MINUTES OF THE PROCEEDINGS OF THE 6TH ANNUAL GENERAL MEETING OF DHARIWALCORP LIMITED HELD ON TUESDAY, SEPTEMBER 01, 2026, AT 03:00 P.M. AT G-764 BORANADA INDUSTRIAL AREA IV PHASE JODHPUR, RAJASTHAN 342012

The Following were present:

Board:

Manish Dhariwal	Chairman and Managing Director
Shakshi Dhariwal	Whole Time Director
Dilip Dhariwal	Executive Director
Ashish Mathur	Independent Director
Jinesh Jain	Chief Financial Officer
Saloni Kachhwaha	Company Secretary and Compliance Officer

Invitees:

CS Reeptika Barmera	Secretarial Auditor
CA Lucky Nanwani (Partner of S B L and Co LLP, Chartered Accountants)	Scrutinizer

Members Present in person: 20

Members Present Through proxy: Nil

In accordance with applicable provisions of the Companies Act, 2013 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Mr. Manish Dhariwal, Chairman of the Board of Directors, took the chair.

The Chairman authorised Ms. Saloni Kachhwaha, Company Secretary and Compliance Officer of the Company to carry out the further proceedings of the AGM.

The Company Secretary informed the members that Ms. Monu Rathi could not attend this meeting due to their pre-occupancy in other assignments.

The Members were informed that the Secretarial Auditor of the company was also present at the meeting. The Company Secretary ascertained the Quorum of the Meeting.

Dhariwal Corp. Ltd.
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The requisite quorum being present, the Company Secretary called the meeting to order.

The requisite quorum was present throughout the meeting.

With the consent of the Members present, the Notice of the AGM, the Standalone Financial Statements of the Company for the Financial Year 2025-26, together with Report of Board of Directors and Annexures thereto, and Report of Auditors thereon was taken as read.

The Members were informed that the Statutory Registers and Documents as required pursuant to the Companies Act, 2013 to be produced at the meeting were available for inspection of the members, electronically.

The members further informed that in accordance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for Remote E-Voting process and E-Voting during the AGM to all members. Further, the members were informed that those members who have not voted to the resolutions set out in the notice of the meeting, by way of remote e-voting process were entitled to vote through E-Voting during the AGM.

The Members were also informed that the Company had appointed FCA Lucky Nanwani, Partner of S B L and Co LLP, Chartered Accountants, as the Scrutinizer for the purpose of scrutinizing the process of Remote E-Voting and E-Voting during the AGM.

The Company Secretary then placed before the meeting the following 7 resolutions as set out in the *Notice dated August 08, 2026*:

Item No. 1: To Receive, Consider and Adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

*"**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."*

Summary of Voting Results:

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Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	55	6,28,33,470	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Ordinary Resolution was passed, with requisite majority.

Item No. 2: To appoint a director in place of Ms. Shakshi Dhariwal (DIN: 08762567), who retires by rotation and being eligible, offers herself for reappointment.

*"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Ms. Shakshi Dhariwal (DIN: 08762567),** who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."*

Summary of Voting Results:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	55	6,28,33,470	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Ordinary Resolution was passed, with requisite majority

Item No. 3: To approve the increase in Authorized Share Capital and alteration of the Capital clause of the Memorandum of Association of the Company.

*"**RESOLVED THAT** pursuant to provisions of section 13, 61 (1)(a) read with section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Articles of Association of*

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the Company, approval of the members be and is hereby accorded to increase its Authorized Share Capital from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 12,50,00,000 (Twelve Crore Fifty Lacs) Equity shares of Rs. 2/- (Rupees Two) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity shares of Rs. 2/- (Rupees Two) 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:

"The Authorised Share Capital of the company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity shares of Rs. 2/- (Rupees Two) 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 authorized 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."*

Summary of Voting Results:

Particulars	**Number of members who voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Voted in favour of the resolution	55	6,28,33,470	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Ordinary Resolution was passed, with requisite majority

Item No. 4: Approval of Related Party Transactions with Mr. Manish Dhariwal and Ms. Shakshi Dhariwal, directors of the Company.

