



**DHABRIYA
GROUP**

DHABRIYA POLYWOOD LIMITED

Regd. Office : B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIA
Phone : +91-141-4057171, 4040101-105 | Fax : +91-141-2750814
E-mail : info@polywood.org | Website : www.polywood.org
CIN : L29305RJ1992PLC007003

Ref: BSE/2026-27/35

Date: 07.09.2026

To,
The General Manager
Department of Corporate Service
BSE Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 538715 | **ISIN:** INE260R01016

Sub: Notice of the 34th Annual General Meeting ('AGM') of the Company for the financial year 2025-26.

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this is to inform you that 34th Annual General Meeting of the members of the Company will be held on Wednesday, 30th Day of September 2026 at 11.00 A.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013, read with rules made thereunder, Listing Regulations and circulars issued by Ministry of Corporate Affairs (MCA) and SEBI.

The notice containing the business to be transacted at the meeting is attached herewith. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 34th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

The instructions for e-voting are mentioned in the Notice attached. Further, we hereby inform that the Company has fixed 23rd September 2026 as cut-off date for the purpose of remote e-voting, ascertaining the names of Shareholders holding shares in the register of beneficial owners maintained by the depositories who are entitled to cast their votes electronically. The remote e-voting shall commence on Sunday, 27 September 2026 at 09:00 A.M. and end on Tuesday, 29th September 2026 at 05.00 P.M

Request you to kindly take the same on record.

Thanking you,

FOR DHABRIYA POLYWOOD LIMITED

SPARSH JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO. A36383

DHABRIYA POLYWOOD LIMITED

Regd. Office : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India

Tel No. : 0141-4057171, 4040101-05

E-mail : cs@polywood.org Website: www.polywood.org

CIN : L29305RJ1992PLC007003

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Wednesday, 30th Day of September 2026 at 11:00 A.M. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following businesses:

Ordinary Business

1. To consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Directors and Auditors thereon; and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2026, and the report of the Auditors thereon

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2026, Report of the Statutory Auditors thereon and the Report of the Board of Directors thereon along with all annexures as laid before the Shareholders in the 34th Annual General Meeting be and are hereby considered and adopted."

2. To declare Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2026.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a Final Dividend at the rate of ₹0.70 (Rupees Seventy Paise only) per Equity Share of ₹10 (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2026, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2026."

3. To appoint a director in place of Shri Mahendra Karnawat (DIN: 00519876), Director who retires by rotation and being eligible, offer himself for re-appointment

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Mahendra Karnawat (DIN: 00519876), Director who retires by rotation at this 34th Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation."

Special Business

4. To ratify Remuneration payable to Cost Auditors for the Financial Year 2026-27

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as approved by the Board of Directors of the Company, remuneration of ₹ 40,000/- (Rupees forty Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s Gaurav Jain & Associates, Cost Accountants, (Firm Registration Number: 004160) to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] for

the Financial Year 2026-27, be and is hereby ratified and confirmed; and

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

5. Approve the revision in remuneration of Shri Digvijay Dhabriya (DIN: 00519946), Chairman & Managing Director of the Company

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of nomination and remuneration committee and approval of the Board of Directors the Company, the consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Shri Digvijay Dhabriya (DIN: 00519946), Managing Director of the Company with effect from May 01, 2026, for a period of three years up to April 30, 2029 to ₹10,00,000/- (Rupees Ten Lakhs only) per month, with the other terms and conditions of his appointment remaining the same and continue to remain in force and effect.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Shri Digvijay Dhabriya, Managing Director (DIN:

00519946), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Digvijay Dhabriya, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

6. Approve the revision in remuneration of Shri Mahendra Karnawat (DIN: 00519876), Whole-Time Director of the Company

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of nomination and remuneration committee and approval of the Board of Directors the Company, the consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Shri Mahendra Karnawat (DIN: 00519876), Whole-Time Director of the Company with effect from May 01, 2026, for a period of three years up to April 30, 2029 to ₹2,00,000/- (Rupees Two Lakhs only) per month, with the other terms and conditions of his

appointment remaining the same and continue to remain in force and effect.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Mahendra Karnawat, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

7. Approve the revision in remuneration of Smt. Anita Dhabriya (DIN: 00359317), Whole-Time Director of the Company

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of nomination and remuneration committee and approval of the Board of Directors the Company, the consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Smt. Anita Dhabriya (DIN: 00359317), Whole-Time Director of the Company with effect from May 01,

