

STANBIK AGRO LIMITED

CIN: U51909GJ2021PLC120155

Registered Office: D 1106, Titanium City Centre,
Near Sachin Tower, 100 Feet Road, S A C, Ahmedabad,
Ahmadabad City, Gujarat, India, 380015
Phone No: 9825397843

Email: stanbikcommercialpl@gmail.com



Website: www.stanbikagro.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF STANBIK AGRO LIMITED HELD ON MONDAY, 2ND DAY OF SEPTEMBER, 2024 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D 1106, TITANIUM CITY CENTRE, NEAR SACHIN TOWER, 100 FEET ROAD, S A C, AHMEDABAD, AHMADABAD CITY, GUJARAT, INDIA, 380015

Consideration and Approval of Draft Directors Report of the Company

The Draft Directors' Report of the Company, for the Financial Year ended on 31st March, 2024 was placed before the meeting. The Board after due deliberation approved the Directors' Report by passing the following resolution

"RESOLVED THAT the draft Directors Report of the Company, for the Financial Year ended March 31, 2024 as placed before the meeting, be and are hereby considered, approved and taken on record by the Board of Directors"

"RESOLVED FURTHER THAT Mr. Ashokbhai Dhanajibhai Prajapati (DIN: 09295498) Managing Director of the Company be and is hereby authorized to sign the Directors' Report, on behalf of the Board of Directors."

//Certified True Copy//

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED

Ashokbhai Dhanajibhai Prajapati

Managing Director

DIN: 09295498

Director

STANBIK AGRO LIMITED

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TO APPROVE THE INITIAL PUBLIC OFFERING (IPO):

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) (“Companies Act, 2013”) and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (“Listing Agreements”), the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the jurisdictional Registrar of Companies (“ROC”) the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and subject to the approval of members of the Company in general meeting, the consent of Board of Directors (“Board”) of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot upto **40,92,000 (Forty Lakhs Ninety Two Thousand Only)** fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only) each at an Issue Price of **₹30/- (Rupees Thirty Only)** per equity share including a premium of ₹20/- (Rupees Twenty Only) per equity share, aggregating upto **₹12,27,60,000/- (Rupees Twelve Crores Twenty Seven Lakhs Sixty Thousand Only)** in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the

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Board may, at its sole discretion, decide in consultation with the Lead Manager(s) ("LM") so appointed, including but not limited to resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, body corporates, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("Initial Public Offer"), which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby instructed to proceed with the Initial Public Offer as stated in the foregoing resolution in accordance with Chapter IX of SEBI ICDR Regulations.

RESOLVED FURTHER THAT Equity Shares to be issued by the company as mentioned in the foregoing resolution shall rank pair-passu with all existing Equity Shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are

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incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries in consultation with the Lead Manager, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform;

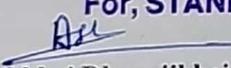
RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any Director and/or Company Secretary of the company wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee, any one or more executive directors, Company Secretary, Chief Financial Officer or any other Key Managerial Personnel of the company subject to such restrictions as may be imposed under the Act or any other law for the time being in force.”

Certify True Copy

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED


Ashokbhai Dhanajibhai Prajapati

Managing Director

Director

DIN: 09295498

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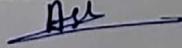
APPROVAL OF BORROWING POWERS

“RESOLVED THAT in supersession of any resolution passed earlier with respect to Borrowing Powers and pursuant to provisions of Section 179(3)(d), 180(1)(c) and any other applicable provisions of Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and further subject to the approval of the shareholders of the Company at their duly convened and conducted meeting, the consent of the Board of Directors of the Company be and is hereby accorded to borrow, from time to time, any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company’s bankers in the ordinary course of business] may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) and/or Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Certify True Copy **For, STANBIK AGRO LIMITED**

STANBIK AGRO LIMITED



Director

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Ashokbhai Dhanajibhai Prajapati

