DHANUKA
INFRA REALTY LTD

NOTICE

NOTICE is hereby given that **the 19th Annual General Meeting** of the Members of **DHANUKA INFRA REALTY LIMITED (Formerly known as DHANUKA REALTY LIMITED)** will be held on Wednesday, 30th day of September, 2026 at 10:00 A.M. at the registered office of the Company at 5th Floor, The Solitaire, C-212 & 213, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur, 302021, Rajasthan to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026 and Reports of Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Pushpendra Singh (DIN: 07159002), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. Dheeraj Borad (DIN: 09309521) as Independent Non-Executive Director:

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

"**RESOLVED THAT** pursuant to provision of Section 149,152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable law(s), regulation(s), guideline(s), Mr. Dheeraj Borad (DIN: 09309521), be and is hereby re-appointed as an Independent Non-Executive Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 30th September, 2026 to 29th September, 2031 on the Board of the Company.

"**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to file necessary forms with the concerned Registrar of Companies in this regard and to do all the acts, deeds, things that are necessary to give effect to above said resolution."

4. Re-appointment of Mr. Aditya Malpani (DIN: 06428810) as Whole-time Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 2(54), 190, 196, 197, 203 and Rules made thereunder read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration

DHANUKA INFRA REALTY LIMITED

Company Secretary

Committee and Audit Committee, consent of members of the Company be and is hereby accorded to approve the re-appointment of Mr. Aditya Malpani (DIN:06428810) as Whole-time Director of the Company for the period of three years with effect from 30th September, 2026 on the remuneration of Rs. 1,50,000/-Per Month together with other benefits, if any; and the Board of Directors shall be authorized to grant annual increments and revise the remuneration, as may be decided by the Board and shall remain within the limit prescribed under the Companies Act, 2013 read with Schedule V thereto."

"RESOLVED FURTHER THAT so long as Mr. Aditya Malpani (DIN:06428810) functions as Whole-time Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee."

"RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however if reappointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director of the Company and such reappointment as Director shall not constitute a break in his appointment as Whole-time Director of the Company."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Aditya Malpani (DIN:06428810) as a Whole-time Director, the Company has no profits or its profits are inadequate the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

"RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Mr. Aditya Malpani (DIN:06428810) as Whole-time Director prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved which shall be kept at the registered office and shall also be open for inspection by the Members of the Company."

"RESOLVED FURTHER THAT any of the Board of Directors or Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

By order of the Board of Directors
For Dhanuka Infra Realty Limited
(Formerly known as Dhanuka Realty Limited)

DHANUKA INFRA REALTY LIMITED

Company Secretary

Tanisha Gupta
Company Secretary & Compliance Officer
M.No: ACS -76024

Registered Office:5th Floor, The Solitaire,
C-212 & C-213, Gautam Marg,
Hanuman Nagar, Vaishali Nagar,
Jaipur, Rajasthan, 302021

Place: Jaipur
Date: 02/09/2026

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Notes:

1. ***A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. The instrument of the proxy, in order to be effective must be received by the company, duly completed and signed not later than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. (Proxy form is annexed to this report)***

   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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed ordinary / special resolutions are annexed to the Notice.

3. 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.

4. Members holding shares in dematerialized 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.

5. The Notice of AGM along with the Annual Report 2025-2026 is sent to all members via email at the email address registered with the RTA. Members may also note that this Notice and Annual Report of 2025-2026 will also be available on the Company's Website www.dhanukarealty.in and National Stock Exchange India Limited www.nseindia.com.

6. As per Regulation 36(1)(b) of SEBI (LODR) Regulation, 2015, soft copy of the Annual Report is to be provided to the shareholders who have registered their email address either with the Listed Entity or with Depository otherwise a letter providing the web link, including the exact path where the complete Annual Report is available shall be provided to the shareholders who have no registered email address. Further, hard copy of the Annual Report shall be provided to those shareholders who will request for the same.

7. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM.

   All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. to 1:00 p.m. upto the date of Annual General Meeting.

DHANUKA INFRA REALTY LIMITED

Company Secretary

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

8. 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.

