

ANNEXURE A
CONSENT LETTER

Date: 18.09.2024

To,

The Board of Directors
Indogulf Cropsciences Limited
[501, Gopal Heights
Netaji Subhash Place
New Delhi – 110 034
India.] (the “Company”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Indogulf Cropsciences Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

We, Sanjay Aggarwal HUF through our Karta Mr. Sanjay Aggarwal, holder of Permanent Account Number AAHHS3951G do confirm that we hold 23,13,880 Equity Shares, representing 4.74 % of the pre-Offer equity share capital of the Company.

Consents

We, hereby consent to the inclusion of up to 23,13,880 Equity Shares / such number of Equity Shares of, the pre- Offer paid up equity share capital of the Company] (the “Offered Shares”) held by me in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”), the prospectus (the “Prospectus” and together with the DRHP and RHP, the “Offer Documents”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“SEBI”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

We hereby consent to the inclusion of our name as a selling shareholder and any other information provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “Stock Exchanges”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi and Haryana at New Delhi (the “RoC”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

We hereby consent that our entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead manager to the Offer ("**Book Running Lead Manager**") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

We hereby consent to this consent letter being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any government or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or avoid, any actual, potential, threatened legal, arbitral or regulatory proceeding or investigation.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Manager and the legal advisors to the Offer.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

Signed by
For and on behalf of Sanjay Aggarwal HUF



Name: Sanjay Aggarwal
(Karta)

Date: 18.09.2024

Cc:

Book Running Lead Manager

Systematix Corporate Services Limited

The Capital, A-wing, No. 603-606,
6th Floor, Plot No. C-70,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051,
India

Legal Counsel to the Offer

Trilegal

One World Centre,
10th floor, Tower 2A & 2B,
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

ANNEXURE B

CERTIFICATE TO BE ISSUED BY THE SELLING SHAREHOLDER

Date: 18.09.2024

To,

The Board of Directors

Indogulf Cropsciences Limited

[501, Gopal Heights

Netaji Subhash Place

New Delhi – 110 034

India.] (the “Company”)

Systematrix Corporate Services Limited

The Capital, A-wing, No. 603–606,

6th Floor, Plot No. C-70,

G Block, Bandra Kurla Complex,

Bandra (East), Mumbai – 400 051,

India

(The aforementioned book running lead manager and any other book running lead managers appointed by the Company are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Indogulf Cropsciences Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

We, Sanjay Aggarwal HUF, holder of Permanent Account Number AAHS3951G, hold 23,13,880 Equity Shares, representing 4.74 % of the pre-Offer Equity Share capital of the Company. We have consented to the inclusion of up to 23,13,880 Equity Shares / such number of Equity Shares of, the pre- Offer paid up equity share capital of the Company (the “Offered Shares”) held by us in the Company as part of the Offer, subject to the approval of Securities and Exchange Board of India (“SEBI”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws. We have consented to the inclusion of our name as a selling shareholder, in the Offer Documents (as defined hereinafter).

We shall report to the BRLM any transactions in the Equity Shares held by me except for the deposit of the Offered Shares in the share escrow account and further transfer to the successful allottees under the Offer, from the date of filing of the draft red herring prospectus (“DRHP”) until the listing and trading of the Equity Shares on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with the BSE, collectively referred to as the “Stock Exchanges”) immediately and in any event no later than 12 hours after undertaking such transaction.

We undertake that all statements in relation to us and our respective portion of the Offered Shares in this certificate (a) are true, fair, correct, adequate, complete, accurate and without omission of any matter that is likely to mislead; and (b) do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or necessary in order to make the statements in the light of circumstances under which they were made, not misleading.

We hereby consent to lock-in our entire pre-Offer equity shareholding that is not transferred in the Offer from the date of allotment/transfer for such period as may be required under the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations in this respect.

The cost of acquisition per Equity Share are as follows:

Sr. No.	Number of Equity Shares acquired in the last one year from the date of the DRHP	Weighted average price of equity shares acquired
1.	1156940	N.A.

We confirm that there is no pending litigation including any inquiry, investigation, show cause notice, claims, search and seizure operations conducted by any Governmental Authority, complaints filed by or before any Governmental Authority, or any arbitration against us, or our karta consequent to which we will be prevented from transferring the Offered Shares pursuant to the Offer or prevent the completion of the Offer, except as stated below:

NIL

We hereby authorize the Company to take all actions in respect of the Offer for and on our behalf under Section 28 of the Companies Act, 2013, as amended.

