



DHARIWALCORP LIMITED

JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
CIN-: U2424RJ2020PLC069105

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT, ONLY BY WAY OF REMOTE ELECTRONIC VOTING PROCESS BY MEMBERS OF THE COMPANY ON MONDAY, JANUARY 12, 2026.

At its meeting held on December 10, 2025, the Board of Directors (“Board”) of the Company approved the proposal to conduct a Postal Ballot pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, and No. 17/2020 dated 13th April, 2020, (including all the amendments and extensions thereto, the latest one being General Circulars No.09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”) read with SEBI Circular no. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Circular”) to seek approval of the Members for the following Ordinary resolutions:

1. Approve The Increase in Authorized Share Capital of the Company
2. Sub-Division / Split of existing equity shares
3. Alteration of the capital clause of memorandum of association

The Board appointed FCA Lucky Nanwani (Membership No. 429997), Chartered Accountant in practice, Partner of S B L and Co LLP, Chartered Accountants (FRN: 0010699C/C400032) Jodhpur, as the Scrutinizer for conducting the postal ballot through the remote e-voting process in a fair and transparent manner. The Company engaged the services of Bigshare Services Private Limited (“Bigshare”) for the purpose of providing e-voting facility to all its members.

The Notice indicating, inter alia, the process and manner of remote e-voting, was dispatched only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 05, 2025 (“cut-off date”) received from the Depositories and whose e-mail address are registered with the Company / Depositories on December 05, 2025.

 **Dhariwal Corp. Ltd.**

36, Narayan Nagar, Shobhawato Ki Dhani,
Pal Link Road, Jodhpur, Rajasthan-342001

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The remote e-voting period commenced from 9.00 a.m. (IST) on Sunday, December 14, 2025, and ended at 5.00 p.m. (IST) on Monday, January 12, 2026.

CA. Lucky Nanwani carried out the scrutiny of all the electronic votes received till 5.00 p.m. (IST) on Monday, January 12, 2026. He submitted his Report dated Monday, January 12, 2026, and Ms. Saloni Kachhwaha, Company Secretary & Compliance officer (person authorised by the Chairman) accepted the said Report.

Summary of the Scrutinizer's Report is as under:

1. The E-Voting period remained open from 9.00 a.m. (IST) on Sunday, December 14, 2025, and ended at 5.00 p.m. (IST) on Monday, January 12, 2026. The e-voting module was disabled by Bigshare thereafter.

2. On Thursday, December 11, 2025, the Company had completed the dispatch of Postal Ballot Notice, only by electronic mode to those members whose names appeared on the Register of Members / List of Beneficial Owners as on cut-off date received from the Depositories and whose e-mail address were registered with the Company / Depositories.

Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes were not sent to members for this Postal Ballot.

3. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and applicable MCA circulars, requisite advertisements were published by the Company in "Business Standards (English)" and "Business Remedies (Hindi)" on December 12, 2025, informing about the completion of dispatch of Postal Ballot Notice, to those members whose names appear on the Register of Members / List of Beneficial Owners as on cut-off date received from the Depositories and whose e-mail address is registered with the Company / Depositories, along with other related matters mentioned therein.

A handwritten signature in blue ink, appearing to read "Lucky Nanwani".

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4. The compilation of the register containing the statement of member's name, DP Id/Client Id and/or Folio number, number of shares held, number of votes exercised, votes in favour, vote against were registered by Bigshare on its platform i.e. <https://www.bigshareonline.com/> and based on the report generated by Bigshare and relied upon by me, data regarding the remote e-voting was scrutinized on a test check basis.
5. The report was based on votes casted through E-Voting, which was downloaded from the website of Bigshare i.e., www.bigshareonline.com
6. The votes were diligently scrutinized and reconciled with the records maintained by the Company and its Registrar and Share Transfer Agent, Bigshare Services Private Limited (“Bigshare” or “RTA”) and the authorizations lodged with the Company and Registrar and Share Transfer Agent on test check basis.
7. Based on the report generated by Bigshare and relied upon by the Scrutinizer, data regarding the remote e-voting was scrutinized on test check basis.
8. The details of voting and special resolutions as per the Scrutinizer's report are as under:

Item No 1: Increase in authorized share capital of the Company

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lakhs) equity shares of face value Rs. 10 (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each by way of creation of 1,20,00,000 (One Crore Twenty Lakhs) fresh equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

A handwritten signature in blue ink, appearing to be a stylized 'V' or a similar mark.

