amount
1.	Aditya Malpani	1,00,00,000/-
2.	Riteek Bakliwal HUF	25,00,000/-
3.	Nitisha Jain	25,00,000/-
4.	Devendra Bakliwal	25,00,000/-
5.	Riteek Bakliwal	25,00,000/-
6.	Rahul Jain	25,00,000/-
7.	Ruchi Jain	25,00,000/-
8.	Anup Kumar Beria	1,00,00,000/-
9.	Umesh Khetan	30,00,000/-

10.	Julie Khetan	30,00,000/-
11.	Aditya Khetan	20,00,000/-
12.	Tanisha Khetan	20,00,000/-

RESOLVED FURTHER THAT the terms of issue of equity shares pursuant to the conversion option to be attached to such loan shall be as under:

1. **Interest:** Nil (interest-free loan)
2. **Tenure:** Not exceeding 2 (two) months from the date of this Special Resolution
3. **Conversion Option:** At the sole discretion of the respective lender(s)
4. **Conversion Period:** Entire loan to be converted within 2 (two) months from the date of this Special Resolution
5. **Conversion Price:** ₹25/- (Rupees Twenty-Five Only) per fully paid-up equity share, as determined based on the valuation report obtained from a Registered Valuer
6. **Equity Shares:** The equity shares to be issued and allotted upon conversion shall be fully paid-up and shall rank *pari-passu* in all respects with the existing equity shares of the Company
7. **Other Terms:** As per financing document signed between Lenders and Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize and execute all such documents, deeds, writings, agreements and arrangements, and to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution, including but not limited to:

- i. determination of final terms and conditions for raising such loan and issuance of equity shares upon conversion;
- ii. issuance of letters of offer, conversion notices, and allotment letters;
- iii. filing of necessary returns and forms with the Registrar of Companies and stock exchanges (if applicable);
- iv. obtaining any regulatory approvals, as may be required.

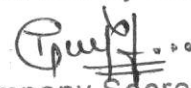
RESOLVED FURTHER THAT the members of the Company do hereby approve the aforementioned terms and conditions relating to the loan and its conversion into equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of the Board or any one or more Directors or officers of the Company to give effect to this resolution."

By Order of the Board of Directors

For DHANUKA REALTY LIMITED

For Dhanuka Realty Limited


 (Company Secretary)

Place: Jaipur
 Dated: 10/06/2025

Tanisha Gupta
Company Secretary & Compliance Officer
M. No.: A76024

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.
- 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.


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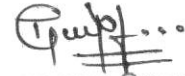
5th Floor, Plot No. C212-213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021
Ph: 0141-4014792 Email: info@dhanukarealty.in , * www.dhanukarealty.in *CIN-L45201RJ2008PLC025705

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 first 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 for 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
10. As per notification issued by the Ministry of Corporate Affairs dated 19th March, 2015, with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 are exempted from e-voting provisions. The Company is listed on SME platform of NSE Limited and hence covered under Chapter IX of SEBI (ICDR) Regulation, 2018, therefore, in the light of above, there is no provision for E-voting facility for the Shareholders.

By Order of the Board of Directors

For DHANUKA REALTY LIMITED

For Dhanuka Realty Limited



(Company Secretary)

Tanisha Gupta

Company Secretary & Compliance Officer

M. No.: A76024

Place: Jaipur
Dated: 10/06/2025

The following Explanatory Statement, as required under section 102 of the Companies act, 2013 set out all material facts relating to the business hereunder accompanying the Notice

EXPLANATORY STATEMENT AS ATTACHED TO NOTICE CALLING EXTRAORDINARY GENERAL MEETING OF DHANUKA REALTY LIMITED

In the 14th Annual General Meeting held on 30th September, 2021, a special resolution has been passed by the shareholders of the Company authorizing the Board of Directors ("the Board") to raise loan up to the extent amount of Rs. 10,00,00,000/- (Rupees Ten Crores only), with an option to convert such loans into equity shares of the Company. The shareholders after due discussion on terms of the issuance, further empowered the Board to determine the specific terms of issuance and to take all necessary actions to implement the said resolution.

