

DHARIWALCORP LIMITED

JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
CIN-: U2424RJ2020PLC069105

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra Ordinary General Meeting (“EGM”) of the Members of **DHARIWALCORP LIMITED** (“*the Company*”) will be held on **Thursday, October 29, 2026, at 11:00 A.M. (IST) at G-764 Boranada Industrial, Area Iv Phase Jodhpur, Rajasthan 342012**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUANCE OF 33,00,000 EQUITY SHARES OF Rs. 2/- EACH TO PROMOTER ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT (“PREFERENTIAL ISSUE”).

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or reenactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Foreign Exchange Management Act, 1999, the Reserve Bank of India and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the NSE Limited (the “Stock Exchange”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded by way of special resolution to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, on a Preferential Allotment cum private placement basis **up to 33,00,000 (Thirty Three Lakh) fully paid up equity shares (“Equity Shares”)** of face value of Rs. 2/- (Rupees Two only) each at an issue price of Rs. 26.14/- (Rupees Twenty-Six and

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Fourteen paise only) including a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only) per share, as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 each aggregating **upto Rs. 8,62,62,000/- (Rupees Eight Crore Sixty-Two Lacs Sixty-Two Thousand Only)** ("Preferential Issue"), in dematerialized form to the persons mentioned herein below (collectively referred to as "Proposed Allottees") as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder:

Sr. No.	Names of the Proposed Allottees	Details of the Proposed Allottees	Maximum no. of Equity Shares
1.	Shakshi Dhariwal	Promoter	33,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be *Tuesday, September 29, 2026* ("Relevant date") being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting of the Members of the Company scheduled to be held on, *Thursday, October 29, 2026*.

RESOLVED FURTHER THAT the Members do hereby take note of the recommendation of the Committee of Independent Directors made at its meeting held on September 30, 2026, in relation to the proposed preferential issue, which will not result in a change in control, pursuant to Regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and further take note of the valuation report issued by the Independent Registered Valuer, considered for determination of the issue price in compliance with the applicable provisions of the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the aforesaid issue of the of Equity Shares shall be on the following terms and conditions:

- The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- The equity shares to be created, offered, issued and allotted to the Proposed Allottees by way of preferential issue shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

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- c) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- d) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- e) The equity shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- f) The equity shares so offered, issued and allotted will be listed on NSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above;
- h) The Allottees shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- i) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottees, respectively.
- j) The price determined above and number of equity shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- k) The issue of equity shares so allotted shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof;
- l) The Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, 2018 (as amended), without being required to seek any further consent or approval of the members of the Company
- m) The equity shares so offered and issued to the Investors, are being issued for cash.
- n) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

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RESOLVED FURTHER THAT subject to the approvals required under applicable laws, consent of the members be and is hereby accorded to the Board to record the name and details of the Proposed Allottees in Form PAS-5 and issue an offer cum application letter in Form PAS-4, or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions ("Offer Document") to the Proposed Allottee inviting them to subscribe to the Subscription Shares after passing and filing this special resolution to concerned Registrar of Companies and after receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., NSE Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws together with an application form be issued to the Equity Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Shares to the Allottees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- (i) to issue and allot the equity shares, subject to and in accordance with applicable laws;
- (ii) to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- (iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to

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the above resolutions including making application to the Stock Exchange for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and / or such other authorities as may be necessary for the purpose;

- (iv) to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (v) to take all such steps as may be necessary for the admission of the Equity Shares with the depositories CDSL/NSDL and for the credit of such Equity Shares to the respective dematerialized securities account of the Allottees;
- (vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and
- (vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance committee/any director(s)/company secretary/any officer(s)/authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Applicable Regulatory Authorities and to appoint any professional advisors, bankers, consultants and advisors to give effect to this resolution, and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2: TO CONSIDER AND APPROVE THE ISSUANCE OF 1,70,01,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES OF Rs. 2/- EACH ON A PREFERENTIAL BASIS TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER / PUBLIC.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or reenactment

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thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Foreign Exchange Management Act, 1999, the Reserve Bank of India and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable and approvals including from the NSE Limited (the “Stock Exchange”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded by way of special resolution to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, on a Preferential Allotment cum private placement basis **up to 1,70,01,000 (One Crore Seventy Lakh One thousand) warrants convertible into equivalent equity share of the Company (“Warrants”)** to promoter & promoter group and non-promoter/public at price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) each (warrant issue price) (including the warrant subscription price and the warrant exercise price), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two only) each at a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only), which is minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 2/- (Rupee Two Only) each, **aggregating to Rs. 44,44,06,140/- (Rupees Forty-Four Crores Forty-Four Lakh Six Thousand One Hundred and Forty only)** and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to promoter & promoter group and non-promoter/public as mentioned below (“Proposed Allottees”): -:

Sr. No.	Names of the Proposed Allottees	Details of the Proposed Allottees	Maximum no. of Equity Shares for the respective Allottee
1.	Manish Dhariwal	Promoter	98,01,000
2.	Shakshi Dhariwal	Promoter	27,00,000
3.	Niji Corporation (through its partner Jignesh	Non-Promoter/Public	12,00,000

 **Dhariwal Corp. Ltd.**
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Pal Link Road, Jodhpur, Rajasthan-342001

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	Jasmatbhai Lakhani)		
4.	Vinit Jeevanlal Dalal	Non-Promoter/Public	11,00,000
5.	Raj Lalit Agrawal	Non-Promoter/Public	11,00,000
6.	Desai Rohankumar Hasmukhbhai	Non-Promoter/Public	11,00,000
	Total		1,70,01,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be *Tuesday, September 29, 2026* ("Relevant date") being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting of the Members of the Company scheduled to be held on, *Thursday, October 29, 2026*.

RESOLVED FURTHER THAT the Members do hereby take note of the recommendation of the Committee of Independent Directors made at its meeting held on September 30, 2026, in relation to the proposed preferential issue, which will not result in a change in control, pursuant to Regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and further take note of the valuation report issued by the Independent Registered Valuer, considered for determination of the issue price in compliance with the applicable provisions of the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

- Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of Rs 2/- (Rupee Two only). The warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- the minimum amount of Rs. 6.535/-, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 19.605/-, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("Warrant Exercise Amount").
- The allotment of Warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by NSE Ltd or any regulatory authority, or the Central Government

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then, the allotment shall be completed within 15 days from the date of receipt of such approval or permission;

- d) The Warrants shall be issued to the successful allottees in dematerialized form only.
- e) The issue of equity shares on account of exercise option by proposed allottee shall rank pari-passu with the existing equity shares of the Company in all respects including voting rights and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.

