

## **FARM PEACE LIMITED**

**[CIN: U01100GJ2021PLC126500]**

**Regd. Office:** 12, Manu Panchal Industrial Estate Nr. Indira Nagar, Amraiwadi Road,  
Ahmedabad, Gujarat - 380026

**E-mail ID:** farmpeacefpo@gmail.com

**Contact:** +91- 9879245417

**Website:** www.farmpeace.in

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**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF FARM PEACE LIMITED HELD ON THURSDAY, 24<sup>TH</sup> JULY, 2025 AT 12, MANU PANCHAL INDUSTRIAL ESTATE NR. INDIRA NAGAR, AMRAIWADI ROAD, AHMEDABAD, GUJARAT - 380026 AT 11:00 A.M. AND CONCLUDED AT 12:30 P.M.**

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### **APPROVAL FOR RAISING CAPITAL FOR INITIAL PUBLIC OFFERING (IPO)**

**"RESOLVED THAT**, pursuant to the provisions of Sections 23, 26 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**"Companies Act"**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the Securities Contracts (Regulation) Rules, 1957 (**"SCRR"**), each, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "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, and the rules and regulations notified thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**"GOI"**), including the Department for Promotion of Industry and Internal Trade, the Securities Exchange Board of India (**"SEBI"**) or Reserve Bank of India (**"RBI"**), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the **"Applicable Laws"**), and in accordance with the provisions of the Memorandum of Association (**"MOA"**) and the Articles of Association (**"AOA"**) of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed (**"the Stock Exchange"**), and subject to any approvals, consents, permissions and sanctions as may be required from the GOI, the Registrar of Companies, Ahmedabad at Ahmedabad (**"ROC"**), SEBI, and all other appropriate statutory authorities and departments (the **"Regulatory Authorities"**), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and subject to sanction of the members, Board be and is hereby granted to create, issue, issue and allot equity shares of face value of ₹ 10/- each of the Company (the **"Equity Shares"**) up to an aggregate of Rs. 35 Crores pursuant to a fresh issue (the **"Fresh Issue"**), for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 10% of the net Issue to the public or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined in consultation with the lead manager appointed in respect of the Issue (**"LM"**), by the fixed price in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the LM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons 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 LM, , including qualified institutional buyers, if any as defined under

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Regulations 2(1)(ss) of the SEBI ICDR Regulations, Hindu Undivided Families, foreign portfolio investors, foreign / resident investors whether they are one or more of the members of the Company, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors), Regulations, 2019, as amended, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, 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, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, 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 as may be permitted to invest under Applicable Laws (collectively referred to as the “Investors”) by way of the Issue in consultation with the LM and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board in consultation with the LM through an issue document, prospectus and/or an Issuing memorandum, as required, and in such manner as the Board may in its discretion, deem fit, including in consultation with LM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the LM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchange an over subscription, to the extent of 10% of the Issue may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.”

**“RESOLVED FURTHER THAT** the Equity Shares issued pursuant to the Issue shall be listed at SME Platform of BSE (BSE SME).”

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in the Issue shall continue to be subject to the Memorandum of Association and Articles of Association of the Company and shall continue to rank pari-passu in all respects with the existing Equity Shares that are not being Issued for sale in the Issue, including rights in respect of dividend.

**“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, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions a, the Board or any duly authorised thereof, in consultation with the LM, be and is hereby authorized to determine the terms of the Issue, listing on SME Platform of BSE (BSE SME) as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with LM, underwriters,

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escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offer, Issue, and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions 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 conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf."

**"RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI / RBI/ SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to Issue, allotment and listing thereof and as agreed to by the Board and no further approval in this regard would be required from the shareholders of the Company.."

**"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 or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates 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** the Company shall incur all the expenses for the Public Issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any transfer of Equity Shares, the Board or any Committee thereof be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the securities are to be allotted, Issue price, including discount(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Issuing and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorized (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable, in the interest of the Company including change in the price/ amount/ size of the Issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.

**RESOLVED FURTHER THAT** the Board may, if the Issue made in furtherance to the aforesaid resolution make reservation out of the Issue to such category (ies) of persons as permitted under the SEBI ICDR Regulations including but not limited to permanent employees of the Company up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations

**"RESOLVED FURTHER THAT** the earlier resolution(s) passed by the Board of Directors in its meeting held on 19<sup>th</sup> February, 2025 for the appointment of the Book Running Lead Manager be and is hereby superseded and replaced by this resolution for the appointment of a Lead Manager, in accordance with the change in the IPO structure to a Fixed Price Issue."

**"RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

For, Farm Peace Limited

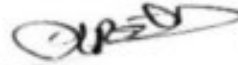
**FARM PEACE LIMITED**



**DIRECTOR**

Sandipkumar Narsinhbhai Patel  
(Managing Director)  
DIN: 07463421

**FARM PEACE LIMITED**



**DIRECTOR**

Girishbhai Faljibhai Patel  
(Director)  
DIN: 05128657

**Date:** 24/07/2025

**Place:** Ahmedabad