We confirm that the Equity Shares held by us have been subscribed/ acquired and are held in full compliance with all applicable laws and regulations including, but not limited to the Foreign Exchange Management Act, 1999 and rules and regulations thereunder and without breach of any agreement entered into by us.

We confirm that we are the legal and beneficial owner and have full title of the Offered Shares, and that the Offered Shares are fully paid-up, in dematerialised form and valid and marketable title shall be transferred in the Offer, free from liens, charges, encumbrances and transfer restrictions of any kind whatsoever. We shall disclose and furnish to the BRLM all information relating to any threatened or pending litigation, arbitration, complaint or notice that we are aware of and which may affect the ownership or title to the Offered Shares in the Offer.

We confirm that the Offered Shares are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.

We do not require any approvals pertaining to the Offer from any regulatory or supervisory authority in India or abroad, including from the Reserve Bank of India.

We have not been debarred or prohibited from accessing the capital markets, or debarred or restricted from buying, selling or dealing in securities, in either case under any order or direction passed by SEBI or any other regulatory or governmental authority or any court of law, whether in or outside India.

We have not been classified as a wilful defaulter(s) or a fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India and SEBI ICDR Regulations.

We confirm that we are not associated with the securities market. Further, we confirm that we have not committed any securities law violations.

We have not been adjudged bankrupt/insolvent in India or elsewhere nor are any such proceedings pending against us. We are not insolvent or unable to pay our debts within the meaning of any insolvency legislation applicable to us.

We have not been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

We have not been in receipt of any notice from SEBI or any other governmental authority initiating any action or investigation against us, or our karta, which will prevent me from offering and selling the Offered Shares pursuant to the Offer or prevent the completion of the Offer. Further, we confirm that no action or investigation, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, are outstanding against us or our karta.

We undertake that no payment or incentive, direct or indirect, in the nature of discounts, commission, allowance or otherwise shall be made by us in the Offer to any persons who make an application in the Offer and/or who receive Equity Shares in the Offer and there is no option, warrant or other agreement or commitment or that may obligate us to sell any securities of the Company.

We confirm that we have not entered, and shall not enter, into buy back arrangements directly or indirectly for purchase of the Offered Shares to be offered and sold in the Offer.

We shall comply with the regulatory restrictions, in India or otherwise, on publicity and comply with the requirements of the memorandum on the publicity restrictions circulated by the legal counsel appointed in relation to the Offer dated February 14, 2024.

We also authorize the registrar to the Offer and the BRLM to perform all the necessary acts, as permitted under the SEBI ICDR Regulations, in relation to the offer for sale in the Offer in compliance with the SEBI ICDR Regulations and other applicable laws and in accordance with the provisions of the offer agreement, registrar agreement and any other Offer related documents which may be executed in relation to the Offer, in the form and manner agreeable to us and we shall promptly furnish all such information, documents, certificates, reports and particulars for the purpose of the Offer as may be reasonably required or requested by the BRLM or their affiliates to enable them to cause the filing, in a timely manner, of such documents, certificates, reports and particulars, or as may be required under any applicable law.

We hereby authorize the compliance officer of the Company and the registrar to the Offer to redress complaints, if any, of the investors in respect of the statements specifically made, confirmed or undertaken by us in the Offer Documents in relation to ourselves as a selling shareholder and the Offered Shares and we also undertake to co-operate with the Company and the BRLM for resolving such complaints expeditiously.

[We are not registered with SEBI in any capacity.

We are not registered with any financial regulatory body such as Reserve Bank of India, Insurance Regulatory and Development Authority etc.

We further confirm that we are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018 to the extent applicable.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLM and the legal advisors appointed by the Company.

We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any government or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or avoid, any actual, potential, threatened legal, arbitral or regulatory proceeding or investigation.

We hereby consent to the submission of this certificate as may be necessary to the SEBI, the Registrar of Companies, Delhi and Haryana at New Delhi, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law. We confirm that we will immediately communicate any changes in writing in the above information to the BRLM until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLM and the legal advisors to each of the Company and BRLM can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

Sincerely,



Signature

**Name: Sanjay Aggarwal
(Karta)**

Cc:

Legal Counsel to the Offer

Trilegal

One World Centre,
10th floor, Tower 2A & 2B,
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India