



AMIR CHAND JAGDISH KUMAR (EXPORTS) LIMITED

ISO 22000 : 2018 Certified Organization • Super Star Trading House • Rice Millers & Exporters

CIN No.: U15312DL2003PLC121979, Website : www.aeroplanerice.com, E-mail : info@aeroplanerice.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF AMIR CHAND JAGDISH KUMAR (EXPORTS) LIMITED HELD ON MONDAY, JUNE 16, 2025, AT 11:00 AM, AT 67/9, G. T. KARNAL ROAD NEAR TATA TELCO, ALIPUR, DELHI-110036

TO CONSIDER AND APPROVE INITIAL PUBLIC OFFERING OF THE EQUITY SHARES THROUGH FRESH ISSUE BY THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution –

“RESOLVED THAT, in accordance with the provisions of Section 23, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules framed thereunder (including any statutory modifications or reenactment thereof, for the time being in force) including, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, (**“SCRA”**), as amended and the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), and the rules and regulations made thereunder including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and any other applicable rules, regulations, guidelines, press notes, circulars, clarifications, notifications and guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**) including the Department for Promotion of Industry and Internal Trade and any foreign investment law or policy or guidelines issued by RBI and other applicable laws, rules, regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively referred to as the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares of face value of Rs. 10 each of the Company (**“Equity Shares”**) are proposed to be listed (the **“Stock Exchanges”**), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Delhi and Haryana at New Delhi (**“RoC”**), SEBI, RBI, the Department for Promotion of Industry and Internal Trade, Government of India (**“DIPPT”**), Ministry of Commerce and Industry, GoI, the Stock Exchanges, Lenders and all other appropriate statutory authorities and departments (collectively the **“Regulatory Authorities”**), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of 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 **“Board”**, which term shall be deemed to include the IPO committee (**“IPO Committee”**) or any other duly constituted committee of the Board, the consent and approval of the Board be and is hereby granted, , to create, offer, issue and allot Equity Shares aggregating an amount of Rs. 5,000 million (including share premium) by way of a fresh issue of Equity Shares, out of the authorized share capital of the Company (**“Fresh Issue/Issue”**) subject to any revisions to such amount as may be permissible under applicable law, including the SEBI ICDR Regulations for cash either at par or premium, (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) at a price to be determined by the Company in consultation with the book running lead managers so appointed (**“BRLMs”**) by the book building

Regd. Off.: 2735/9, Mohan Lal Palace, Naya Bazar, Delhi-110006 (INDIA)

Unit 1 Delhi: 67/9, G.T. Karnal Road,
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Ph.: +91 8595912447
GSTIN : 07AAECA9181D1ZQ

Unit 2 Amritsar: Village Mehlanwala, Near Kukkeranwala
Airport Road, Amritsar- 143001 (Punjab)
Ph.: 09872881121
GSTIN: 03AAECA9181D1ZY

Unit 3 Safidon: Jind Road, Safidon Distt.
Jind- 126112 (Haryana)
Ph.: 01686-263336
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process in terms of the SEBI ICDR Regulations at such premium or discount or at par per Equity Shares as permitted under Applicable Laws, and as may be fixed and determined by the Company, in consultation with the BRLMs in accordance with the SEBI ICDR Regulations (and such price, the “Issue Price”).

RESOLVED FURTHER THA the Board shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary proper or desirable in relation to the Issue and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination on the terms of the Issue, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of person or persons who are eligible investors, as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide in consultation with the BRLMs including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, registered mutual funds and/or individuals or otherwise), non-resident Indians, Hindu undivided families, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices, venture capital funds, alternative investment funds and foreign venture capital investors registered with SEBI, public financial institutions as specified in Section 2(72) of the Companies Act, Scheduled commercial bank, a multilateral and bilateral development financial institution, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds with minimum corpus of twenty five crore rupees, a pension fund with minimum corpus of twenty five crore rupees, registered with the Pension Fund Regulatory and Development Authority, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors who are permitted and eligible to invest under Applicable Laws (collectively, the “Investors”), in consultation with the BRLMs and/or underwriters, in accordance with the SEBI ICDR Regulations and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an issue document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, 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, including the IPO Committee.

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RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws, and subject to such further corporate and other approval as may be required, the Board either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO private placement of Equity Shares to selected investors as permitted under Applicable Laws, on or prior to the date of the red herring prospectus, or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up to 20% of the size of the Fresh Issue as may be decided by the Board (or duly authorised committee thereof) to selected Investor (up to such number of Equity Shares at an aggregate up to an amount of ₹ 500 million and at such price as the Board may determine ("**Pre-IPO Placement**"), in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Issue satisfying the minimum issue size requirements under the SCRR;

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Issue shall be to such person, 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 SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiary, and other person or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors for cash at a price to be determined by the book building process 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, as amended, the SCRA, SCRR and FEMA.

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

RESOLVED FURTHER THAT the Equity Shares so allotted pursuant to the Issue, shall be listed on one or more recognized stock exchange in India.

RESOLVED FURTHER THAT in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations, or any other Applicable Laws, the Company will have an option to retain an oversubscription, to the extent of 1% of the net Issue size or such other extent as may be permitted under the Applicable Laws, made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing

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the basis of allotment in consultation with the designated stock exchange.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of the Issue referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company, shall pay interest on failure thereof, as per Applicable Laws.”

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed by way of the Issue, may be disposed off by the Board in consultations with the BRLMs 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 portfolio investors/ bodies corporate/ such other persons or otherwise, in accordance with Applicable Laws.”

RESOLVED FURTHER THAT the Mr. Jagdish Kumar Suri and Mr. Rahul Suri, severally, be and are hereby authorized to delegate all or any of the powers herein conferred to a committee of the Board of any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Issue.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board or such other persons as may be authorized by the Board, on behalf of the Company, (either by itself or a committee constituted by the Board) be and is hereby severally authorized to do such acts, deeds matters and things as the Board or the Committee, in its absolute discretion deems necessary or desirable in connection with the Issue, and to delegate all or any of the powers herein conferred in such manner as it may deem fit, 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 ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in connection with the aforesaid, Mr. Jagdish Kumar Suri, Managing Director and/ or Mr. Rahul Suri, Whole Time Director and/or Company Secretary and Compliance Officer and/ or Chief Financial Officer of the Company be and are hereby authorized severally to take all such steps, including issuing certified true copies of this resolution to various authorities and filing necessary forms with the ROC and any other authority as may be required in the applicable laws and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

**Certified True Copy
For Amir Chand Jagdish Kumar (Exports) Limited**

**ANUJ VERMA
Chief Financial Officer**



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