

**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 SUNDAY, DECEMBER 15, 2024 AT 07:30 P.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**

**APPROVAL OF THE RED HERRING PROSPECTUS**

The Board noted that the Company, in response to the draft red herring prospectus dated July 26, 2024 (the “**DRHP**”) filed with the Securities and Exchange Board of India (the “**SEBI**”) the Company has received the final observation letter bearing reference no. SEBI/HO.CFD.RAC-DIL-2/P/OW/2024/319900/1 dated October 9, 2024 (the “**Final Observations**”) from SEBI, which contained its observations and requests for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Gujarat at Ahmedabad (the “**RoC**”), the BSE Limited and the National Stock Exchange of India Limited (together the “**Stock Exchanges**”). The draft of the red herring prospectus to be filed with the RoC, after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI, was filed with the SEBI on December 09, 2024 and SEBI noted the changes and provided their approval on December 12, 2024.

The copy of red herring prospectus of the Company was placed before the Board for their approval. The Board approved the same and passed the following resolutions:

“**RESOLVED THAT**, in furtherance of the resolution passed by the Board on December 06, 2024, and the draft of the red herring prospectus dated December 15, 2024 of the Company (“**RHP**”) which is placed at the meeting and containing the requisite information as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, emails from SEBI dated August 20, 2024 and September 19, 2024 (the “**SEBI Clarification Emails**”) seeking clarifications in respect of certain disclosures in the DRHP, and the final observation letter bearing reference no SEBI/HO/CFD/RAC-DIL2/P/OW/2024/31900/1 dated October 9, 2024 (the “**Final Observations**”) from SEBI, the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the regulatory authorities and is taken on record;

**RESOLVED FURTHER THAT** the RHP be filed with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the stock exchanges, SEBI and such other authorities or persons as may be required under applicable laws;

**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 do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their sole and absolute discretion, deem necessary to implement the above resolution in relation to the RHP and the Offer, including but not limited to initialing and/or signing any corrections, changes, updates, deletions, amendments, etc. to the RHP as may be required, and to file the RHP with the RoC, SEBI, Stock Exchanges and other regulatory bodies as may be required, along with submission of material contracts and documents for inspection listed in the RHP, as may be directed by the said authority in accordance with relevant provisions under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 and such other applicable laws;

**Senores Pharmaceuticals Limited**

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W: www.senorespharma.com | CIN No.: U24290GJ2017PLC100263

**RESOLVED FURTHER THAT** the allotment letters shall be offered or application money shall be refunded within the time specified by SEBI failing which the application money shall be refunded or unblocked from the ASBA Accounts (as applicable) to the applicants forthwith and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws;

**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended;

**RESOLVED FURTHER THAT**, any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law;

**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 authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company; and

**RESOLVED FURTHER THAT**, certified copies of this resolution be provided to those concerned under the hands of any of the Executive Directors or the Company Secretary and Compliance Officer wherever required.”

**Certified True Copy**

**For, Senores Pharmaceuticals Limited**

**(Formerly Known as Senores Pharmaceuticals Private Limited)**



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



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