Provided that in case the company proposes Bonus/Right shares during the conversion period, in such case, the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.

- f) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the Chapter V of SEBI (ICDR) Regulations.
- g) The equity shares proposed to be allotted pursuant to conversion of these warrants shall be under lock in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations.
- h) The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- i) The warrant holder may apply for the conversion of the outstanding convertible warrant into the equity shares of the Company within eighteen months from the date of allotment of the warrant on the payment of the specified consideration against each warrant.
- j) In the event of warrant holders do not exercise warrants within the warrant exercise period (i.e. 18 months from the date of allotment of the warrant), the warrant shall lapse and amount paid shall stand forfeited by the company.
- k) The issue of warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof.
- l) The Warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such warrants.
- m) The Warrants allotted under this resolution shall not be tradable on stock exchange.

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- n) The price determined above and number of equity shares to be allotted on exercise of the warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- o) The equity shares arising from the exercise of the warrant will be listed on the stock exchange subject of the receipt of necessary regulatory permission and approval as the case may be.
- p) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- q) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- r) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- s) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees for application of the warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to stock exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Jaipur, Rajasthan ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."



Rajasthan-08AAHCD7783R1ZL
Maharashtra-27AAHCD7783R1ZL
Gujarat-24AAHCD7783R1ZR

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By order of the Board of Directors
For DHARIWALCORP LIMITED

Sd/-
SALONI KACHHWAHA
Company Secretary and Compliance Officer
Membership No.: A67240

Place: Jodhpur
Date: October 05, 2026



Dhariwal

CORP LIMITED

📍 Dhariwal Corp. Ltd.
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ATTENDANCE SLIP

Venue of the Meeting	G-764 BORANADA INDUSTRIAL AREA IV PHASE JODHPUR, RAJASTHAN 342012
Day Date and Time	Thursday, October 29, 2026, at 11:00 A.M.
Name of Member(s)	
Registered Address	
Email ID	
Dp Id*	
Client Id*	
Folio No.	
No. of Shares Held	
Shareholder / proxy/ Authorised representative	

** Applicable For Investors Holding Shares in Electronic Form.*

I/We certify that I/We are the Registered Shareholder(S)/Proxy for the Registered Shareholder of the Company and hereby record my/our at the **Extra Ordinary general meeting** of the Company on **Thursday, October 29, 2026, at 11:00 A.M** at G-764 BORANADA INDUSTRIAL AREA IV PHASE JODHPUR, RAJASTHAN 342012.

Name of the Member/Proxy

Signature of Member/Proxy

Notes: Please fill this attendance slip and hand it over at the entrance of the hall.

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E-mail Id:			
Folio No/ Client Id:		DP ID:	

I/We, being the member (s) of shares of the above-named comp any, hereby appoint the following persons as my/our proxy to attend and vote (electronically) for me/us and on my/our behalf at **01/2026-27 Extra Ordinary general meeting** of the company to be held on the, **Thursday, October 29, 2026, at 11:00 A.M at G-764 Boranada Industrial Area IV Phase Jodhpur, Rajasthan 342012** and at any adjournment thereof in respect of such resolutions as are indicated below:

	Proxy 1	Proxy 2 (on Failing First Proxy)	Proxy 3(on Failing First and Second Proxy)
Name:			
Address:			
E-mail Id:			
Signature			

Resolution No.:	
1	To consider and approve the issuance and allotment of 33,00,000 equity shares of Rs. 2/- each to promoters on preferential basis by way of private placement ("Preferential Issue").
2	To consider and approve the issuance of 1,70,01,000 warrants convertible into equity shares of Rs. 2/- each on a preferential basis to promoter & promoter group and non-promoter / public

Signed this..... day of..... 20....

Signature of Shareholder:

Affix
Revenue
Stamp

Signature of Proxy holder(s): (1)

(2)

(3)

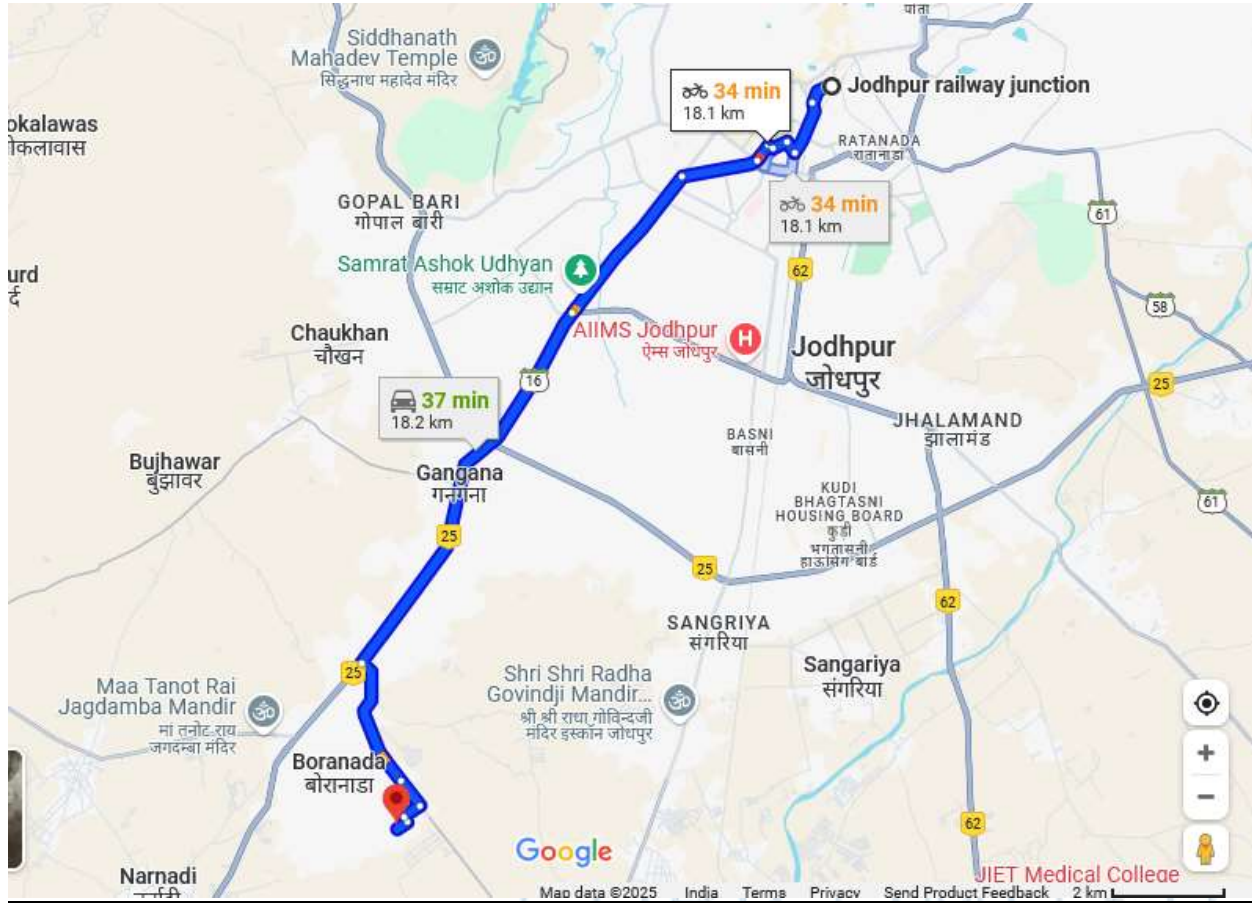
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DHARIWALCORP LIMITED

JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
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ROUTE MAP OF THE VENUE OF THE EGM

“G-764 BORANADA INDUSTRIAL AREA IV PHASE JODHPUR, RAJASTHAN 342012”



Dhariwal Corp. Ltd.
36, Narayan Nagar, Shobhawato Ki Dhani,
Pal Link Road, Jodhpur, Rajasthan-342001

☎ : +91 9314700352

☎ : +91 9461290902

✉ : admin@dhariwalcorporation.com

🌐 : dhariwalcorporation.com

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JODHPUR-AHMEDABAD-BHIWANDI-MUNDRA
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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, setting out the material facts relating to the Special Business to be transacted at the EGM, is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. 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 CARRYING VOTING RIGHTS. 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 MEMBER. THE PROXYHOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.
3. Members / Proxies / Representatives are requested to bring the attendance slip, annexed to the notice, for attending the meeting), duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. The Company has engaged the services of its Registrar and Share Transfer Agent viz. M/s. **Bigshare Services Private Limited ('Bigshare')** ("RTA"), to provide voting facility through remote e-voting prior to EGM and e-voting at the EGM.
5. The Notice of EGM is being sent by electronic mode to those members whose names

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appear on the Register of Members / List of Beneficial Owners as on **Tuesday, September 29, 2026 ('Record Date')**, received from the Depositories and whose e-mail address is registered with the Company/Depositories. A physical copy of the Notice is not being sent to members for this Extra Ordinary General Meeting.

6. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/PoD-2 PCIR/2024/133 dated Oct 3, 2024, the Notice calling the EGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of EGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Bigshare or the Depository Participant(s).

A copy of the Notice of this EGM is available on the website of the Company at www.dhariwalcorporation.com, website of the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively and on the website of Bigshare at www.bigshareonline.com.

7. Only Members / Proxies / Representatives / Invitees of the Company are permitted to attend the Meeting at the venue. Attendance of any other individuals, including relatives and acquaintances accompanying Members, is strictly prohibited.
8. Those Members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered with Bigshare, *by following the guidelines mentioned below*.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of EGM and explanatory statement, will be available for inspection by the Members during the EGM.

All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members on all working days between 10.00 a.m. IST to 5.00 p.m. IST from the date of circulation of this Notice up to the date of EGM, i.e. **Thursday, October 29, 2026**. Members seeking to inspect such documents can send an e-mail to investor@dhariwalcorporation.com.

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10. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the EGM may register themselves by sending request mentioning their Name, Client ID and DP ID, or Folio No, Email ID, and Mobile Number, to the Company at investor@dhariwalcorporation.com **from Friday, October 16, 2026, to Thursday, October 22, 2026**. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the EGM.
11. Members can submit their questions in advance with regard to the agenda or any other matter to be placed at the EGM by sending an e-mail to the Company at investor@dhariwalcorporation.com mentioning their Name, Client ID and DP ID, or Folio No, on or before **Thursday, October 22, 2026**. At the EGM, such questions will be replied to by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the EGM.
12. For convenience of Members, route map of the venue of the EGM is attached to the Notice of Extra Ordinary General Meeting.
13. The proceedings of this EGM shall as soon as possible, be made available on the website of the Company viz. www.dhariwalcorporation.com.
14. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on **Friday, October 23, 2026 ("Cut-off Date")**. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
15. The remote e-voting period commences on **Monday, October 26, 2026, (9:00 AM IST)** and ends on **Wednesday, October 28, 2026 (5:00 PM IST)**. During this period, members of the Company holding Equity Shares, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
16. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting/ e-voting at EGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

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17. Only those Members who will be present at the EGM venue and have not yet cast their vote on the resolutions through remote e-voting prior to EGM, shall be eligible to vote through the e-voting system in the EGM.
18. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e., **Friday, October 23, 2026**, may obtain login id and password by following the guidelines mentioned below. In case of individual shareholders holding securities in demat mode and non-individual shareholders who acquire shares of the Company and become members of the Company, after the Notice is sent and holding shares on the cut-off date i.e., **Friday, October 23, 2026**, may obtain login id and password by following guidelines mentioned below.
19. The Board has 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 remote e-voting and e-voting at the EGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.
20. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the EGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the EGM. The voting results declared shall be available on the website of the Company (www.dhariwalcorporation.com) and on the website of NSE (www.nseindia.com) and shall also be displayed on the notice board at the registered office of the Company. The resolutions set out in this Notice shall be deemed to be passed on the date of EGM, subject to receipt of the requisite number of votes in favour of the resolutions.
21. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members electronically. Members who wish to inspect the documents are requested to send an e-mail to investor@dhariwalcorporation.com mentioning their Name, Client ID and DP ID or Folio No.
22. In case any member is having any query or grievance related to the remote e-voting or e-voting process at the EGM, Members may contact Ms. Saloni Kachhwaha Company Secretary and Compliance Officer, by way of e-mail id on investor@dhariwalcorporation.com by mentioning his/her Folio No/ DP ID and Client

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ID No. or by way of call on 0291-2435699, and may also contact BigShare at investor@bigshareonline.com

23. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining virtual meetings for Individual shareholders holding securities in Demat mode:

PROCEDURE FOR 'E-VOTING': to

E-VOTING FACILITY:

- Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020 and Section VI-C of SEBI Master Circular dated November 11, 2024, the Company is providing e-voting facility of BigShare to its members to exercise their right to vote on the proposed resolution by electronic means.
- The e-voting facility is available at the link: ivote.bigshareonline.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVEN	Commencement of E-voting	End of E-voting
1547	Monday, October 26, 2026, (9:00 AM IST)	Wednesday, October 28, 2026 (5:00 PM IST)

E-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period.

