# APTUS PHARMA LIMITED

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE APTUS PHARMA LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON SATURDAY, 10TH MAY, 2025 AT 11:00 AT ITS THE CORPORATE OFFICE SITUATED AT 'SHRI', 1ST FLOOR, OPP. SATYASAI HEART HOSPITAL, NARAYAN NAGAR, KALAWAD ROAD, RAJKOT-360005, GUJARAT**

**To approve Initial Public Offering ("IPO") of The Company by Fresh Issue of Equity Shares subject to approval from Members:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and subject to consent from shareholders of the company and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended ("SCRA"), Listing Agreements/ SEBI LODR -SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable regulation and guidelines issued by the Securities Exchange Board of India (SEBI), other applicable Laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India ("GoI"), the Reserve Bank of India ("RBI"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the GOI, SEBI, RBI and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred upon it), consent of the Shareholders of the Company be and are hereby accorded to, offer, issue and allot equity shares of an aggregate number up to **20,00,000 (Twenty Lacs) Equity Shares** at a price as may be decided by the Board of Directors in consultation with the Lead Manager, ranking pari-passu with the existing equity shares of the Company, 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, including one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or its subsidiaries, in or out of India, or the Promoters, members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue/Book

Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in consultation with the Lead Manager, decide including the price at which the equity shares are to be issued, at par or at premium and for cash 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 and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit;"

**"RESOLVED FURTHER THAT**, the Board, including any Committee or Sub – Committee, be and is hereby authorized to make any alteration, addition or vary any of the above said clauses, in consultation with the Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue."

**"RESOLVED FURTHER THAT: -**

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;

2. Details of all monies utilized out of the Issue referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and

3. Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;"

**"RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide;"

**"RESOLVED FURTHER THAT** the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;"

**"RESOLVED FURTHER THAT,** any one of the Director of the Company and/or CS Mohini H. Gandhi, Company Secretary & Compliance Officer, be and is hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

**"RESOLVED FURTHER THAT,** the Board and/or any Committee of the Board be and is hereby authorized to appoint the Lead Manager to the above Issue;"

**"RESOLVED FURTHER THAT,** the Board and/or any Committee of the Board in consultation with Lead Manger be and is hereby authorized to appoint the other capital market

intermediaries such as Registrar to the Issue, Market Maker(s), Underwriter(s), Legal Advisor(s), Escrow (Sponsor) Bank(s), etc.;"

**"RESOLVED FURTHER THAT,**

1. The Company will furnish to the stock exchange, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus / Prospectus;
2. The information mentioned in sub-clause (1) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR);
3. The information mentioned in sub-clause (2) shall, after review by the Audit Committee, be furnished to the stock exchange."

**"RESOLVED FURTHER THAT,** for the purpose of giving effect to these resolutions, the Board in consultation with Lead Manger be and is hereby authorized on behalf of the Company to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), syndicate member(s), underwriter(s)any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**"RESOLVED FURTHER THAT,** the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favor of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

**<<<<Certified True Copy>>>>**
**For, Aptus Pharma Limited**

**Date: 10/05/2025**
**Place:** Rajkot

**Tejash Maheshchandra Hathi**
**Managing Director**
**DIN: 03151221**
**Address:-** 1202 B-2, Shilpan Nova, Gangotri Park Road Uni Road Nr B T Savani Kidney Hospital, Rajkot-360005, Gujarat, India

# APTUS PHARMA LIMITED

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE APTUS PHARMA LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON SATURDAY, 10TH MAY, 2025 AT 11:00 AT ITS THE CORPORATE OFFICE SITUATED AT 'SHRI', 1ST FLOOR, OPP. SATYASAI HEART HOSPITAL, NARAYAN NAGAR, KALAWAD ROAD, RAJKOT-360005, GUJARAT**

**Approval of Annual Financial Statements:**

**"RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the draft annual financial statement of the Company comprising of Balance Sheet as at 31st March, 2025, Statement of Profit & Loss for the year ended on that date along with Explanatory Notes annexed to or forming part of any document referred above, which were reviewed by audit committee in its committee meeting, be and are hereby approved;"

**"RESOLVED FURTHER THAT** Mr. Tejash M. Hathi, Managing Director and Mr. Chetan Lalseta, Director, Mr. Kapil Chandarana, Chief Financial Officer, Mr. Ghanshyam Pansuriya, Chief Executive Officer & CS Mohini Gandhi, Company secretary & Compliance Officer of the Company be and are hereby jointly authorized to sign the annual financial statement comprising of Balance Sheet as at 31st March, 2025, Statement of Profit & Loss for the year ended on that date along with Explanatory Notes annexed to, or forming part of any document referred above and the same be submitted to the Statutory Auditor of the Company A B K B & Co., for their report thereon."

**<<<<Certified True Copy>>>>**
**For, Aptus Pharma Limited**

**Date: 10/05/2025**
**Place:** Rajkot

**Tejash Maheshchandra Hathi**
**Managing Director**
**DIN: 03151221**
**Address:-** 1202 B-2, Shilpan Nova, Gangotri Park Road Uni Road Nr B T Savani Kidney Hospital, Rajkot-360005, Gujarat, India

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**To re-appoint Mr. Tejas Maheshchandra Hathi as Managing Director subject to approval from members**

"**RESOLVED THAT** as per recommendation of the Nomination and Remuneration Committee (NRC) of the Company, pursuant to the provisions of Sections 196, 197, 198 and 203 read together with Schedule V of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to approval from members, the Board of Directors of the Company hereby approve the re-appointment of Mr. Tejas Maheshchandra Hathi (DIN: 03151221) as the Managing Director of the Company for a period of 5 (five) years from 19th May, 2025 to 18th May, 2030, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement to be attached with the Notice of Extra Ordinary General Meeting as placed before the Board and initialled by the Chairman for the purpose of identification."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Act, Mr. Tejas Maheshchandra Hathi (DIN: 03151221) Managing Director of the company shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, notwithstanding the limits prescribed hereinabove in percentage terms, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Tejas Maheshchandra Hathi (DIN: 03151221) for a period not exceeding Three years; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/ or revise the remuneration of Mr. Tejas Maheshchandra Hathi (DIN: 03151221) as the Managing Director within the overall limits under this resolution and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings

that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**<<<<Certified True Copy>>>>**
**For, Aptus Pharma Limited**

**Date: 10/05/2025**
**Place:** Rajkot

**Tejash Maheshchandra Hathi**
**Managing Director**
**DIN: 03151221**
**Address: -** 1202 B-2, Shilpan Nova, Gangotri Park Road Uni Road Nr B T Savani Kidney Hospital, Rajkot-360005, Gujarat, India