

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE (3/2025-26) MEETING OF BOARD OF DIRECTORS OF INDOGULF CROPSCIENCES LIMITED ("COMPANY") HELD ON SATURDAY, 21ST JUNE, 2025 AT ITS REGISTERED OFFICE AT 501, GOPAL HEIGHTS, NETAJI SUBHASH PLACE, DELHI-110034 AT 11:30 A.M

Approval and Adoption of the Red Herring Prospectus

It was noted that the Company has, in response to the draft red herring prospectus dated September 25, 2024 filed by the Company with SEBI (the "DRHP"), received the final observation letter bearing SEBI/HO/CFD/RAC-DIL3/P/OW/2025/2995/1 on January 29, 2025 (the "Observation Letter") from SEBI which contained its observations and request for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Delhi and Haryana ("RoC"), the stock exchanges, SEBI or any other regulatory authorities. The updated draft of the DRHP after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI was filed with SEBI on June 10, 2025 and SEBI noted the changes and provided their letter on June 17, 2025. The Board of the Company then considered the draft of the red herring prospectus to be filed with the RoC placed before it and the following resolutions were passed by the Board unanimously:

"RESOLVED THAT the red herring prospectus dated June 21, 2025 ("RHP") in respect of the initial public offer of [●] equity shares of face value of ₹ 10 each ("**Equity Shares**") comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 1,600.00 million and an Offer for Sale of up to 3,603,603 Equity Shares aggregating up to ₹ [●] million (the "**Offer**"), as placed before the Board of the Company and containing the requisite information as prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 read with the rules thereunder, or any statutory modification(s) or re-enactment(s) thereof, and other applicable laws and regulations, is hereby approved and taken on the records.

RESOLVED FURTHER THAT the RHP be filed with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the stock exchanges, SEBI and such other authorities or persons as may be required under applicable



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RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.

RESOLVED FURTHER THAT Mr. Om Prakash Aggarwal, Mr. Sanjay Aggarwal and Mr. Manoj Gupta, are hereby severally authorized to approve and adopt any corrections, alterations, updates, revisions, modifications, amendments or any other actions for withdrawal or filing of the RHP with relevant authorities or persons as may be required, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such changes, correction, updates, alterations, revisions, modifications, deletions or amendments as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead manager, Systematix Corporate Services Limited (the “**BRLM**”), appointed in this respect and to do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their absolute discretion, deem necessary or desirable for the purpose of filing the RHP with the RoC, the stock exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT Mr. Om Prakash Aggarwal, Mr. Sanjay Aggarwal and Mr. Manoj Gupta, be and are hereby severally authorised to sign the RHP for and on behalf of the Company and to file the same with RoC, the stock exchanges, SEBI and such other authorities as required under applicable laws.

RESOLVED FURTHER THAT the allotment letters shall be offered or application money shall be refunded within four days from the date of closure of the Offer or such lesser time as may be specified by SEBI failing which the application money shall be refunded or unblocked from the ASBA Accounts (as applicable) to the applicants forthwith and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.



RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the duly appointed Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action.”

For **Indogulf Cropsciences Limited**



Om Prakash Aggarwal

Chairman

DIN: 00732440