- The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode (if any), and (iv) Shareholders who have not registered their e-mail address, as on the cut-off date **Friday, October 23, 2026**, are explained in the instructions given hereinbelow.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting

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thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

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Individual
Shareholders
holding
securities in
Demat mode
with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <https://web.cdslindia.com/myeasitoken/home/login> or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

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Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-

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CIN:- U2424RJ2020PLC069105

Voting Platform.

- Please enter your 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on your registered email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desirous to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm,

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you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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The instructions for Members for e-voting on the day of the EGM are as under: -

The Members who have not cast their vote(s) through remote e-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through an electronic voting system shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only a single mode of voting i.e. through Remote e-voting or voting at the EGM.

Process for registration of e-mail address for obtaining Notice:

- (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at investor@dhariwalcorporation.com or at RTA's e-mail address at investor@bigshareonline.com.
- (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Dhariwal
CORP LIMITED

 **Dhariwal Corp. Ltd.**
36, Narayan Nagar, Shobhawato Ki Dhani,
Pal Link Road, Jodhpur, Rajasthan-342001

 : +91 9314700352
 : +91 9461290902
 : admin@dhariwalcorporation.com
 : dhariwalcorporation.com

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Explanatory Statement pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings (SS-2):

Item No. 1 & 2 Issue of up to 33,00,000 Equity Shares of Face value Rs. 2/- & 1,70,01,000 Warrants convertible into equity shares of Rs. 2/- each on Preferential Basis to promoters and non-promoter/public.

In order to meet the funding requirements of the Company's ongoing and future business operations, including acquisition of a new land, Construction of Factory, development of Agro Processing Cluster (APC), for expansion and diversification of business activities, and for meeting general corporate purposes, the Board of Directors of the Company has considered and approved the raising of funds by way of issuance of securities on a preferential basis on September 30, 2026, subject to the approval of the shareholders and other regulatory approvals, as may be required in accordance with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), comprising:

- (a) issuance and allotment of **up to 33,00,000 (Thirty-Three Lakh) fully paid-up equity shares** ("Equity Shares") of face value of Rs. 2/- (Rupees Two only) each to promoters at an issue price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) including a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only) per share, **aggregating upto Rs. 8,62,62,000/- (Rupees Eight Crore Sixty-Two Lacs Sixty-Two Thousand Only)** which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for cash consideration; and
- (b) issuance and allotment of **up to 1,70,01,000 (One Crore Seventy Lakh One thousand) warrants** convertible into equivalent equity share of the Company ("Warrants") to promoter & promoter group and non-promoter/public at price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) each (warrant issue price) (including the warrant subscription price and the warrant exercise price), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two only) each at a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only), **aggregating to Rs. 44,44,06,140/- (Rupees Forty-Four Crores Forty-Four Lakh Six Thousand One Hundred and Forty only)**, which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for cash consideration,

to certain promoters and non-promoter/public identified by the Board ("Proposed Allottees"), on such terms and conditions as may be determined by the Board in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws (collectively referred to as the "Preferential Issue").

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In terms of Section 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution. Accordingly, consent of the members is being sought in terms of Section 42 & 62(1)(c) of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The approval of the Shareholders is accordingly being sought by way of passing a 'Special Resolutions' under the provisions of Sections 23, 42, and 62(1)(c) of the Companies Act, 2013, read with the Rules made thereunder and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 01 and 02 of the Notice.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. Objects and Utilization of the Preferential Issue proceeds:

The Company proposes to raise up to **Rs. 53,06,68,140/- (Rupees Fifty-Three Crore Six Lakh Sixty-Eight Thousand One Hundred and Forty Only)** through the Preferential Issue of Equity Shares and Convertible Warrants (the "Issue Proceeds"). The Issue Proceeds shall be utilized for the objects set out below (the "Objects"):

Summary of Issue Proceeds

Particulars	Amount (₹)
A. Preferential issue of Equity Shares – 100% received on allotment	8,62,62,000.00
B. Preferential issue of Warrants – 25% on allotment	11,11,01,535.00
C. Preferential issue of Warrants – 75% on exercise	33,33,04,605.00
Total Issue Proceeds	53,06,68,140.00

A: Preferential Issue of Equity Shares: 100% Upfront Amount received on allotment (Rs. 8,62,62,000/-)

S. No.	Objects	Amount of funds to be utilized against each object (Amount in Rs.) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
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S. No.	Objects	Amount of funds to be utilized against each object (Amount in Rs.) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Payment of Advance towards Acquisition of Immovable Property situated at <u>Khasra No. 1303/1275 situated at Village Salawas, Tehsil Luni, District Jodhpur</u> admeasuring 937.50 sq. mt. (Property no. 1)	6,50,00,000	Within 12 months from receipt of funds
2	Acquisition of Immovable Property situated at <u>Khasra Number 1478/1237 Village Salawas, Tehsil Luni, District Jodhpur</u> , admeasuring 1034 sq. mt. (Property no. 2)	2,00,00,000	Within 6 months from receipt of funds
3	Payment of Stamp Duty on Acquisition of Immovable property (mentioned in item 2 above)	12,62,000	Within 6 months from receipt of funds
	Total	8,62,62,000	

B: Preferential Issue of Warrants – 25% Upfront Amount received on allotment (Rs. 11,11,01,535/-)

S. No.	Objects	Amount of funds to be utilized against each object (Amount in Rs.) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Payment of Advance towards Acquisition of Immovable Property situated at <u>Khasra No. 1303/1275 situated at Village Salawas, Tehsil Luni, District Jodhpur</u> admeasuring 951 sq. mt. (Property no. 3)	6,50,00,000	Within 12 months from receipt of funds
2	Construction of Factory located at Plot No. 2610 Boranada Industries, Jodhpur, Rajasthan 342001	4,35,00,000	Within 12 months from receipt of funds
3	Issue Related Expenses	26,01,535	Within 6 months from receipt of funds
	Total	11,11,01,535	

