



ADON AGRO COMMODITIES LIMITED

(FORMERLY KNOWN AS ADON AGRO COMMODITIES PRIVATE LIMITED)

PAN : AAWCA4258M

CIN : U51390MH2022PLC375413

GST NO : 27AAWCA4258M1ZV

FSSAI NO : 11522998000419

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ADON AGRO COMMODITIES LIMITED HELD ON TUESDAY, MARCH 10, 2026 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO- 3029, AKSHAR BUSINESS PARK, 3RD FLOOR, I-WING, PLOT NUMBER 3, SECTOR 25, VASHI, NAVI MUMBAI, MAHARASHTRA 400703 11:00 A.M.

AUTHORIZATION FOR ISSUE OF SHARES THROUGH PUBLIC ISSUE.

“RESOLVED THAT pursuant to the provisions of Sections 23, 26, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, (“**Companies Act, 2013**”), the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”) and the **SECC Regulations**, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI (ICDR) Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) and the rules and regulations made there under 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, the Reserve Bank of India (“**RBI**”), 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 and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include duly constituted committee of the Board), approval of members be and is hereby accorded to Board to create, offer, issue and allot such number of Equity Shares in an initial public offering **upto an amount of Rs. 50,00,00,000/- (Rupees Fifty Crores)** (Hereinafter referred to as “**Issue Size**”) by way of fresh issuance of equity shares of face value of ₹ 10/- each as may be decided by the Board at a price including premium to be determined, in accordance with the Book Build route or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the book running lead manager.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Issue shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, Resident Indians, Non-Resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute



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www.wearehungerofficial.com



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discretion, deem necessary, proper or desirable in relation to the Issue and the listing of the Equity Shares pursuant to the Issue, in the best interest of the Company, including determination of the timing, size and price in relation to the Issue in consultation with the Book Running Lead Manager to the Issue and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be listed on one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend;

RESOLVED FURTHER THAT over subscription to the extent of 10% of the Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue;

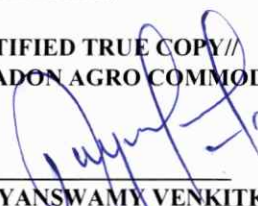
RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013;

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities;"

//CERTIFIED TRUE COPY//
FOR, ADON AGRO COMMODITIES LIMITED


NARAYANSWAMY VENKITKRISHNAN
MANAGING DIRECTOR
DIN: 03505998



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

TO RAISE CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

In order to further meet the funding requirements of the Company so as to facilitate growth, the Board of Directors of your Company propose to make an Initial Public Offer of equity shares through a fresh issue of equity shares not exceeding **upto amount of Rs. 50,00,00,000/- (Rupees Fifty Crores, only)** by way of fresh issuance of equity shares of face value of ₹ 10/- each as may be decided by the Board at a price including premium to be determined in accordance with the book built route method in consultation with the book running lead manager(s) or any other advisor(s) and by following the procedures stated in the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed there under, the provisions of the Securities Contracts Regulations Act, 1956 and the Rules framed there under, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on a Recognized Stock Exchanges in India.

The details regarding number of shares to be offered/ offer price shall be decided in book built route along with consultation of merchant bankers.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the Companies Act, 2013, the SEBI (ICDR) Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

None of the Directors and Key Managerial Personnel and their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

//CERTIFIED TRUE COPY//
FOR, ADON AGRO COMMODITIES LIMITED



NARAYANSWAMY VENKITKRISHNAN
MANAGING DIRECTOR
DIN: 03505998



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