2026, for a period of three years up to April 30, 2029 to ₹2,00,000/- (Rupees Two Lakhs only) per month, with the other terms and conditions of her appointment remaining the same and continue to remain in force and effect.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Smt. Anita Dhabriya, Whole-Time Director (DIN: 00359317), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Smt. Anita Dhabriya, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

By Order of the Board
For Dhabriya Polywood Limited
Sd/-
Sparsh Jain
Company Secretary
M. No. A36383

Jaipur, August 12, 2026

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), setting out material facts concerning the business with respect to Item No. 4 to 7 forms part of this Notice. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM is furnished as **Annexure - 1** to this Notice.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated 22 September 2025 read with circulars issued earlier on the subject ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its various circulars issued from time to time ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 34th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company, i.e., B-9 D(1), Malviya Industrial Area, Jaipur - 302017, India.
3. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.03/2025 dated September 22, 2025, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the SEBI Master Circular No HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by Securities and Exchange Board of India (referred to as "SEBI Circular"), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Annual Report for FY 2025-26 can be accessed. The Company shall send the physical copy of the Annual Report for FY 2025-26 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2025-26, may request for the same by sending an email to the Company at cs@polywood.org mentioning their Folio No./DP ID and Client ID. The Notice convening the 34th AGM along with the Annual Report for FY 2025-26 will also be available on the website of the Company at www.polywood.org & website of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com. The 34th AGM Notice is also available on the website of CDSL at www.evotingindia.com.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As the AGM is being conducted through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map for AGM are not annexed to this Notice.
5. Pursuant to the provisions of the Act, the institutional/ corporate shareholders (i.e., shareholders other than individuals/HUF, NRI, etc.) need to provide legible scanned copies of the certified true copy of the resolution passed by the Board of directors or the power of attorney or authority letter etc. issued by the governing body of such institutional shareholder, as applicable, authorizing such representative to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The document evidencing authorization to attend the Meeting, shall be sent to the Company at cs@polywood.org at least 48 hours prior to the Meeting or by Hand. A copy of the above email should also be marked to the CDSL at helpdesk. evoting@cdslindia.com & Scrutinizer at man.sancheti@gmail.com
6. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose

name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@polywood.org at least 10 days before the AGM. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@polywood.org.
9. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the Meeting at its email ID cs@polywood.org so that the information required may be made available at the Meeting.
10. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of postal address/ name, Permanent Account Number ('PAN') details, email address, telephone/mobile numbers, etc. to their Depository Participant, only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company, and its RTA provide efficient and better service to the members.

11. SEBI has mandated the Updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialized form.
12. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, in addition to the existing SCORES 2.0 portal facilitating the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal, (<https://smartodr.in/login>) only if the Company does not resolve the issue or it is not resolved through SCORES 2.0 portal.
13. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Wednesday September 23, 2026 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
14. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday September 23, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
15. Subject to the provisions of the Act, Final Dividend of ₹ 0.70 (7%), per share as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of

declaration to those members or their mandates whose names appear as beneficial owners with Depositories or in the Register of members as on Wednesday, September 23, 2026, subject to deduction of Income Tax at source wherever applicable to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by CDSL and National Securities Depository Limited ("NSDL") as on Wednesday, September 23, 2026.

16. Payment of Dividend through electronic means:

To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

17. Dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the applicable tax rates under Income Tax Act, 2025, depending upon category and residential status of the shareholder. The Members are requested to update their Residential Status, PAN and Category with the Company/RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode) to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.

A Resident individual shareholder with PAN, who is not liable to pay income tax can avail the benefit of non-deduction of tax at source by submitting relevant forms latest by September 23, 2026. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents by 11:59 P.M. (IST) on September 23, 2026. Non-resident shareholders may submit the aforementioned documents by sending an email to RTA at info@bigshareonline.com or to the Company at cs@polywood.org on or before 11:59 P.M. (IST) on September 23, 2026.

Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- ⇒ Change, if any, in their residential status on return to India for permanent settlement.
- ⇒ Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. The Company has uploaded the details of the unpaid/unclaimed amounts lying with the Company on the website of the Company at www.polywood.org. Those Members who have not so far claimed their dividend are advised to claim it from the Company. Further as per the requirement of Section 124(2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of final dividends declared for the financial year 2024-25 on the website of the Company. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

19. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer to the Unpaid Dividend Account are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During Financial Year 2025-26, the Company is not required to transferred any funds to IEPF.

20. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 24, 2026 to September 30, 2026** (both days inclusive) for the purpose of payment of dividend, if any Declared/approved in the AGM.
21. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
22. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
23. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e. Wednesday, September 23, 2026
24. CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) Partner of M/s. CSM & Co., Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
25. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode.

