

VIVANZA BIOSCIENCES LIMITED

Regd. Office: 403, Sarthik 2, Opp. Rajpath Club, S. G. Highway, Ahmedabad 380054.
Phone: 07405699869, email: info@vivanzabiosciences.com, web: www.vivanzabiosciences.com
CIN: L24110GJ1982PLC005057

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE (01/2022-23) MEETING OF BOARD OF DIRECTORS OF VIVANZA BIOSCIENCES LIMITED HELD ON FRIDAY, 27TH DAY OF MAY, 2022 COMMENCED AT 05:00 P.M. AND CONCLUDED AT 05:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 403 SARTHIK 2, OPP RAJPATH CLUB, S.G HIGHWAY, BODAKDEV AHMEDABAD 380054

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TO ISSUE AND ALLOT 47,36,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/PROMOTER GROUP AND TO NON-PROMOTERS.

"RESOLVED THAT, pursuant to the Section 42 and 62 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"), and any other Rules/ Regulations & Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory or regulatory authority whether in India or abroad, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approval(s) consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), the consent and approval of the Board of the Company be and is hereby accorded to offer, issue and allot on a preferential basis 47,36,000 Fully Convertible Warrants of face value of Rs. 10/- each at a price of Rs. 10/- per Warrant at cash aggregating to Rs. 4,73,60,000/- and that each convertible warrant be converted in two tranches into one equity share of the Company of face value of Rs. 10/- each at a price of Rs. 10/- per share aggregating to 47,36,000 equity shares.

"RESOLVED FURTHER THAT, the consent of the Board be and is hereby accorded to offer, issue and allot to Promoters/Promoter Group on a preferential basis 31,36,000 Fully Convertible Warrants of face value of Rs. 10/- each at a price of Rs. 10/- per Warrant at cash aggregating to Rs. 3,13,60,000/-.

"RESOLVED FURTHER THAT, the consent of the Board be and is hereby accorded to offer, issue and allot to Non-Promoters on a preferential basis 16,00,000 Fully Convertible Warrants of face value of Rs. 10/- each at a price of Rs. 10/- per Warrant at cash aggregating to Rs. 1,60,00,000/-.

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Certified True Copy

For, