

DHARIWALCORP LIMITED

JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
CIN:- U2424RJ2020PLC069105

MINUTES OF THE PROCEEDINGS OF THE 5TH ANNUAL GENERAL MEETING OF DHARIWALCORP LIMITED HELD ON THURSDAY, AUGUST 07, 2025, AT 12:30 P.M. AT G-764 BORANADA INDUSTRIAL AREA IV PHASE JODHPUR, RAJASTHAN 342012

The Following were present:

Board:

Manish Dhariwal
Shakshi Dhariwal
Dilip Dhariwal
Ashish Mathur
Monu Rathi
Jinesh Jain

Chairman and Managing Director
Whole Time Director
Executive Director
Independent Director
Independent Director
Chief Financial Officer

Invitees:

CA Kartik Daga
(Partner of J K DAGA & ASSOCIATES,
Chartered Accountants)
CA Deepika Soni
CS Reeptika Barmera
CA Lucky Nanwani
(Partner of S B L and Co LLP, Chartered
Accountants)

Statutory Auditor

Internal Auditor
Secretarial Auditor
Scrutinizer

Members Present in person: 11

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 Mr. Amit Sankhla could not attend this meeting due to their pre-occupancy in other assignments.

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The Company Secretary further informed the members that Ms. Monu Rathi is also present in the capacity of Chairperson of Audit Committee and Nomination and Remuneration Committee of the Company.

The Members were informed that the Statutory Auditor, Secretarial Auditor and Internal Auditor of the company were also present at the meeting. The Company Secretary ascertained the Quorum of the Meeting. And a total of 11 members were present.

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 2024-25, 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 Company Secretary then placed before the meeting the following 4 resolutions as set out in the Notice dated July 12, 2025:

Item No. 1: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.

***“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”*

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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	07	66,73,392	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	07	66,73,392	100.00%

As per the voting results declared on August 08, 2025, based on the Scrutinizer's report dated August 08, 2025, the Ordinary Resolution was passed, with requisite majority.

Item No. 2: To appoint a director in place of Mr. Dilip Dhariwal (DIN: 10425723), who retires by rotation and being eligible, offers himself for reappointment.

***“RESOLVED THAT** pursuant to the provisions Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Dilip Dhariwal (DIN: 10425723), who retires by rotation at this meeting, and being eligible, offers himself for reappointment be and is hereby appointed as a Director of the Company liable to retire 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	07	66,73,392	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	07	66,73,392	100.00%

As per the voting results declared on August 08, 2025, based on the Scrutinizer's report dated August 08, 2025, the Ordinary Resolution was passed, with requisite majority.

Item No. 3: Appointment of FCS REEPTIKA BARMERA (Company Secretary in Practice), as Secretarial Auditor of the Company

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“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws/statutory provisions, if any, as amended from time to time, and on recommendation by audit committee and board, consent of members be and are hereby accorded PCS REEPTIKA BARMERA (Company Secretary in Practice), (Firm Registration Number S2023RJ931700) as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT Ms. Shakshi Dhariwal (DIN: 08762567), Whole Time Director, Mr. Manish Dhariwal (DIN: 08762566), Managing Director, Mr. Jinesh Jain Chief Financial Officer and Ms. Saloni Kachhwaha (M. No. A67240), Company Secretary be and are hereby authorised to do all such acts, deed and things as may be necessary to give effect to the above 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	07	66,73,392	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	07	66,73,392	100.00%

As per the voting results declared on August 08, 2025, based on the Scrutinizer's report dated August 08, 2025, the Ordinary Resolution was passed, with requisite majority.

Item No. 4: Alteration of Objects Clause of the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), to Alter the main object clause III(a) of the Company by insertion of new Sub-Clauses 5 & 6 of Clause III (A) of the Memorandum of Association of Company as following:

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5. To purchase, acquire, take on lease, exchange or otherwise own, hold, occupy, develop or dispose of any land, plots, buildings, hereditaments, estates or other immovable property and any rights, privileges or easements over or in respect of any property, whether freehold or leasehold or otherwise, for the purposes of development, resale, lease, sub-division, amalgamation or construction, and to engage in the aggregation and facilitation of land for residential, commercial, agricultural, industrial or institutional use.

6. To develop land by way of plotting, sub-dividing, leveling, grading, landscaping, construction of roads, drainage systems, water supply, electricity and other amenities, and to prepare layout plans for colonies, townships, industrial estates, housing projects, special economic zones, and other infrastructural projects, and to apply for and obtain all necessary approvals, sanctions, clearances, licenses, consents and permissions from statutory and local authorities for such development activities.

RESOLVED FURTHER THAT Ms. Shakshi Dhariwal (DIN: 08762567), Whole Time Director, Mr. Manish Dhariwal (DIN: 08762566), Managing Director, Mr. Jinesh Jain Chief Financial Officer and Ms. Saloni Kachhwaha (M. No. A67240), Company Secretary be and are hereby authorised to do all such acts, deed and things as may be necessary to give effect to the above 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	07	66,73,392	100.00%
Voted against the resolution	00	00	00.00%
Invalid votes	07	66,73,392	100.00%

As per the voting results declared on August 08, 2025, based on the Scrutinizer's report dated August 08, 2025, 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.

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

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 closed at 2:00 P.M. with a Vote of Thanks to the Chair.

The E-Voting Facility was concluded at around 2.20 P.M.

Entered in the Minutes Book and signed on August 14, 2025, at Jodhpur.

Entered on: 14/08/2025
Place: Jodhpur

MANISH DHARIWAL
Chairman



Dhariwal
CORP LIMITED