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**C: Preferential Issue of Warrants – 75% Balance Amount received on exercise/conversion of Warrants
(Rs. 33,33,04,605/-)s**

S. No.	Objects	Amount of funds to be utilized against each object (Amount in Rs.) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Infrastructure development for Company owned Agro-Processing Cluster	7,17,50,000	Within 12 months from receipt of funds
2	Construction of Factory located at G-764, Boranada Industrial area Jodhpur, Rajasthan 342001	3,50,00,000	Within 12 months from receipt of funds
3	Repayment of Working Capital Facility availed from Kotak Mahindra Bank Limited	6,00,00,000	Within 6 months from receipt of funds
4	Working capital requirement	15,00,00,000	Within 6 months from receipt of funds
5	General Corporate Purpose	1,65,54,605	Within 6 months from receipt of funds
	Total	33,33,04,605	

Note:

- Sections A and B represent amounts received on allotment of fully paid-up Equity Shares and on allotment of Warrants (25% upfront), respectively.
- Section C represents the 75% balance consideration payable on exercise of Warrants, which will be received within 18 months from the date of allotment, in terms of Chapter V of the SEBI (ICDR) Regulations, 2018.
- The acquisition of the immovable properties above was approved by the shareholders by special resolution at the Annual General Meeting held on **September 01, 2026**. The sellers are Mr. Manish Dhariwal (Promoter and Managing Director) and Ms. Shakshi Dhariwal (Promoter and Whole-time Director), who are related parties under Section 2(76) of the Companies Act, 2013.

Additional Disclosure on Acquisition of Immovable Properties from Related Parties:-

Sr. No.	Particulars	Property No. 1	Property No. 2	Property No. 3

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1.	Seller (s)	Mr. Manish Dhariwal	Mr. Manish Dhariwal and Ms. Shakshi Dhariwal	Ms. Shakshi Dhariwal
2.	Nature of relationship	Mr. Manish Dhariwal is the promoter and Managing Director of the Company.	Mr. Manish Dhariwal and Ms. Shakshi Dhariwal are the Promoters and Managing Director and Whole-time Director of the Company, respectively.	Ms. Shakshi Dhariwal is the promoter and Whole time Director of the Company.
2.	Details of Properties	Industrial Plot bearing Khasra No. 1303/1275 situated at Village Salawas, Tehsil Luni, District Jodhpur admeasuring 937.50 sq. mt.	Industrial Plot bearing Khasra Number 1478/1237 Village Salawas, Tehsil Luni, District Jodhpur, admeasuring 1034 sq. mt.	Industrial Plot bearing Khasra No. 1304/1275 situated at Village Salawas, Tehsil Luni, District Jodhpur, admeasuring 951 sq. mt.
3.	Date of Sale Agreement	September 02, 2026	September 02, 2026	September 02, 2026
4.	Consideration as per Agreement	Rs. 7,00,00,000/- (Rupees Seven Crores only)	Rs. 10,11,00,0000/- (Rupees Ten Crores Eleven Lakhs only)	Rs. 7,00,00,000/- (Rupees Seven Crores only)
5.	Nature of Acquisition	The related party transaction of Acquisition has been done at arm's length price determined by Registered Valuer Er. Rameshwar Lal Prajapat on 23/07/2026.	The related party transaction of Acquisition has been done at arm's length price determined by Registered Valuer Er. Rameshwar Lal Prajapat on 23/07/2026.	The related party transaction of Acquisition has been done at arm's length price determined by Registered Valuer Er. Rameshwar Lal Prajapat on 23/07/2026.
6.	Amount Paid as Advance, if any	Rs. 10,00,000/- (Rupees Ten Lakhs)	Rs. 8,11,00,000/- (Rupees Eight Crore Eleven Lakhs)	Rs. 10,00,000/- (Rupees Ten Lakhs)

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7.	Date of Approval by Board & Audit Committee	August 08, 2026	August 08, 2026	August 08, 2026
8.	Date of Approval by Shareholders	September 01, 2026	September 01, 2026	September 01, 2026

Given that a part of the Preferential Issue is through fully paid equity shares and a part through Warrants, the full amount of the Issue Proceeds with reference to the Warrants shall be received by the Company in tranches within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the stipulated timeframe mentioned above.

The total amount of Rs. 1,91,56,140/- of total Issue proceeds will be utilized towards general corporate purposes, issue related expenses and for the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds in compliance with the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022.

*In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board/ Committee constituted by the Board, subject to compliance with applicable laws.

As the Issue size does not exceed Rs. 100 crore, appointment of a monitoring agency under Regulation 162A of the SEBI (ICDR) Regulations is not applicable. The Audit Committee will review utilization quarterly, and the Company will disclose any deviation or variation to the Stock Exchanges under Regulation 32 of the SEBI (LODR) Regulations, 2015.

2. Interim use of proceeds:

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939.

3. Kind of securities offered, maximum number of specified securities to be issued & Particulars of the Preferential Issue including date of passing of Board resolution::

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The Board at its meeting held on September 30, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- (a) issuance and allotment of up to 33,00,000 (Thirty-Three Lakh) fully paid-up equity shares ("Equity Shares") of face value of Rs. 2/- (Rupees Two only) each to promoters at an issue price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) including a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only) per share, aggregating upto Rs. 8,62,62,000/- (Rupees Eight Crore Sixty-Two Lacs Sixty-Two Thousand Only) which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for cash consideration; and
- (b) issuance and allotment of up to 1,70,01,000 (One Crore Seventy Lakh One thousand) warrants convertible into equivalent equity share of the Company ("Warrants") to promoters and non-promoter/public at price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) each (warrant issue price) (including the warrant subscription price and the warrant exercise price), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two only) each at a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only), aggregating to Rs. 44,44,06,140/- (Rupees Forty-Four Crores Forty-Four Lakh Six Thousand One Hundred and Forty only), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for cash consideration,

The Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, as amended, and is subject to receipt of necessary approvals from the stock exchange and any other regulatory authorities, as may be applicable.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

4. The intention of the promoters / directors / key management personnel or senior management of the Company to subscribe to the offer, contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

None of the existing Directors, Key Managerial Personnel or Senior Management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares and / or Warrants, except Mr. Manish Dhariwal (Promoter and Chairman & Managing Director) and Mrs. Shakshi Dhariwal (Promoter and Whole Time Director).