*"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 188 and applicable provisions of the Companies Act, 2013*

("Act") read with Rules made thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to Company, to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) ("RPTs") as mentioned in the explanatory statement with ***Mr. Manish Dhariwal and Ms. Shakshi Dhariwal****, directors, and being "Related Parties" under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations,* ***as mentioned in the table below****:*

Name of the party with which contract is entered into	Nature of concern or interest	Nature of transaction [under section 188(1)]	Mode	Amount of Transaction (Not exceeding)
Manish Dhariwal	Director	(c) buying of Property	Cash or Consideration Other than Cash	Rs. 8,00,00,000/-
Shakshi Dhariwal	Director	(c) buying of Property		Rs. 8,00,00,000/-
Manish Dhariwal & Shakshi Dhariwal Jointly	Directors	(c) buying of Property		Rs. 11,00,00,000/-
Total				**Rs. 27,00,00,000/-**

RESOLVED THAT *on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Mr. Manish Dhariwal and Ms. Shakshi Dhariwal and the Company, for a period commencing from the date of this 6th Annual General Meeting ("AGM") upto the date of 7th AGM to be held in calendar year 2027 subject to a maximum period of fifteen months and for an aggregate value not exceeding Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores only) during such period, however, subject to such modifications which do not constitute material modifications as per the Company's Policy on Related Party Transactions, as applicable at the relevant point of time, provided that the said RPTs shall be carried out at arm's length basis and in the ordinary course of business of the Company.*

RESOLVED FURTHER THAT *the Board of Directors of the Company (including Audit committee of the Board of Directors) be and is hereby authorized to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, for and on behalf of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to this*

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resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

***RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."*

Summary of Voting Results:

Particulars	**Number of members who voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Voted in favour of the resolution	52	24,62,510	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Ordinary Resolution was passed, with requisite majority.

Item No. 5: To approve the appointment of Mr. Vidhan Dhariwal (DIN: 11020681) as Executive Director of the Company.

***"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the approval of the Members be and is hereby accorded for the appointment of Mr. Vidhan Dhariwal (DIN: 11020681) as an Executive Director of the Company liable to retire by rotation, on such remuneration as may be decided by the Board of Directors from time to time.*

***RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such* *documents and writings, and file the necessary forms and returns with the statutory and regulatory authorities, as may be necessary or expedient to give effect to this Resolution."*

Summary of Voting Results:

Particulars	**Number of members who voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Voted in favour of the resolution	52	24,62,510	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Ordinary Resolution was passed, with requisite majority

Item No. 6: To approve the appointment of Ms. Nikita Jain (DIN: 11865496) as a Non-Executive Independent Director of the Company.

***"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint **Ms. Nikita Jain (DIN: 11865496)** as Non-Executive Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company to hold office for his first term of two consecutive years with effect from September 01, 2026 upto August 31, 2028 and shall not be liable to retire by rotation.*

***RESOLVED FURTHER THAT**, any director of the Company be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including but not limited to filing the necessary Forms with registrar of Companies."*

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Summary of Voting Results:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	55	6,28,33,470	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Special Resolution was passed, with requisite majority.

Item No. 7: To approve the appointment of Ms. Manshi Sharma (DIN: 11865532) as a Non-Executive Independent Director of the Company.

***"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint **Ms. Manshi Sharma (DIN: 11865532)** as Non-Executive Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company to hold office for his first term of two consecutive years with effect from September 01, 2026 upto August 31, 2028 and shall not be liable to retire by rotation.*

***RESOLVED FURTHER THAT**, any director of the Company be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including but not limited to filing the necessary Forms with registrar of Companies."*

Summary of Voting Results:

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Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	55	6,28,33,470	100.00%
Voted against the resolution	00	00	0.00%
Invalid votes	00	00	0.00%

As per the voting results declared on September 02, 2026, based on the Scrutinizer's report dated September 02, 2026, the Special Resolution was passed, with requisite majority.

The Members were then invited to express their views, ask questions and seek clarifications on the proposed resolutions. They were also given an opportunity to speak.

Further, after giving sufficient time to all Members who wish to speak, the Chief Financial Officer and Managing Director responded to the queries raised by them.

The Members were informed that the voting results along with the Independent Scrutinizers' Report would be announced within 48 hours of the conclusion of the AGM.

There being no other business to transact, the Meeting concluded at around 3:55 P.M. with a Vote of Thanks to the Chair.

The E-Voting Facility was concluded at around 4:08 P.M.

Entered in the Minutes Book and signed on September 19, 2026, at Jodhpur.

Manish Dhariwal
Digitally signed by Manish Dhariwal
Date: 2026.09.19 16:03:18 +05'30'

Entered on: 19/09/2026
Place: Jodhpur

MANISH DHARIWAL
Chairman

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