Managing Director

DIN: 09295498

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RECOMMENDATION FOR APPROVAL OF GIVING LOANS OR MAKING INVESTMENTS, GIVING GUARANTEES OR PROVIDING SECURITY IN CONNECTION WITH LOANS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** in supersession of any resolution passed earlier pursuant to the provisions of Section 186 of the Companies Act, 2013 and in pursuant to provisions of Section 179(3)(e), 180(1)(c) and any other applicable provisions of Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and further subject to the approval of the shareholders of the Company at their duly convened and conducted meeting, the consent of the Board of Directors of the Company be and is hereby accorded to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed **Rs. 100,00,00,000/- (Rupees One Hundred Crores only).**”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) and/or Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Certify True Copy

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED

Ashokbhai Dhanajibhai Prajapati
Managing Director

Director

DIN: 09295498

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ADOPTION OF POLICIES

“RESOLVED THAT Board under the Powers conferred to it by Section 179 of the Companies Act, 2013 hereby approves the Drafts of following policies tabled before the Board:

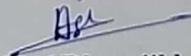
S.N.	Policy Name
1.	Archival Policy for Any Material Event / Information Disclosed to The Stock Exchanges
2.	Code of Conduct for Directors & Senior Management Personnel
3.	Code Of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”)
4.	Familiarization programme for independent directors
5.	Policy on criteria for determining materiality of events
6.	Nomination and Remuneration policy
7.	Policy on related party transactions
8.	Policy for determining Material Subsidiary
9.	Policy And Procedures for Inquiry in Case of Leak of Unpublished Prices Sensitive Information
10.	Salient Features -Terms and Conditions - For the Appointment of an Independent Director of Stanbik Agro Limited (‘the Company’)
11.	Whistle Blower Policy / Vigil Mechanism
12.	The policy on preservation of documents

RESOLVED FURTHER THAT the aforesaid policies are effective with immediate effect.

Certified True Copy

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED


Ashokbhai Dhanajibhai Prajapati **Director**
Managing Director
DIN: 09295498

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CONSTITUTION OF AUDIT COMMITTEE

“RESOLVED THAT pursuant to provisions of Section 177 of the Companies Act, 2013 (“the Act”), read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a Committee of the Board of Directors be and is hereby constituted be called as the **“Audit Committee”** (“the Committee”) with the following members:

Name of the Director	Status in Committee	Nature of Directorship
PRIYANKA SHARMA [DIN: 10753420]	Chairperson	Non-Executive Independent Director
ARZOO RAGHUBHAI RABARI [DIN: 10754153]	Member	Non-Executive Independent Director
PAWANSUT SWAMI [DIN: 10441384]	Member	Non-Executive Independent Director

RESOLVED FURTHER THAT any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee.

RESOLVED FURTHER THAT the Committee be and is hereby vested with the following powers:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain professional advice from external sources;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary;
5. To have full access to information contained in the records of the company;
6. To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.
7. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board of Directors and discuss any related issues with the internal and statutory auditors and the management of the company;
8. Such powers as the Board may deem fit in accordance with the Companies Act, 2013, and any other statute for the time being in force, as may be applicable.

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RESOLVED FURTHER THAT the role of the committee shall, inter alia, include the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. examination of the financial statement and the auditors' report thereon;
9. approval or any subsequent modification of transactions of the Company with related parties;
10. scrutiny of inter-corporate loans and investments;
11. valuation of undertakings or assets of the Company, wherever it is necessary;
12. evaluation of internal financial controls and risk management systems;
13. monitoring the end use of funds related through public offers and related matters
14. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. discussion with internal auditors of any significant findings and follow up there on;

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17. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. to review the functioning of the whistle blower mechanism;
21. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
22. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
23. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
24. carrying out any other function as may be decided by the Board and as stated in the Companies Act, 2013 including rules framed thereunder and Listing Regulations to the extent applicable.

RESOLVED FURTHER THAT the audit committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses; and
- (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (e) statement of deviations:
 - i. half-yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
 - ii. annual statement of funds utilized for purposes other than those stated in the draft prospectus/notice in terms of Regulation 32(7) SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board.

RESOLVED FURTHER THAT the Company Secretary shall act as the secretary to the audit committee.

RESOLVED FURTHER THAT the Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings and the quorum of the meeting shall

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be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present in the meeting.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary for giving effect to the foregoing resolution.”