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- a. The proposed allotment of 33,00,000 (Thirty-Three Lakh) fully paid-up Equity Shares is to be made to the proposed allottees being Promoter as described below:

Sr. No.	Names of the Proposed Allottees	Category of the Proposed Allottees	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares for the respective Allottee	Consideration (Amount in Rs.)
1.	Shakshi Dhariwal	Promoter	Individual	33,00,000	8,62,62,000/-
TOTAL				33,00,000	8,62,62,000/-

- b. The proposed allotment of 1,70,01,000 (One Crore Seventy Lakh One thousand) warrants ("Warrants") is to be made to the proposed allottees as described below:

Sr. No.	Names of the Proposed Allottees	Category of the Proposed Allottees	Status of Proposed Allottees Individual/Body Corporate/Trust /HUF	Maximum no. of Equity Shares for the respective Allottee	Consideration (Amount in Rs.)
1.	Manish Dhariwal	Promoter	Individual	98,01,000	25,61,98,140.00/-
2.	Shakshi Dhariwal	Promoter	Individual	27,00,000	7,05,78,000.00/-
3.	Niji Corporation (through its partner Jignesh Jasmatbhai Lakhani)	Non-Promoter/Public	Partnership Firm	12,00,000	3,13,68,000.00/-
4.	Vinit Jeevanlal Dalal	Non-Promoter/Public	Individual	11,00,000	2,87,54,000.00/-
5.	Raj Lalit Agrawal	Non-Promoter/Public	Individual	11,00,000	2,87,54,000.00/-
6.	Desai Rohankumar Hasmukhbhai	Non-Promoter/Public	Individual	11,00,000	2,87,54,000.00/-
TOTAL				1,70,01,000	44,44,06,140.00

5. Shareholding pattern of the issuer before and after the preferential issue (assuming all the proposed warrants are converted into equity shares)

Category	Pre-Issue Shareholding*	Post preferential Issue considering allotment of 33,00,000 Equity Shares but prior to conversion of warrants into Equity shares	#Post Preferential Issue (Assuming allotment of 33,00,000 Equity Shares and conversion of 1,70,01,000 Warrants into Equity Shares)
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		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding						
A-1	Indian Promoters						
	1. Individual/HUF	60371980	64.22	63671980	65.43	76172980	66.63
	2. Body Corporate	0	0.00	0	0.00	0	0.00
A-2	Foreign Promoters	0	0.00	0	0.00	0	0.00
	Sub Total (A)	60371980	64.22	63671980	65.43	76172980	66.63
B-1	Public Shareholding						
	Institutional Investors	0	0.00	0	0.00	0	0.00
	Mutual Funds	0	0.00	0	0.00	0	0.00
	Venture Capital Funds	0	0.00	0	0.00	0	0.00
	Alternate Investment Funds	3546000	3.77	3546000	3.64	3546000	3.10
	Foreign Venture Capital Investor	0	0.00	0	0.00	0	0.00
	Foreign Portfolio Investor	0	0.00	0	0.00	0	0.00
	Financial Institutions/ Banks	0	0.00	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	0.00	0	0.00
	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00	0	0.00
	Sub Total (B-1)	3546000	3.77	3546000	3.64	3546000	3.10
B-2	Central Government /Statement Government(s)/ President of India	0	0.00	0	0.00	0	0.00
	Sub Total (B-2)	0	0.00	0	0.00	0	0.00
B-3	Non-Institutions						
a)	i.Individual Shareholder holding nominal share capital up to Rs. 2.00 Lakhs	14179020	15.08	14179020	14.57	14179020	12.40
	ii.Individual Shareholder holding nominal share capital in excess of Rs. 2.00 Lakhs	6912000	7.35	6912000	7.10	10212000	8.93
b)	NBFCs registered with RBI	0	0.00	0	0.00	0	0.00
c)	Employee Trust	0	0.00	0	0.00	0	0.00

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	Category	Pre-Issue Shareholding*		Post preferential Issue considering allotment of 33,00,000 Equity Shares but prior to conversion of warrants into Equity shares		#Post Preferential Issue (Assuming allotment of 33,00,000 Equity Shares and conversion of 1,70,01,000 Warrants into Equity Shares)	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
d)	Overseas Depositories	0	0.00	0	0.00	0	0.00
e)	Any Other	0	0.00	0	0.00	0	0.00
	Trusts	0	0.00	0	0.00	0	0.00
	Relative of Promoter	0	0.00	0	0.00	0	0.00
	Hindu Undivided Family	0	0.00	0	0.00	0	0.00
	Clearing Members	0	0.00	0	0.00	0	0.00
	Non-Resident Indian	21000	0.02	21000	0.02	21000	0.02
	Key Managerial Personnel	0	0.00	0	0.00	0	0.00
	Bodies Corporate	1154000	1.20	1154000	1.19	1154000	1.01
	IEPF	0	0.00	0	0.00	0	0.00
	Others (HUFs, Clearing Member & Partnership Firm)	7854000	8.35	7854000	8.07	9054000	7.92
	Sub Total (B-3)	30096020	32.01	30096020	30.93	34596020	30.26
	Total Public Shareholding (B)= (B1+B2+B3)	33642020	35.78	33642020	34.57	38142020	33.37
C	Non-Promoter-Non-Public Shareholders						
1.	Custodian/DR Holder	0	0.00	0	0.00	0	0.00
2.	Employee Benefit Trustee (Under SEBI (Share Based Employee Benefits) Regulations, 2014.	0	0.00	0	0.00	0	0.00
	Total Non-Promoter-Non Public Shareholder (C=C1+C2)	0	0.00	0	0.00	0	0.00
	Grand Total (A+B+C)	94014000	100.00	97314000	100.00	114315000	100.00

* The pre preferential Issue shareholding pattern as on the September 30, 2026, as available on the Stock Exchange website i.e. www.nseindia.com and website of the company at <https://www.dhariwalcorporation.com/investor-news.htm>

The post issue paid-up capital arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the

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Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

6. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them, along with pre and post preferential status of the allottees

