

**NOTICE**

**NOTICE** is hereby given that **the 17<sup>th</sup> Annual General Meeting** of the Members of **DHANUKA REALTY LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2024 at 11:00A.M. at the registered office of the Company at 5<sup>th</sup> 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, 2024 and Reports of Board of Directors and Auditors thereon.**
- 2. To appoint a director in place of Mr. Aditya Malpani (DIN: 06428810), who retires by rotation and being eligible, offer himself for re-appointment.**

**SPECIAL BUSINESS:**

- 3. Re-Appointment of Mr. Yogesh Dhanuka (DIN: 01437705) as Managing Director and Chairman of the Company**

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 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 Committee and approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded to approve the re-appointment of Mr. Yogesh Dhanuka (DIN: 01437705) as Chairman cum Managing Director of the Company for the period of three years with effect from 22<sup>nd</sup> August, 2024 on the salary of Rs. 2,00,000 Per Month including all the perquisites and benefits, if any, with the authority to the Board to alter or vary the same from time to time with effect from such date or dates as may be decided by it and agreed to by Mr. Yogesh Dhanuka.”

**“FURTHER RESOLVED THAT** so long as Mr. Yogesh Dhanuka (DIN: 01437705) functions as Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.”

**“FURTHER RESOLVED THAT** as Managing 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 Managing Director and Chairman of the Company and such reappointment as Director shall not constitute a break in his appointment as Managing Director and Chairman of the Company.”

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**“FURTHER RESOLVED THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Yogesh Dhanuka (DIN: 01437705) as a Managing 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.”

**“FURTHER RESOLVED THAT** a written Memorandum setting out the terms of appointment of Mr. Yogesh Dhanuka (DIN: 01437705) as Managing 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.”

**“FURTHER RESOLVED THAT,** Board of Directors of the Company and Company Secretary of the Company be and are 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 BOARD OF DIRECTORS  
FOR DHANUKA REALTY LIMITED**

**Registered Office: 5<sup>th</sup> Floor, The Solitaire,  
C-212 & C-213, Gautam Marg,  
Hanuman Nagar, Vaishali Nagar,  
Jaipur, Rajasthan, 302021.**

**Place: Jaipur  
Date: 06/09/2024**

**Sd/-  
Ankit Sain  
Company Secretary  
M.No: ACS -44868**

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 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.
5. The Notice of AGM along with the Annual Report 2023-2024 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 2023-2024 will also be available on the Company's Website [www.dhanukarealty.in](http://www.dhanukarealty.in) and National Stock Exchange India Limited [www.nseindia.com](http://www.nseindia.com).
6. Pursuant to the General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), has extended the relaxation from sending physical copies of financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders.
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 electronically 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.
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.

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9. 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.
10. Route Map showing directions to reach to the venue of the 17<sup>th</sup> 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 BOARD OF DIRECTORS  
FOR DHANUKA REALTY LIMITED**

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

**Place: Jaipur  
Date: 06/09/2024**

**Sd/-  
Ankit Sain  
Company Secretary  
M.No: ACS -44868**

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

**Item No. 2**

The brief resume of Mr. Aditya Malpani (DIN-06428810), 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:**

The tenure of appointment of Mr. Yogesh Dhanuka (DIN: 01437705) as managing Director has expired on 21st August, 2024 and he has been reappointed as Managing Director for further tenure of 3 years w.e.f. 22nd August 2024 on the recommendation of Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on 6<sup>th</sup> September, 2024 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.

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. Yogesh Dhanuka (DIN: 01437705) 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. Yogesh Dhanuka as Managing Director of the Company with effect from 22nd August 2024, 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. Yogesh Dhanuka, 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.3

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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**.