26. **VOTING THROUGH ELECTRONIC MEANS:**

General Instructions

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not

available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

5. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.polywood.org. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021, MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 03/2022 dated May 05, 2022, MCA Circular Nos. 10/2022, 11/2022 dated December 28, 2022, followed by MCA Circular Nos. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025.

Securities and Exchange Board of India ("SEBI") also issued Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024

7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

The instructions for the shareholders for remote e-voting and joining virtual meeting are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, September 27, 2026, at 09:00 a.m. and ends on Tuesday, September 29, 2026, at 05:00 p.m. 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 Wednesday, September 23, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting 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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. (2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. (4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- (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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- (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. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Individual Shareholders
(holding securities in
demat mode) login
through their Depository
Participants (DP)**

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 or joining virtual meeting & voting during the meeting.

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

Type of Shareholders	Login Method
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 21 09911
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.co.in or call at: 022 - 4886 7000 and 022 – 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on "Shareholders" module.
- (c) Now enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(d) Next enter the Image Verification as displayed and Click on Login.

(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(f) If you are a first-time user follow the steps given below: -

Login Type	For physical shareholders and other than individual shareholders holding shares in demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ⇒ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ⇒ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Dhabriya Polywood Limited> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

⇒ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

⇒ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

⇒ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

⇒ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

⇒ It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

⇒ Alternatively non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@polywood.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

I. The procedure for attending meeting & e-Voting on the day of the 34th AGM is same as the instructions mentioned above for e-voting.

II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@polywood.org. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10

days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@polywood.org. These queries will be replied to by the company suitably by email.

- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is

mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

27. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2026 together with the Board's and Auditor's Report thereon are enclosed herewith.

Members may please note the following:

After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e-voting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

28. The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company i.e. www.polywood.org and on Service Provider's website i.e. www.evotingindia.com within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM No. 4

The Board of Directors at its Meeting held on May 26, 2026, upon the recommendation of the Audit Committee, approved the appointment of M/s. Gaurav Jain & Associates, Cost Accountants (Firm Registration Number: 004160), to conduct the audit of the cost records of the Company on a remuneration of ₹ 40,000/- (Rupees forty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2027.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM No. 5

Shri Digvijay Dhabriya is one of the promoters of the Company and has been on the Board of the company since October 1992 and he is working as Chairman & Managing Director of the company since September 01, 2014.

During his stint as the Chairman & Managing Director of the company about more than three decade, Shri Digvijay Dhabriya dealt with various key operations and his wide exposure encompassing entire spectrum of functioning of the company in all facets, enabled the company to grow continuously scaling new heights.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based

on the recommendations of Nomination & Remuneration Committee held on May 07, 2026 has approved the revision in the maximum remuneration payable to Shri Digvijay Dhabriya (DIN: 00519946), Chairman & Managing Director of the Company with effect from May 01, 2026, for a period of three years up to April 30, 2029 to ₹10,00,000/- (Rupees Ten Lakhs only) per month, with the other terms and conditions of his appointment remaining the same and continue to remain in force and effect.

The proposed revision in remuneration has been determined after considering, inter alia, the scope and responsibilities of his office, his experience, industry benchmarks, the size and complexity of the Company's operations, the Company's performance, and the prevailing remuneration practices followed by comparable companies.

In any financial year during the tenure of Shri Digvijay Dhabriya as Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay Shri Digvijay Dhabriya, the above remuneration as the minimum remuneration, in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act read with Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof and the Listing Regulations;

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Shri Digvijay Dhabriya, Managing Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net

profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Shri Digvijay Dhabriya, Managing Director, is the member of promoter group.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Digvijay Dhabriya as a Chairman & Managing Director of the Company for a period of three years up to April 30, 2029 is being placed before the Members for their approval.

Shri Digvijay Dhabriya, Smt. Anita Dhabriya and Shri Shreyansh Dhabriya are interested in the resolution. The relatives of Shri Digvijay Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors recommends the Special Resolution set forth at Item no. 5 of the Notice, for the approval of the Members.

ITEM No. 6

Shri Mahendra Karnawat has been on the Board of the company since May 2000, and he is working as Whole time Director of the company since September 01, 2014.

Considering the valuable contribution, commitment, guidance and services being rendered by Shri Mahendra Karnawat for the sustained growth of the Company, it is proposed to seek members' approval for the revision of maximum remuneration payable to Shri Mahendra Karnawat, Whole-Time Director of the Company.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on May 07, 2026 has approved the revision in the maximum remuneration payable to Shri Mahendra Karnawat (DIN: 00519876), Whole-Time Director of the Company with effect from May 01, 2026, for a period of three years up to April 30, 2029 to

₹2,00,000/- (Rupees Two Lakhs only) per month, with the other terms and conditions of his appointment remaining the same and continue to remain in force and effect.