Sr. No.	Name of Proposed Allottees	Pre-issue status of the allottee	Pre Preferential Issue		Preferential Issue		Post Preferential Issue (Assuming allotment of 33,00,000 Equity Shares and conversion of 1,70,01,000 Warrants into Equity Shares) #		Post-issue status of the allottee
			No of Equity shares held	% of share holding	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding	
1.	Manish Dhariwal	Promoter	29058225	30.91	0	98,01,000	3,88,59,225	33.99	Promoter
2.	Shakshi Dhariwal	Promoter	30528225	32.47	33,00,000	27,00,000	3,65,28,225	31.95	Promoter
3.	Niji Corporation (through its partner Jignesh Jasmatbhai Lakhani)	Non-Promoter/Public	0	0.00	0	12,00,000	12,00,000	1.05	Non-Promoter/Public
4.	Vinit Jeevanlal Dalal	Non-Promoter/Public	0	0.00	0	11,00,000	11,00,000	0.96	Non-Promoter/Public
5.	Raj Lalit Agrawal	Non-Promoter/Public	0	0.00	0	11,00,000	11,00,000	0.96	Non-Promoter/Public
6.	Desai Rohankumar Hasmukhbhai	Non-Promoter/Public	0	0.00	0	11,00,000	11,00,000	0.96	Non-Promoter/Public

The post issue paid-up capital arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

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7. Time frame (proposed time) within which the preferential issue shall be completed

The allotment of equity shares and the convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority the allotment shall be completed by the Company within a period of 15 days from the date of such approvals, if any.

With respect to Convertible Warrants, an amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The warrants would be allotted on the following terms:

- i. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- ii. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- iii. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- iv. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

8. The Price or price band at/ within which the allotment is proposed

The equity shares and warrant are proposed to be issued at an issue price of Rs. 26.14/- (Rupees Twenty-Six and fourteen paise only) per equity share being a minimum floor price as determined as on the Relevant date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

As the proposed preferential allotment is to be made for cash, the said clause is not applicable.

10. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

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No allotment of shares or other securities has been made by the Company on a preferential basis or otherwise during the financial year 2026-27 till date. However, during the previous financial year, the Company allotted equity shares pursuant to the conversion of warrants, which had been originally allotted on a preferential basis, to a total of 4 (four) person.

11. Amount which the Company intends to raise by way of such securities / size of the preferential issue

The Company proposes to raise an aggregate amount of up to Rs. 53,06,68,140/- (Rupees Fifty-Three Crore Six Lakh Sixty-Eight Thousand One Hundred and Forty only) by way of a preferential issue, for cash consideration, comprising up to 33,00,000 (Thirty-Three Lakh) Equity Shares of face value Rs. 2/- (Rupees Two only) each at an issue price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) per Equity Share, including a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only) per Equity Share, and up to 1,70,01,000 (One Crore Seventy Lakh One thousand) Warrants at an issue price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise only) per Warrant, each Warrant carrying a right exercisable by the Warrant holder to subscribe to and be allotted 1 (one) fully paid-up Equity Share of the Company of face value Rs. 2/- (Rupees Two only) each at a premium of Rs. 24.14/- (Rupees Twenty-Four and Fourteen paise only) per Equity Share.

12. Relevant date with reference to which the price has been arrived at

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the floor price for the proposed Preferential Issue of Equity Shares / Warrants is required to be 30 days prior to the date of the shareholders’ meeting at which the preferential issue is proposed to be considered, i.e. date of passing of special resolution in Extra ordinary General Meeting, which is scheduled on *Thursday, October 29, 2026*.

Accordingly, the “Relevant Date” for the purpose of computing the floor price is **September 29, 2026** (“Relevant date”) which is the 30th day prior to the date of passing of special resolution in Extra ordinary General Meeting on October 29, 2026, in terms of the provisions of Chapter V of ICDR Regulations.

13. Basis on which the price has been arrived at and justification for the price (including premium, if any) along with Name and address of valuer who performed valuation:

The price of the shares and warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., September 29, 2026, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on October 29, 2026). The equity shares are listed only at the NSE Emerge and are frequently traded.

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In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which equity shares and warrants convertible into equivalent number of equity shares shall be allotted shall not be less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The articles of association of the Company do not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price of Rs. 26.14/- per equity shares and per warrant convertible into equivalent number of equity share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on NSE during the 90 trading days (Rupees 26.14/-) / 10 trading days (Rupees 25.51/-) preceding the relevant date. The Independent Registered Valuer have calculated Rupees 26.14/- per equity shares as the fair value price of each equity shares/warrant convertible into equivalent number of shares which is not lower than price determined as per Chapter V of SEBI ICDR Regulation.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 26.14/- (Rupees Twenty-Six and Fourteen paise Only) of the equity shares and the warrants convertible into equivalent number of equity shares to be issued and allotted to the proposed allottees has been determined taking into account the **valuation report dated September 30, 2026** issued by **CA. Mukesh Kumar Rathi**, F-5, First Floor, Kasturi Plaza, Bombay Motor Circle, Jodhpur, Rajasthan-342001, Registered Valuer – Securities or Financial Assets (IBBI/RV/03/2019/12240) in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”).

The Valuation Report is made available for inspection by the members on the Company’s website under the weblink: <https://www.dhariwalcorporation.com/investor-news.htm>

None of the Proposed Allottees are categorized as Qualified Institutional Buyers.

14. Recommendations and voting pattern of the committee of independent directors of the Company

The Committee of Independent Directors (“COID”), at its meeting held on September 30, 2026, has considered the proposal of the Company to undertake the Preferential Issue to the Promoters and the Identified Public category Investor. The Committee considered that the Issue Price of Rs. 26.14/- per security has been determined taking into account the Valuation Report, which provided the price in accordance with the

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provisions under Chapter V of the ICDR Regulations. Thus, Committee considered the Preferential Issue, including the Issue Price fair and reasonable in accordance with the ICDR Regulations. The voting pattern of the meeting of the IDC is set out below:

Sr. No.	Name of Independent Director	Assent	Dissent
1.	Monu Rathi	Yes	-
2.	Ashish Mathur	Yes	-
3.	Nikita Jain	Yes	-
4.	Manshi Sharma	Yes	-

15. Change in control, if any in the Company that would occur consequent to the preferential offer:

As a result of the proposed preferential allotment of equity shares and warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company. The existing promoters continue to retain control, and there has been no alteration in the composition of the Board of Directors or in decision-making authority.

