

DHARIWALCORP LIMITED

JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
CIN-: U2424RJ2020PLC069105

May 28, 2025

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai, Maharashtra – 400 051

Script Code: DHARIWAL

Sub.: Outcome of Board Meeting of Dhariwalcorp Limited held on May 28, 2025

Dear Sir(s)/Madam(s),

This is in continuation of our letter dated May 23, 2025, regarding the intimation of the meeting of the Board of Directors on Wednesday, May 28, 2025, for consideration and approval of the Financial Results of the Company for the half year and year ended on March 31, 2025.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this is to inform that the Board of Directors ("the Board") of the Company at its meeting held today i.e. May 28, 2025, inter-alia, has considered and approved the following:

1. Raising Funds up to Rs. 8,30,28,000 by Preferential Issue of Fully Convertible Warrants

The issuance and allotment of up to 8,50,000 (Eight Lakhs Fifty Thousand Only) fully convertible warrants ('Warrants'), carrying a right exercisable by Proposed Allottees to subscribe to one equity share (having face value of Rs. 10/- each) per Warrant by way of preferential allotment on private placement basis to person belonging to "Promoters & Promoter Group" and "Non-Promoter, Public Category" ("Proposed Allottees"), as detailed in **Annexure-I**, at an issue price of Rs. 97.68 (Rupees Ninety-Seven and Paise Sixty-Eight Only) per Warrant, which is determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") payable in cash for an amount aggregating up to Rs. 8,30,28,000 (Rupees Eight Crores Thirty Lakhs Twenty-Eight Thousand Only) in such manner and on such terms and conditions as may be determined by the Board in accordance with ICDR Regulations and other applicable laws subject to approval of Members and other necessary regulatory, statutory and other approvals, permissions and sanctions, as may be applicable.

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Details as required under Regulation 30 of the Listing Regulations read with SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('Master Circular') with respect to the preferential issue is enclosed as **Annexure-II**.

2. In respect of the above matter, the Board of Directors has approved:

- a) The dispatch of **Postal Ballot Notice** to seek approval of the shareholders for issuance of convertible warrants by way of preferential issue and related matters, pursuant to Section 110 of the Companies Act, 2013, and The Companies (Management and Administration) Rules, 2014.

The 'Cut-off' or 'Relevant date' has been fixed as **Friday, May 30, 2025**, for the purpose of Dispatch of Postal Ballot Notice and determining eligibility of members for e-voting.

- b) The Appointment of CA. LUCKY NANWANI, P/o S B L AND CO LLP (Chartered Accountants) as Scrutinizer for the Remote E-Voting Process relating to the Postal Ballot process of the Company to be held from 09:00 A.M. (IST) on June 01, 2025, till 05:00 P.M. (IST) on June 30, 2025.
- c) The Appointment of BIGSHARE SERVICES PRIVATE LIMITED (INR000001385) to provide services in respect of Remote E-Voting by the shareholders on the resolutions mentioned in postal ballot notice.

3. The Board, based on the recommendations of the Audit Committee, has approved:

- a) The appointment of CA. Deepika Maheshwari (Practicing Chartered Accountant), as Internal Auditor of the Company under Section 138 of the Companies Act, 2013 for the period of three (3) financial years from 2024-25 to 2026-27.

The brief profile of CA. Deepika Soni is enclosed herewith as **Annexure-III**.

- b) The appointment of FCS Reeptika Barmera (Company Secretary in Practice), as Secretarial Auditor of the Company for conducting the Secretarial Audit for the Financial Year 2024-25.

The brief profile of FCS Reeptika Barmera is enclosed herewith in **Annexure-IV**.

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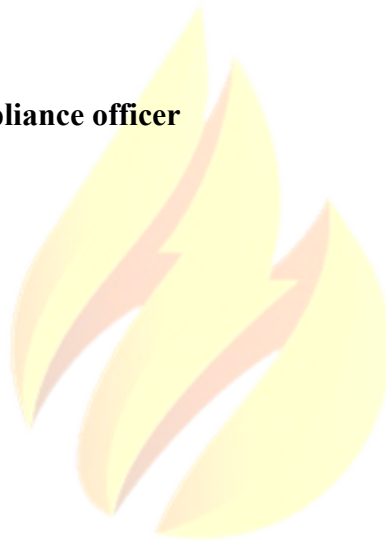
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This is to inform you that the said meeting commenced at 4:00 P.M. (IST) and concluded at 6:30 P.M. (IST)