**(ANNEXURE-A)****Details of Directors seeking appointment/re-appointment at 17<sup>th</sup> Annual General Meeting****Annexure to the Item No. II and III of the Notice**

<b>Particulars</b>	<b>Mr. Aditya Malpani</b>	<b>Mr. Yogesh Dhanuka</b>
Category / Designation	Whole Time Director and CFO	Managing Director
DIN	06428810	01437705
Date of Birth and Age	17/02/1984	04/12/1975
Nationality	Indian	Indian
Date of first appointment on the Board	31/08/2022	18/01/2008
Terms & Conditions of Appointment	Re-appointed in 17 <sup>th</sup> AGM and liable to retire by rotation	Re-appointed in 17 <sup>th</sup> AGM and liable to retire by rotation
Brief Profile / Expertise in Specific field/ Qualification	Mr. Aditya Malpani aged 40 years, is CFO and WTD of the Company. He joined our Company in 2022. He has 17 years of experience in the field of Real Estate, Banking & FMCG Sector. He has done post-graduation in Business Administration with various certification courses for enhancing his subject domain. He has expertise in both offline & online marketing alongwith strong business acumen for strategizing & executing extensive business development plans.	Mr. Yogesh Dhanuka aged 48 years is the Managing Director of our Company. He joined our Company since incorporation in 2008 and is associated with it since then. He holds Bachelor's degree of Commerce from Rajasthan University and has an overall experience of 20 years in the real estate industry. He looks after legal and construction activities of the Company. He routinely analyses, prepare, prosecute and defend claims, review and negotiate agreements, mediate, arbitrate and litigate suits on behalf of the Company.
Board Meetings held & attended during the FY 2023-24	He attended all the 10 meetings	He attended all the 10 meetings

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Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is director in the below mentioned companies: 1. Dhanuka Affordable Housing Private Limited 2. Triveni Kripa Buildhome Private Limited 3. JYM Developers Private Limited 4. Apolo Buildstate Private Limited 5. PKB Properties Private Limited  He is member of Audit Committee of the Company	He is director in below mentioned companies: 1. Bimpact Designs Private Limited 2. Dhanuka Affordable Housing Private Limited 3. Dhanuka Coloniser and Builders Private Limited 4. JYM Developers Private Limited 5. PYD Constructions Private Limited 6. Sunshine Realmart Private Limited 7. Triveni Kripa Buildhome Private Limited  He is a member of Stakeholders Relationship Committee of the Company
Number of shares held in the company (including shareholding as a beneficial owner)	-	4320040 shares
Remuneration last drawn	Rs.1,00,000 per month in the FY 2023-24	Rs.50,000 per month in the FY 2023-24 (Remuneration Approved Rs.2,00,000 per month at the time of re- appointment in 14 th AGM)
Remuneration proposed to be paid	In terms of remuneration approved by the Members at this AGM	In terms of remuneration approved by the Members at this AGM
Relationship with other directors / KMP/ Manager	-	-

**BY ORDER OF BOARD OF DIRECTORS  
FOR DHANUKA REALTY LIMITED**

**Registered Office:5<sup>th</sup> Floor, The Solitaire,  
C-212 & C-213, Gautam Marg,  
Hanuman Nagar, Vaishali Nagar,  
Jaipur, Rajasthan, 302021.**

**Place: Jaipur  
Date: 06/09/2024**

**Sd/-  
Ankit Sain  
Company Secretary  
M.No: ACS -44868**



**(ANNEXURE-B)**

**Annexure to Item No. 3 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 (loss) after tax Rs. (12.29) lakhs.
Foreign investment or collaborators, if any	NA

**II. Information about the Appointee**

	<b>Mr. Yogesh Dhanuka</b>
Background details	He joined the company since incorporation in 2008. He has expertise in legal and construction activities
Past Remuneration	2,00,000 per month approved but drawn 50,000 per month
Recognition or Awards	NA
Job Profile and his suitability	As Managing Director, he is responsible for overall activities of the company related to construction, operations, legal etc
Remuneration proposed	2,00,000 per month
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration is as per industry standards
Pecuniary relationship directly or indirectly with the company, or relationship with the	NA

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managerial personnel or other director, if any.
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### III. Other Information