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them

Details of the natural persons who are the ultimate beneficial owners of the shares and / or warrants proposed to be allotted along with their shareholding and percentage of pre and post preferential issue as furnished herein below:

Sr. No.	Name of proposed Allottees	Category	Ultimate Beneficial Owner **	Pre Preferential Issue		Preferential Issue		Post Preferential Issue#	
				No of Equity shares held	% of share holding	No. of. Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding
1.	Manish Dhariwal	Promoter	NA	29058225	30.91	0	98,01,000	3,88,59,225	33.99
2.	Shakshi Dhariwal	Promoter	NA	30528225	32.47	33,00,000	27,00,000	3,65,28,225	31.95

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Sr. No.	Name of proposed Allottees	Category	Ultimate Beneficial Owner **	Pre Preferential Issue		Preferential Issue		Post Preferential Issue#	
				No of Equity shares held	% of share holding	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding
3.	Niji Corporation (through its partner Jignesh Jasmatbhai Lakhani)	Non-Promoter/Public	Jignesh Jasmatbhai Lakhani	0	0.00	0	12,00,000	12,00,000	1.05
4.	Vinit Jeevanlal Dalal	Non-Promoter/Public	NA	0	0.00	0	11,00,000	11,00,000	0.96
5.	Raj Lalit Agrawal	Non-Promoter/Public	NA	0	0.00	0	11,00,000	11,00,000	0.96
6.	Desai Rohankumar Hasmukhbhai	Non-Promoter/Publi	NA	0	0.00		11,00,000	11,00,000	0.96

The post issue paid-up capital arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

** In case of an individual proposed preferential allottee, there is no requirement to report the ultimate beneficial owner.

17. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

Since the Equity Shares of the Company are listed on recognized Stock Exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI (ICDR) Regulations.

However, the Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

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The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

18. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower

Neither the Company nor its promoters nor its directors have been identified;

- as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

19. SEBI Takeover code

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

The proposed preferential issue will not attract an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"). The promoter and promoter group presently hold **64.22%** of the Company's voting rights, which is at least 25% but below the maximum permissible non-public shareholding of 75%. The proposed allotment, including conversion of the Warrants, will increase their holding by about **2.41%** (from **64.22%** to **66.63%** on the post-issue paid-up capital). This is within the 5% creeping acquisition limit per financial year under **Regulation 3(2)**, and the post-acquisition holding will remain below 75%.

Since the change in shareholding exceeds 2%, the acquirers will make the requisite disclosures to the Stock Exchanges and to the Company under **Regulation 29(2)** within two working days of the allotment, and a fresh disclosure will be made on conversion of the Warrants if the 2% threshold is crossed again. Apart from these disclosures, the Company and the proposed allottees have no further obligations under the Takeover Code, and the issue will not result in any change in control or management of the Company.

20. Lock-in period:

- The proposed allotment of Equity Shares and Warrants shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

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21. Certificate from Practicing Company Secretary:

The certificate from **FCS REEPTIKA BARMERA, Practicing Company Secretary**, certifying that the proposed preferential issue of Equity Shares and the Convertible Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website <https://www.dhariwalcorporation.com/investor-news.htm>.

22. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the equity shares and for listing of the equity shares that will be issued on conversion of warrants. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, if any and voting rights.

23. Monitoring of Utilization of Funds

Since the issue size is less than the Rs. 100 Crore, appointment of the monitoring agency is not applicable in terms of Regulation 162A of the SEBI (ICDR) Regulations.

24. Principal terms of assets charged as securities:

Not Applicable

25. Material terms of raising securities:

The same has been disclosed in the appended resolution hereinabove.

26. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The current status of Proposed Allottee as mentioned in the resolution and aforementioned point no. 6 will remain unchanged post the preferential issue.

27. Undertakings:

- i) All the Equity Shares held by the Proposed Allottees in the Company are held in dematerialized form only.

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- ii) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Further, no member of the promoter or promoter group sold or transferred shares in the 90 trading days before the relevant date.
- iii) Neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- iv) Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.
- v) If the Company was required to re-compute the price, then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares/Warrants proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottees.
- vi) The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time.
- vii) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- viii) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked in from the Relevant Date for a period of 90 trading days from the date of trading approval, in accordance with the SEBI (ICDR) Regulations.
- ix) The Equity Shares to be allotted by way of this Preferential Issue will be fully paid up at the time of the allotment.
- x) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.
- xi) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange or the depositories.

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- xii) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- xiii) None of the Proposed Allottees is a national of a country which shares a land border with India.
- xiv) The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xv) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations

28. Approval under the Companies Act

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/ warrants, such shares/ warrants shall be approved by the shareholders by way of special resolution in General Meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot shares/ warrants as stated in the resolutions, which would result in a further issuance of securities of the Company to the members of Promoter & promoter group and non-promoters on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Further note that The Company is not undertaking the issue under Regulation 164A; accordingly the said regulation is not applicable. Further, the warrants are contingent and convertible in nature, and their allotment is fully compliant with the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, thereby rendering the procedural requirements of Regulation 164A inapplicable in the present case.

The Board of Directors recommends the passing of the above said resolution as a Special Resolution as set out in Item no. 1 and 2 of the Notice for approval by the members.

Mr. Manish Dhariwal, Chairman and Managing Director, being a proposed allottee, Mrs. Shakshi Dhariwal, whole-time director, being proposed allottees and their relatives forming part of the Promoter/ Promoter group are concerned or interested financially or otherwise in this proposed Resolution to the extent of the equity shares as may be issued by the Company to them or their relatives.

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Except that none of the other Directors and KMP's and their relatives are in any way financially or otherwise concerned or interested in the passing of this proposed Resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity shares/warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 1 and 2 of the Notice. Issue of the equity shares/warrants would be within the authorized share capital of the Company.

In terms of the proviso to Regulation 2(1)(zc) of the SEBI Listing Regulations, the issue of specified securities on a preferential basis, subject to compliance with the requirements of the SEBI ICDR Regulations, does not constitute a "related party transaction". The proposed issue of Equity Shares and Warrants to Mr. Manish Dhariwal and Mrs. Shakshi Dhariwal, Promoters of the Company, is being made in compliance with Chapter V of the SEBI ICDR Regulations. Accordingly, the provisions of Regulation 23 of the SEBI Listing Regulations, including the requirement under Regulation 23(4) that related parties shall not vote on the resolution, do not apply to the resolutions set out at Item Nos. 1 and 2 of this Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members.

Further, the documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

**By order of the Board of Directors
For DHARIWALCORP LIMITED**

**Sd/-
Saloni Kachhwaha
Company Secretary and Compliance Officer
Membership No.: A67240**

**Date: October 05, 2026
Place: Jodhpur**

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