APTUS PHARMA LIMITED

CERTIFED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE APTUS PHARMA LIMITED CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON MONDAY 19TH MAY, 2025 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:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) 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,

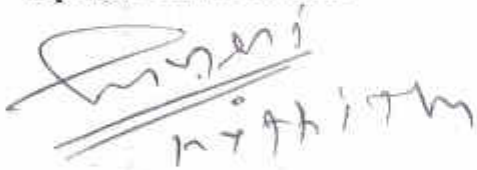
1. The Company will furnish to the stock exchange, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus / Prospectus;
2. The information mentioned in sub-clause (1) shall be furnished to the stock exchange 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."

For and on behalf of Board of Directors
Aptus Pharma Limited



Date: 19/05/2025
Place: Rajkot

Tejash 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

"**RESOLVED THAT** 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 the Board of Directors of the Company, the 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 as recommended by Nomination and remuneration committee in its meeting;"

"**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."

For and on behalf of Board of Directors
Aptus Pharma Limited

Date: 19/05/2025
Place: Rajkot

Tejash 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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APPROVAL OF BORROWING LIMIT UNDER THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 NOT EXCEEDING RUPEES FIFTY CRORE

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, the Board of Directors (hereinafter referred to as "The Board") be and is hereby accorded to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/ or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 50 Crore (Rupees Fifty Crore only).

RESOLVED FURTHER THAT, the Board of Directors (or a Committee formed by them for this purpose) or CS Mohini Gandhi, Company Secretary & Compliance Officer be and are hereby severally authorised at its discretion, to further delegate by way of authorisation 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."

"RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by the any Director(s) or KMP's, be submitted to the concerned authority and they are requested to rely upon the authority of the same."

For and on behalf of Board of Directors
Aptus Pharma Limited

Date: 19/05/2025
Place: Rajkot

Tejash 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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CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with 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, and the Articles of Association of the Company, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby accorded for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation /revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) /State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc."

"**RESOLVED FURTHER THAT,** the Board (or a Committee formed by them for this purpose) or CS Mohini Gandhi, Company secretary & Compliance officer be and are hereby severally authorized of the company at its discretion, to further delegate by way of authorisation 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."

"RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by the any Director(s) or KMP's, be submitted to the concerned authority and they are requested to rely upon the authority of the same."

For and on behalf of Board of Directors
Aptus Pharma Limited

Tejash 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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