Reason of loss or inadequate profits	The company has not incurred any losses but due to increase in overall expenditure including the remuneration payable to managerial persons of the company may be termed as inadequate profits.
Steps taken or proposed to be taken for improvement	The company has completed a detailed route cause analysis of losses in various activities and identified the area of immediate actions.
Expected increase in productivity and profit in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

### IV. Disclosures: Not applicable

**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**

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

**I/We, being the member (s) of ..... shares of the above named Company, hereby appoint**

<b>Name</b>			
<b>Address</b>			
<b>E-mail ID</b>		<b>Signature</b>	

**OR FAILING HIM**

<b>Name</b>			
<b>Address</b>			
<b>E-mail ID</b>		<b>Signature</b>	

**OR FAILING HIM**

<b>Name</b>			
<b>Address</b>			
<b>E-mail ID</b>		<b>Signature</b>	

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**As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> day of September, 2024 at 11:00a.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:**

<b>Resolution No.</b>	<b>Resolution</b>
01.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31st, 2024 and Reports of Board of Directors and Auditors thereon.
02.	To appoint a director in place of Mr. Aditya Malpani (DIN: 06428810), who retires by rotation and being eligible, and offer himself for re-appointment.
03.	To re-appoint Mr. Yogesh Dhanuka (DIN: 01437705) as Managing Director and Chairman of the Company.

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

**AFFIX  
REVENUE  
STAMP**

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.**

**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 \_\_\_\_\_ (Meeting number) Annual General Meeting of the company being held on **Monday, 30<sup>th</sup> day of September, 2024** at **11:00A.M.** at the Registered Office of the Company

Signature of First holder/Proxy/Authorized Representative

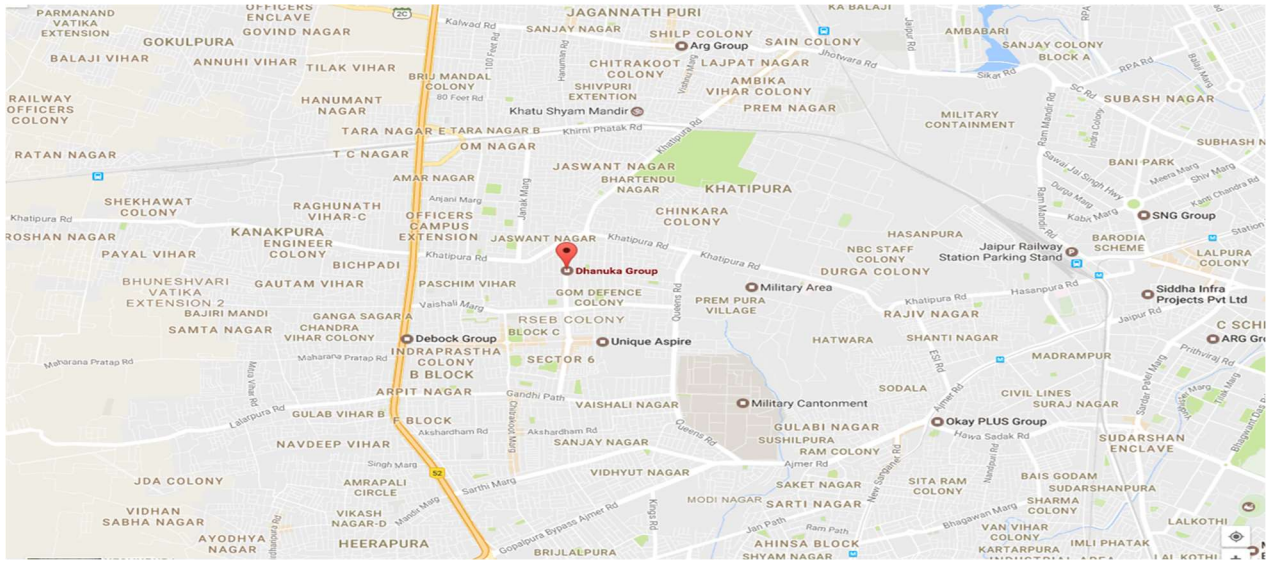
Signature of 1st Joint holder

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.

**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>**