9. Pursuant to the Notification issued by the Ministry of Corporate Affairs dated 19 March 2015 amending Rule 20 of the Companies (Management and Administration) Rules, 2014, companies covered under **Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018** are exempt from providing e-voting facility. As the Company is listed on the SME Platform of NSE Limited and is covered under Chapter IX of the SEBI (ICDR) Regulations, 2018, the Company is not required to provide remote e-voting facility to its shareholders.

10. Route Map showing directions to reach to the venue of the 19th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

11. All Members are requested to

- Send all correspondence relating to transfer and transmission of shares to Registrar and Share Transfer Agent and not to the Company. Quote their Folio No. / Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
- Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
- Intimate Registrar and Share Transfer Agent i.e., ***M/s Bigshare Services Private Limited*** for consolidation of folios, in case having more than one folio.
- Bring their attendance slip with them at the meeting attached to the Annual Report duly fill in and signed and handover the same at the entrance of place of the meeting. Proxy/ representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
- Register the E-mail address and change thereto, for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.

By order of the Board of Directors
For Dhanuka Infra Realty Limited
(Formerly known as Dhanuka Realty Limited)

DHANUKA INFRA REALTY LIMITED

Company Secretary

Tanisha Gupta
Company Secretary & Compliance Officer
M.No: ACS -76024

Registered Office: 5th Floor, The Solitaire,
C-212 & C-213, Gautam Marg,
Hanuman Nagar, Vaishali Nagar,
Jaipur, Rajasthan, 302021

Place: Jaipur
Date: 02/09/2026

DHANUKA
INFRA REALTY LTD

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

Item No. 2

The brief resume of Mr. Pushpendra Singh (DIN-07159002), nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

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

None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, except to their individual shareholding held in the Company in the resolution set out at Item No. 2 of this notice.

Item No. 3

Based on the recommendation of the Nomination cum Remuneration Committee and as per the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Dheeraj Borad (DIN- 09309521) as an Independent Non-Executive Director of the Company with effect from 30th Day of September, 2021 for the first period of 5 years . On completion of first tenure on 29th September, 2026, the Board of Directors desires to re-appoint him for the second term of 5 years beginning from 30th September, 2026 till 29th September, 2031.

The brief resume of Mr. Dheeraj Borad (DIN- 09309521), nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

Except Mr. Dheeraj Borad (DIN-09309521) and his relatives, none of the other Directors, Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the said resolution. The Board of Directors recommends the Special Resolution set out at item no. 3 of the Notice for approval by the Members.

Item No. 4

The tenure of appointment of Mr. Aditya Malpani (DIN: 06428810) as Whole-time Director is going to expire on 29th September, 2026 and he has to be reappointed as Whole time Director for further tenure of 3 years w.e.f. 30th September, 2026 on the recommendation of Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on 02/09/2026 subject to the approval of members/ shareholders of the Company at the remuneration, in accordance with norms laid down in Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made there under Schedule V of Companies act, 2013.

DHANUKA INFRA REALTY LIMITED

Company Secretary

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In terms of the provisions of the Act, where in any financial year, during his term of office as such, the Company makes no profit or its profits are inadequate, the Company may pay Mr. Aditya Malpani (DIN: 06428810) the remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

The resolution for seeking approval of members as a Special Resolution for the re-appointment of Mr. Aditya Malpani as Whole time Director of the Company with effect from 30th September, 2026, is pursuant to the provisions of Section 196 and 197 read with Schedule V and other applicable provision of the Companies Act, 2013 and the rules made there under.

Except Mr. Aditya Malpani, being an appointee, and their relatives none of the other Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No.4

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as mentioned in **Annexure A** herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

Disclosure pursuant to Schedule V of The Companies Act, 2013 is set out in the Notice at **Annexure B.**

DHANUKA INFRA REALTY LIMITED

Company Secretary

5th Floor, Plot No. C212-213, The Solitaire, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur-302021
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(ANNEXURE-A)

Details of Directors seeking appointment/re-appointment at 19th Annual General Meeting