Certified True Copy

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED

Ash

Ashokbhai Dhanajibhai Prajapati
Managing Director **Director**

DIN: 09295498

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CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

“RESOLVED THAT pursuant to provisions of Section 178 of the Companies Act, 2013 (“the Act”), read with Rule 6 of the Companies (Meetings of Board and its Power.) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a Committee of the Board of Directors be and is hereby constituted be called as “Nomination and Remuneration Committee” (“the Committee”) with the following members:

Name of the Director	Status in Committee	Nature of Directorship
Arzoo Raghubhai Rabari [DIN: 10754153]	Chairperson	Non-Executive Independent Director
Pawansut Swami [DIN: 10441384]	Member	Non-Executive Independent Director
Priyanka Sharma [DIN: 10753420]	Member	Non-Executive Independent Director

RESOLVED FURTHER THAT the role of committee shall, inter-alia, include the following:

- (i) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
- (ii) For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (iii) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (iv) devising a policy on diversity of board of directors;
- (v) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

STANBIK AGRO LIMITED

CIN: U51909GJ2021PLC120155

Registered Office: D 1106, Titanium City Centre,
Near Sachin Tower, 100 Feet Road, S A C, Ahmedabad,
Ahmadabad City, Gujarat, India, 380015
Phone No: 9825397843

Email: stanbikcommercialpl@gmail.com



Website: www.stanbikagro.com

- (vi) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (vii) recommend to the board, all remuneration, in whatever form, payable to senior management.

RESOLVED FURTHER THAT the Committee shall meet at least once in a financial year and quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board.

RESOLVED FURTHER THAT any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee.

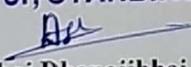
RESOLVED FURTHER THAT the Company Secretary shall act as the secretary to the Committee.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary for giving effect to the foregoing resolution."

Certify True Copy

STANBIK AGRO LIMITED

For, **STANBIK AGRO LIMITED**


Ashokbhai Dhanajibhai Prajapati **Director**
Managing Director
DIN: 09295498

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF STANBIK AGRO LIMITED HELD ON MONDAY, 2ND DAY OF SEPTEMBER, 2024 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D 1106, TITANIUM CITY CENTRE, NEAR SACHIN TOWER, 100 FEET ROAD, S A C, AHMEDABAD, AHMADABAD CITY, GUJARAT, INDIA, 380015

CONSTITUTION OF STAKEHOLDERS RELATIONSHIP COMMITTEE

“RESOLVED THAT pursuant to provisions of Section 178 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the rules framed thereunder, a Committee of the Board of Directors be and is hereby constituted be called as the “Stakeholders Relationship Committee” (“the Committee”) with the following members:

Name of the Director	Status in Committee	Nature of Directorship
Daxaben Narayanbhai Prajapati [Din: 10194276]	Chairperson	Non-Executive Director
Arzoo Raghubhai Rabari [Din: 10754153]	Member	Non-Executive Independent Director
Priyanka Sharma [Din: 10753420]	Member	Non-Executive Independent Director

RESOLVED FURTHER THAT any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee.

RESOLVED FURTHER THAT the role of the Committee shall inter alia include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
5. To carry out any other function as may be decided by the Board and as stated in the Companies Act, 2013 including rules framed thereunder and Listing Regulations to the extent applicable.”

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RESOLVED FURTHER THAT the Stakeholders' Relationship Committee shall meet at least once in a financial year and the powers of Stakeholders Relationship Committee shall be as per the provisions of the Act, LODR and other applicable rules and regulations for the time being in fo.ce.

RESOLVED FURTHER THAT the Company Secretary shall act as the secretary to the Committee.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary for the aforementioned resolution."

Certify True Copy

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED


Ashokbhai Dhanajibhai Prajapati Director
Managing Director
DIN: 09295498

STANBIK AGRO LIMITED

CIN: U51909GJ2021PLC120155

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To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enactment from time to time) and other applicable provisions, if any consent of the Members of the Company be and is hereby accorded to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores only) at any point of time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

//Certified True Copy//

STANBIK AGRO LIMITED

For, STANBIK AGRO LIMITED

Ashokbhai Dhanajibhai Prajapati
Managing Director

Director

DIN: 09295498