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“The Authorised Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
08	3360947	100.00%

Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
00	00	00.00%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
00	00

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Abstained from Voting

Number of members who abstained	Total number of votes cast by them
01	3589245

Item No. 2: Sub-Division / Split of existing equity shares

“RESOLVED That pursuant to the provisions of Section 61(1)(d) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder, the provisions of the Memorandum and Articles of Association of the Company and subject to requisite regulatory and/or statutory approvals, the consent of the members of the Company, be and is hereby accorded for sub-division / split of 1 (one) existing equity shares of the Company, having face value of Rs. 10 (Rupees Ten Only) each, fully paid-up, into 5 (Five) equity shares having face value of Rs. 2 (Rupee Two Only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board.

RESOLVED FURTHER THAT pursuant to sub-division / split of equity shares, the authorized, issued, subscribed and paid-up share capital, existing on the Record Date shall stand sub-divided / split as under:

Type of Capital	Pre-sub-division / split			Post sub-division / split		
	No. of shares	Face value	Total share capital	No. of shares	Face value	Total share capital
Authorised Share Capital						
Equity Shares	2,50,00,000	10	25,00,00,000	12,50,00,000	2	25,00,00,000
Issued, Subscribed and Paid-up Share Capital						
Equity Shares	94,01,400	10	9,40,14,000	4,70,07,000	2	9,40,14,000

RESOLVED FURTHER THAT upon sub-division / split of equity shares as aforesaid and with effect from the Record Date:

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i) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letters of Confirmation of the Company, in compliance with the prevailing laws / guidelines in this regard; and

ii) for the equity shares held in dematerialized form, the sub-divided / split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of Members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT approval of Members be and is hereby accorded to make appropriate alterations, modifications and adjustments in the conversion ratio of outstanding Fully Convertible Warrants, if any, as may be necessary due to sub-division / split of equity shares of the Company.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall include a Committee of the Board duly constituted or authorised in this regard), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution or delegate the aforesaid powers to any Director or officer of the Company as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
09	6950192	100.00%

Voted against the resolution:

Number of members who voted	Number of votes cast by	% of total number of valid

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	them	votes cast
00	00	00.00%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
00	00

Abstained from Voting

Number of members who abstained	Total number of votes cast by them
00	00

Item No. 3: Alteration of the capital clause of memorandum of association

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder, and subject to the requisite regulatory and/or statutory approvals/confirmations, the consent of the members of the company, be and is hereby accorded for alteration of the existing Clause V of the Memorandum of Association of the Company relating to the Authorized Share Capital by substituting the same with the following Clause:

“The Authorised Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity shares of Rs. 2/- (Rupees Two only) each.”

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall include a Committee of the Board duly constituted or authorised in this regard), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution or delegate the aforesaid powers to any Director or officer of the Company as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
09	6950192	100.00%

Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
00	00	00.00%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
00	00

Abstained from Voting

Number of members who abstained	Total number of votes cast by them
00	00

Based on the aforesaid results, the resolutions as mentioned above were deemed to have been passed with requisite majority, on Monday, January 12, 2026, being the last date of remote e-voting for the members of the Company.

Entered in the Minutes Book and signed on January 15, 2026, at Jodhpur

Entered on: 15/01/2026

Place: Jodhpur

MANISH DHARIWAL
CHAIRMAN

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