The proposed revision in remuneration has been determined after considering, inter alia, the scope and responsibilities of his office, his experience, industry benchmarks, the size and complexity of the Company's operations, the Company's performance, and the prevailing remuneration practices followed by comparable companies.

In any financial year during the tenure of Shri Mahendra Karnawat as Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay Shri Mahendra Karnawat, the above remuneration as the minimum remuneration, in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act read with Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof and the Listing Regulations;

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Mahendra Karnawat as a Whole-Time Director of the Company for a period of three years up to April 30, 2029 is being placed before the Members for their approval.

Except Shri Mahendra Karnawat none of the Directors are interested in the resolution. The relatives of Shri Mahendra Karnawat may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors recommends the Special Resolution set forth at Item no. 6 of the Notice, for the approval of the Members.

ITEM No. 7

Smt. Anita Dhabriya is one of the promoters of the Company and has been on the Board of the company since January 1997 and she is working as Whole time Director of the company since September 01, 2014.

Considering the valuable contribution, commitment, guidance and services being rendered by Smt. Anita

Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the revision of maximum remuneration payable to Smt. Anita Dhabriya, Whole-Time Director of the Company.

Keeping in view her contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on May 07, 2026 has approved the revision in the maximum remuneration payable to Smt. Anita Dhabriya (DIN: 00359317), Whole-Time Director of the Company with effect from May 01, 2026, for a period of three years up to April 30, 2029 to ₹2,00,000/- (Rupees Two Lakhs only) per month, with the other terms and conditions of her appointment remaining the same and continue to remain in force and effect.

The proposed revision in remuneration has been determined after considering, inter alia, the scope and responsibilities of her office, her experience, industry benchmarks, the size and complexity of the Company's operations, the Company's performance, and the prevailing remuneration practices followed by comparable companies.

In any financial year during the tenure of Smt. Anita Dhabriya as Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay Smt. Anita Dhabriya, the above remuneration as the minimum remuneration, in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act read with Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof and the Listing Regulations;

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and

Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Smt. Anita Dhabriya, Whole-Time Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Smt. Anita Dhabriya, Whole-Time Director, is the member of promoter group.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Smt. Anita Dhabriya as a Whole-Time Director of the Company for a period of three years up to April 30, 2029 is being placed before the Members for their approval.

Smt. Anita Dhabriya, Shri Digvijay Dhabriya and Shri Shreyansh Dhabriya are interested in the resolution. The relatives of Smt. Anita Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors recommends the Special Resolution set forth at Item no. 7 of the Notice, for the approval of the Members.

ANNEXURE TO THE NOTICE (ITEM NO. 5 to 7)

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 5 TO 7 OF THE NOTICE

I. GENERAL INFORMATION

- 1) **Nature of industry:** Manufacturers & Suppliers of Extruded uPVC/PVC Profiles, Sheets, Moldings & uPVC Windows & Doors etc.
- 2) **Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1995.
- 3) **In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**
Not Applicable
- 4) **Financial Performance based on given indicators:**

(₹ in Lakhs)

Particulars	2025-26	2024-25	2023-24
Paid up Capital	1082.42	1082.42	1082.42
Reserve & Surplus	5844.11	4480.99	3764.21
Gross Revenue	14784.48	13025.50	11276.40
Profit before tax	1873.56	1025.10	678.77
Tax expenses	452.89	260.12	177.65
Profit after tax	1420.67	764.99	501.12

- 5) **Foreign investments or collaborations, if any**
The Company has not entered any foreign collaboration, and no direct capital investment has been made in the company in the last three financial years.

II. Information about the Appointee

A. Shri Digvijay Dhabriya

1. Background Details

Shri Digvijay Dhabriya, aged 61, is one of the founding members of Dhabriya Polywood Limited. He is guiding force behind the success of the Company. He has done Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Postgraduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience of over three decades in the various business

activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business.

2. Past Remuneration

Shri Digvijay Dhabriya was paid ₹84.00 Lakhs as annual remuneration for the financial year 2025-26.

3. Recognition or Awards

He has been awarded Udyog Patra for self-made industrialist in the year 2010 by the Institute of Trade and Industrial Development, New Delhi, Samaj Ratna Award from Rajasthan Jan Manch in the year 2004 and prestigious award through MSME Minister Shri Kalraj Mishra for Udyamita Gaurav Samman for Utkrast Utpadakta Evam Rojgaar Srajan on the grand occasion of Laghu Udyog Bharti National Convention 2014.