Annexure to the Item No. II and III of the Notice

Particulars	Mr. Pushpendra Singh	Mr. Dheeraj Borad	Mr. Aditya Malpani
Category / Designation	Non-Executive Director	Independent Non-Executive Director	Whole Time Director
DIN	07159002	09309521	06428810
Date of Birth and Age	01/07/1979 47 years	27/12/1981 44 years	17/02/1984 42 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	07/08/2025	30/09/2021	30/09/2023
Terms & Conditions of Appointment	Re-appointed in 19th AGM and liable to retire by rotation	His first tenure expired on 29/09/2026. He is to be re-appointed by passing a Special Resolution for the further tenure of 5 years in the 19th AGM.	His tenure expires on 29/09/2026 and he is eligible for re-appointmen for further period of 3 years in the 19th AGM.
Brief Profile / Expertise in Specific field/ Qualification/Skills and Capabilities	He holds the post graduate degree from Rajasthan university and has an overall experience of more than 23 years in the real estate industry. He having the vast knowledge of construction and related activities.	Mr. Dheeraj Borad aged 46 years, is an Non-executive Independent Director in our company. He has been appointed as Independent Director on our Board on September 30th, 2021. He is a Chartered Accountant and a senior partner in Manish Borad and co, having experience of more than 17 years.	Mr. Aditya Malpani aged 4 years, is an Executiv Director in our company He has been appointed a Executive Director on ou board on August 31st 2022. Further he has bee appointed as Whole Tim Director on 30t September, 2023. He hold a degree of PGDM and ha an experience of more tha 19 years.

DHANUKA INFRA REALTY LIMITED

Company Secretary

Sunshine
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DHANUKA
INFRA REALTY LTD

Board Meetings held & attended during the FY 2025-26	He attended 6 Board Meetings	He attended all the Board Meeting	He attended 10 Board Meetings
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with the listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of shares held in the company (including shareholding as a beneficial owner)	-	-	4000 shares as on 31st March, 2026
Remuneration last drawn	-	-	1,50,000/- per month
Remuneration proposed to be paid	-	-	1,50,000/- per month
Relationship with other directors / KMP/ Manager	-	-	-

By order of the Board of Directors
For Dhanuka Infra Realty Limited
(Formerly known as Dhanuka Realty Limited)

DHANUKA INFRA REALTY LIMITED

Company Secretary

Registered Office: 5th Floor, The Solitaire, C-212 & C-213, Gautam Marg, Hanuman Nagar, Vaishali Nagar, Jaipur, Rajasthan, 302021

Place: Jaipur
Date: 02/09/2026

Tanisha Gupta
Company Secretary & Compliance Officer
M.No: ACS -76024

DHANUKA
INFRA REALTY LTD

(ANNEXURE-B)

Annexure to Item No. 4 of the Notice

Disclosure as per Schedule V of the Companies Act, 2013

I. General Information

Nature of Industry	Real Estate
Date or expected date of commencement of commercial production	18/01/2008
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
Financial performance based on given indicators	Profit after tax Rs. 3.85 Lakhs
Foreign investment or collaborators, if any	NA

II. Information about the Appointee

	Mr. Aditya Malpani
Background details	He joined the company as Executive Director on 31st August, 2022. Further, he was appointed as Whole Time Director on 30th September, 2023. He has the degree of PGDM.
Past Remuneration	150000 per month
Recognition or Awards	NA
Job Profile and his suitability	As Whole-time Director, he is responsible for the overall management and operations of the Company. Considering his qualifications, experience and expertise, the Board is of the opinion that he is well suited for the position of Whole-time Director.
Remuneration proposed	150000 per month
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates	Remuneration is as per industry standards

DHANUKA INFRA REALTY LIMITED

Company Secretary

the relevant details would be with respect to the country of his origin)	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	NA

III. Other Information

Reason of loss or inadequate profits	The company has not incurred any losses or inadequate profits.
Steps taken or proposed to be taken for improvement	The Company continues to focus on operational excellence, business growth and cost optimisation to sustain its profitability.
Expected increase in productivity and profit in measurable terms	The Company expects sustained growth in productivity and profitability through improved operational efficiencies and strategic business initiatives.

