

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF SENORES PHARMACEUTICALS LIMITED (FORMERLY KNOWN AS SENORES PHARMACEUTICALS PRIVATE LIMITED) HELD ON FRIDAY, JULY 26, 2024 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1101 TO 1103, 11TH FLOOR, SOUTH TOWER, ONE 42 OPP. JAYANTILAL PARK, AMBALI BOPAL ROAD, AHMEDABAD – 380054, GUJARAT, INDIA**

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#### **NOTING OF OFFER FOR SALE**

The Chairman informed the board of directors of the Company that pursuant to the resolution passed by the board of directors of the Company (“**Board**”) on April 09, 2024 and July 22, 2024 for approving the initial public offer of equity shares of the Company, the Board takes on note the intention of Mr. Swapnil Jatinbhai Shah, Mr. Ashokkumar Vijaysinh Barot, Mrs. Sangeeta Mukur Barot and Mr. Prakash Mishrimal Sanghvi, the existing shareholders of the Company, for offer for sale of Equity Shares.

In this regard, the following resolution was passed by the Board:

“**RESOLVED THAT** subject to the consents, approvals, permissions and sanctions of the Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such consents, approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other Applicable Laws, the Board takes note of the intention to offer for sale aggregating up to 27,00,000 equity shares as may be determined by Mr. Swapnil Jatinbhai Shah, Mr. Ashokkumar Vijaysinh Barot, Mrs. Sangeeta Mukur Barot and Mr. Prakash Mishrimal Sanghvi, the existing shareholder(s) of the Company by way of their consent letters dated July 13, 2024 respectively, (“**Selling Shareholders**”) (the “**Offer for Sale**”, and together with the Fresh Issue, the “**Offer**”) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under applicable laws and as may be fixed and determined by the Company and the Selling Shareholders in consultation with the book running lead managers appointed for the Offer (“**BRLMs**”), in terms of the Offer agreement, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** Mr. Swapnil Jatinbhai Shah, Managing Director and Mr. Deval Rajnikant Shah, Whole Time Director & Chief Financial Officer (CFO) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolutions.

“**RESOLVED FURTHER THAT** any of the Executive Directors and Company Secretary and Compliance Officer of the Company are authorised to certify the true copy of the aforesaid resolutions.”

**Certified True Copy**  
**For, Senores Pharmaceuticals Limited**  
**(Formerly Known as Senores Pharmaceuticals Private Limited)**



**Deval Rajnikant Shah**  
**Whole Time Director & CFO**  
**DIN:00332722**



**Senores Pharmaceuticals Limited**

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF SENORES PHARMACEUTICALS LIMITED (FORMERLY KNOWN AS SENORES PHARMACEUTICALS PRIVATE LIMITED) HELD ON FRIDAY, DECEMBER 06, 2024 AT 10:15 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1101 TO 1103, 11TH FLOOR, SOUTH TOWER, ONE 42 OPP. JAYANTILAL PARK, AMBALI BOPAL ROAD, AHMEDABAD – 380054, GUJARAT, INDIA**

**NOTING OF REVISED OFFER FOR SALE COMPONENT**

In furtherance of the resolution passed by the board of directors of Senores Pharmaceuticals Limited (the “**Company**”, and such board of directors, the “**Board**”) on July 26, 2024 for taking on record the for sale by certain existing shareholders of the Company (“**Offer for Sale**”), the Board takes note that the Equity Shares offered by the Promoter Selling Shareholder, Swapnil Jatinbhai Shah, have reduced from 8,50,000 Equity Shares to 2,50,000 Equity Shares as a part of the Offer for Sale.

In this regard, the following resolution was passed by the Board:

“**RESOLVED THAT** subject to the consents, approvals, permissions and sanctions of the Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such consents, approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other Applicable Laws, the Board takes note of the consent letter dated December 04, 2024 issued by Swapnil Jatinbhai Shah, to revise the Equity Shares being offered by him in the Offer for Sale from 8,50,000 Equity Shares to 2,50,000 Equity Shares, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under applicable laws and as may be fixed and determined by the Company in consultation with the book running lead manager appointed for the Offer;

**RESOLVED FURTHER THAT** Mr. Swapnil Jatinbhai Shah, Managing Director and Mr. Deval Rajnikant Shah, Whole Time Director and Chief Financial Officer (CFO) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolutions, including making the necessary applications, filing forms with the Registrar of Companies, Gujarat at Ahmedabad, and doing all such acts, deeds, matters and things as may be required to give effect to the above resolution, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be; and

**RESOLVED FURTHER THAT** any of the Executive Directors and/or the Company Secretary and Compliance Officer of the Company is authorized to certify the true copy of the aforesaid resolutions.”

**Certified True Copy**  
**For, Senores Pharmaceuticals Limited**  
**(Formerly Known as Senores Pharmaceuticals Private Limited)**



**Deval Rajnikant Shah**  
**Whole Time Director & CFO**  
**DIN:00332722**



**Senores Pharmaceuticals Limited**

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