Thanking you,

For DHARIWALCORP LIMITED

SALONI KACHHWAHA
Company Secretary and Compliance officer
M. No.: A67240



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Annexure I

Names of the Proposed Allottees of Fully Convertible Warrants

Sr. No.	Name(s) of the Proposed Allottees	Holding pre-preferential issue		Maximum no. of Warrants to be issued	Post-preferential issue (*)	
		No. of Shares	%		No. of Shares	%
A.	Promoters & Promoter Group:					
1.	Shakshi Dhariwal	3289245	36.75	7,00,000	3989245	40.70
2.	Dilip Dhariwal	102	0.00	50,000	50102	0.51
	Total (A)	3289347	36.75	7,50,000	40,39,347	41.21
B.	Non-Promoters, Public Category:					
1.	Richa Mathur	0	0.00	30,000	30,000	0.31
2.	Unicorn Petroleum Industries Pvt Ltd	0	0.00	70,000	70,000	0.71
	Total (B)	0	0.00	1,00,000	1,00,000	1.02
	Total (A + B)	3289347	36.75	8,50,000	41,39,347	42.23

(*) Assuming full conversion of Warrants proposed to be offered, issued and allotted to Proposed Allottee into equal number of equity shares of the Company.

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Annexure II

Details as required under Regulation 30 of the Listing Regulations read with
SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, and
SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('Master Circular') with respect to
preferential issue

Sr. No.	Particulars	Disclosures
1.	Type of securities proposed to be Issued	Fully Convertible Warrants ("Warrants")
2.	Type of issuance	Preferential Issue
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to 8,50,000 (Eight Lakhs Fifty Thousand Only) Warrants at an issue price of Rs. 97.68 (Rupees Ninety-Seven and Sixty-Eight Only) each to person belonging to "Promoters & Promoter Group" and "Non-Promoter, Public Category" for an amount aggregating up to Rs. 8,30,28,000/- (Rupees Eight Crores Thirty Lakhs Twenty-Eight Thousand Only).
4.	Name and number of the Investor(s)	As per the list attached as Annexure-I .
5.	Issue price	Rs. 97.68/- per Warrant

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6.	Post allotment of securities - outcome of the subscription.	Category	Pre preferential issue		Post preferential issue*	
			No. of Shares	%	No. of Shares	%
		Promoters and Promoter Group (A)	6594396	73.67%	7344396	74.93%
		Public (B)	2357004	26.33%	2457004	25.07%
		Total (A) + (B)	8951400	100%	9651400	100%
*Assuming full conversion of 8,50,000 Warrants proposed to be issued and allotted to Proposed Allottee into 8,50,000 equity shares of the Company.						
7.	Intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment. Each Warrant shall carry a right to subscribe to 1 (one) equity share per warrant, which may be exercised in one or more tranches, within 18 (eighteen months) from the date of allotment of such warrants. If a Warrant holder does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such warrants, the unexercised Warrants shall lapse, and the amount paid by that Warrant holder on such Warrants shall stand forfeited by the Company.				
8.	Nature of Consideration	Cash (Banking Channel)				
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable				

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Annexure III

Details as required under Regulation 30 of the Listing Regulations read with SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('Master Circular')

Appointment of CA. DEEPIKA SONI as an Internal Auditor of the Company

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment as an Internal Auditor of the Company.
2.	Date of appointment / reappointment/ cessation (as applicable) & terms of Appointment	With effect from May 28, 2025 Appointment as an Internal Auditor of the Company for three (3) financial years from 2024-25 to 2026-27 to conduct the Internal Audit of the Company.
3.	Brief Profile (in case of appointment)	Deepika Maheshwari, a practicing Chartered Accountant based in Jodhpur, has been successfully running her own practice for the past 5 years. With over 9 years of experience in the field, she specializes in Income Tax Audits, Statutory Audits, Internal Audits, and Direct Tax Consultancy. Her expertise and commitment to delivering high-quality services have enabled her to build a strong reputation in the industry.
4.	Disclosure of relationship between Directors (in case of appointment)	None.

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Annexure IV

Details as required under Regulation 30 of the Listing Regulations read with SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('Master Circular')

Appointment of FCS REEPTIKA BARMERA as Secretarial Auditor of the Company

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment as Secretarial Auditor of the Company.
2.	Date of appointment /reappointment/ cessation (as applicable) & terms of Appointment	With effect from May 28, 2025 Appointment as Secretarial Auditor of the Company for the financial year 2024-25 to conduct the Secretarial Audit of the Company.
3.	Brief Profile (in case of appointment)	CS Reeptika Barmera is a Fellow Member of the Institute of Company Secretaries of India and also a Commerce and Law Graduate. She possesses over 9 years of work experience in the fields of handling corporate, secretarial, legal, compliance services to clients, by applying the best tools and technologies, to enable them to deliver and sustain the best compliance management and deliver services in time. Also focus on developing high professional values, ensuring good corporate governance and contributing to public good through proactive research and development activities.

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		<p>A Sole proprietorship firm has also been registered in the name Reeptika Barmera and Associates with Institute of Company Secretaries of India.</p> <p>Having keen proficiency in the era of Practice with good governance and diligence, she provides services like Secretarial Audit, Incorporation of Company, maintaining its records and its filing to ROC, SEBI and at other platforms as and when they are due.</p>
4.	Disclosure of relationship between Directors (in case of appointment)	None.

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