4. Job Profile and Suitability

Shri Digvijay Dhabriya devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to superintendence, control and supervision of the Board. Shri Dhabriya has over three decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also member of your company's Shareholders / Investor Grievance Committee.

5. Remuneration Proposed

Proposed remuneration is 10,00,000/- per month.

6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Digvijay Dhabriya before recommending the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, Shri Digvijay Dhabriya also holds 6492238 equity shares of the company. Shri Digvijay Dhabriya, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Smt. Anita Dhabriya and Shri Shreyansh Dhabriya.

B. Shri Mahendra Karnawat

1. Background Details

Shri Mahendra Karnawat, aged 55, has done Master of Commerce from MDS University, Ajmer and carry rich experience of over 31 years in the field of sales, marketing and production. He takes care of overall production process of the company and provides strategic inputs to the administration for better materials, new design and development of the products conveying complex product development concepts in a simple and compelling manner.

2. Past Remuneration

Shri Mahendra Karnawat was paid ₹ 14.40 Lakhs as annual remuneration for the financial year 2025-26.

3. Recognition or Awards

NIL

4. Job Profile and Suitability

Shri Mahendra Karnawat is a Whole-Time Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals and helps in planning for meeting deadlines for output

of production and the quality of the product. He has been associated with the business of the Company since 1997. Considering his background and experience, he is eminently suitable to continue to hold the position of Whole Time Director of the Company.

5. Remuneration Proposed

Proposed remuneration is 2,00,000/- per month.

6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Mahendra Karnawat before recommending the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Except the remuneration as stated above, he has no other direct or indirect pecuniary relationship with the Company.

C. Smt. Anita Dhabriya

1. Background Details

Smt. Anita Dhabriya, aged 55, has done Bachelor of Commerce from Ajmer University and carry rich experience of over 26 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company

2. Past Remuneration

Smt. Anita Dhabriya was paid ₹ 18.60 Lakhs as annual remuneration for the financial year 2025-26.

3. Recognition or Awards

NIL

4. Job Profile and Suitability

She is Whole Time Director and discharging her duties under the superintendence, control and direction of Board of Directors, she also performs such other duties and exercise such powers as have been or may be entrusted to or conferred upon her by the Board from time to time. She has been associated with the business of the Company since 2000. Considering her background and experience, she is eminently suitable to continue to hold the position of Whole Time Director of the Company.

5. Remuneration Proposed

Proposed remuneration is 2,00,000/- per month.

6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Smt. Anita Dhabriya before recommending the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, Smt. Anita Dhabriya also holds 470226 equity shares of the company. Smt. Anita Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Shri Digvijay Dhabriya and Shri Shreyansh Dhabriya.

I. Other Information

1. Reason of loss or inadequate profits:

Not Applicable, since the Company reported a profit in the current year and has been consistently earning profits since inception and has a strong net worth and effective capital.

The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

2. Steps taken or proposed to be taken for improvement:

The Company is continuing making efforts for improvement of the financial results and create worth for the stakeholders and investors of the company. The Company is always looking forward to taking all such steps and measures including expansion, diversification, innovations which are in the best interest of the company.

3. Expected increase in productivity and profits in measurable terms: N.A.

II. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2025-26. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

By Order of the Board
For Dhabriya Polywood Limited

Sd/-
Sparsh Jain
Company Secretary
M. No. A36383

Jaipur, August 12, 2026

Registered Office:
B-9D(1), Malviya Industrial Area,
Jaipur – 302017 (Raj.)
CIN: L29305RJ1992PLC007003
Website: www.polywood.org;
E-mail: cs@polywood.org ;
Tel. No. 0141 - 4057171

ANNEXURE - I
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 34th ANNUAL GENERAL MEETING

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	Mahendra Karnawat DIN: 00519876
Date of Birth	06.07.1969
Age	57
Nationality	Indian
Qualification	Master's degree in commerce from MDS University, Ajmer
Experience	He has worked for six years in the sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has overall experience of over thirty-one years in the field of Sales, Marketing and production.
Terms & Conditions for Appointment/reappointment	Re-appointment by virtue of retirement of rotation.
Details of Remuneration sought to be paid	NA (Since proposed for reappointment by virtue of retirement by rotation)
Last Remuneration Drawn	₹ 18,60,000/-
Date of first appointment on the Board	22.05.2000
No. of shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2025-26)	10 out of 11
Directorships held in other companies	NIL
Listed entities in which the person holds the directorship	NIL
Committee position held in other listed companies	NIL