In line with the Company's plans for business expansion and its requirement for financial assistance, the Company has entered into discussion with some of the prospective lenders to raise loans. Following these discussions, certain lenders have agreed to extend loan to the Company aggregating to Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lakhs Only), with an option to convert into equity shares of the Company in accordance with the requirements of **Section 62(3)** of the Act on terms which are reasonable in accordance with the Board.

The list of lenders consenting to provide the loan is as follows:

Sr. No.	Name of the Lender	Amount
1.	Aditya Malpani	1,00,00,000/-
2.	Riteek Bakliwal HUF	25,00,000/-
3.	Nitisha Jain	25,00,000/-
4.	Devendra Bakliwal	25,00,000/-
5.	Riteek Bakliwal	25,00,000/-
6.	Rahul Jain	25,00,000/-
7.	Ruchi Jain	25,00,000/-
8.	Anup Kumar Beria	1,00,00,000/-
9.	Umesh Khetan	30,00,000/-
10.	Julie Khetan	30,00,000/-
11.	Aditya Khetan	20,00,000/-
12.	Tanisha Khetan	20,00,000/-

In compliance with applicable legal requirements and in order to determine the appropriate conversion price at which the option may be given to convert loan into equity shares, the Board has obtained the Valuation Report from the Registered Valuer. Based on the said Valuation report, the Board proposes that the option of the conversion of the loan into equity shares of the Company shall be exercisable at a conversion price of Rs. 25/- per equity share.

Pursuant to the authority granted under the Special Resolution passed at the 14th AGM held on 30th September 2021, the Board of Directors has determined the following terms and conditions for the issuance of the loan with a conversion option:

1. **Interest:** Nil (interest-free loan)
2. **Tenure:** Not exceeding 2 (two) months from the date of the special resolution passed in the EGM.
3. **Conversion Option:** To be exercised at the sole discretion of the respective lender(s).
4. **Conversion Period:** the entire loan amount must be converted, if so, opted by the lender, within 2 (two) months from the date of the special resolution passed in the EGM.


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5. **Conversion Price:** Rs. 25/- per fully paid-up equity share.
6. **Equity Shares:** The equity shares issued upon conversion shall be fully paid-up equity shares of the Company, ranking pari-passu in all respects with the existing equity shares of the Company.
7. **Other Terms:** As per financing document signed between Lenders and Company.

Accordingly, the approval of the members of the Company is sought at the ensuing EGM for the proposed terms for the issuance of the loan with an option to convert into equity shares.

The Board of Directors recommends **Item No. 1** of the accompanying Notice for approval by the members of the Company by way of a Special Resolution.

By Order of the Board of Directors

For DHANUKA REALTY LIMITED

For Dhanuka Realty Limited

(Company Secretary)

Place: Jaipur
Dated: 10/06/2025

Tanisha Gupta
Company Secretary & Compliance Officer
M. No.: A76024



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	

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CIN NO.: L45201RJ2008PLC025705

Regd Office: 5th FLOOR, C-212 & 213, THE SOLITAIRE, GAUTAM MARG, HANUMAN
NAGAR, VAISHALI NAGAR, JAIPUR, 302021, RAJASTHANPhone: 0141-4014792 Website: www.dhanukarealty.inEmail: cs@dhanukarealty.in

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 1/2025-26 Extra Ordinary General Meeting of the Company to be held on Wednesday, 2nd day of July 2025 at 10.30 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.	Approval for raising of loan with an option to convert such loan into equity shares of the Company

Signed this _____ day of _____ 2025

AFFIX REVENUE STAMP

Signature of Shareholder (s): _____

Signature of Proxy Holder(s): _____

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.

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 **1/2025-26 Extra Ordinary General Meeting** to be held on Wednesday, 2nd day of July 2025 at 10.30 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)

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