IV. Disclosures: Not applicable

DHANUKA INFRA REALTY LIMITED

Company Secretary

DHANUKA
INFRA REALTY LTD

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 Infra Realty Limited (Formerly known as Dhanuka Realty Limited)
Registered Office	5th 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 .... shares of the above-named 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 INFRA REALTY LIMITED

Company Secretary

DHANUKA
INFRA REALTY LTD

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 19th Annual General Meeting of the Company to be held on Wednesday, 30th day of September, 2026 at 10:00 A.M. at 5th Floor, C-212 & C-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	Resolution
01.	**Ordinary Resolution**	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31st, 2026 and Reports of Board of Directors and Auditors thereon.
02.	**Ordinary Resolution**	To appoint a director in place of Mr. Pushpendra Singh (DIN: 07159002), who retires by rotation and being eligible, and offer himself for re-appointment.
03.	**Special Resolution**	To re-appoint Mr. Dheeraj Borad (DIN: 09309521) as Independent Non-Executive Director of the Company
04.	**Ordinary Resolution**	To re-appoint Mr. Aditya Malpani (DIN: 06428810) as Whole Time Director of the Company

AFFIX REVENUE STAMP

Signed this ___________ day of _________2026

Signature of Shareholder (s): _______________

Signature of Proxy Holder(s): _______________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DHANUKA INFRA REALTY LIMITED

Company Secretary

DHANUKA
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ATTENDANCE SLIP

_____________ (Meeting Number) _________ (Date)

Folio No. / DP ID Client ID No	
Name of First named Member/Proxy/Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 19th Annual General Meeting of the company being held on **Wednesday, 30th day of September, 2026** at **10:00 A.M.** at the Registered Office of the Company

Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

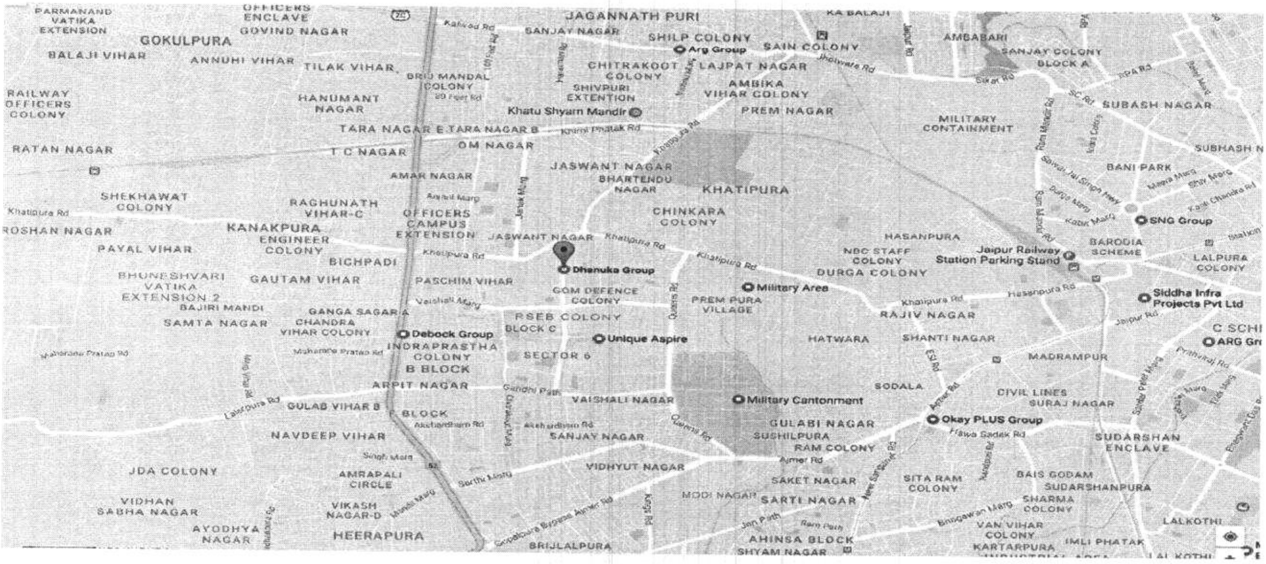
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

DHANUKA INFRA REALTY LIMITED

Company Secretary

DHANUKA
INFRA REALTY LTD

MAP LOCATION



For Further Information Kindly Refer:
https://www.google.co.in/maps/place/Dhanuka+Group/@26.9161632,75.7498148,14z/data=!4m5!3m4!1s0x396db30c21e9f59f:0xe67d373b573fa66d!8m2!3d26.919014!4d75.743635

DHANUKA INFRA REALTY LIMITED

Company Secretary

Sunshine

DHANUKA INFRA REALTY LIMITED

(Formerly known as Dhanuka Realty Limited)

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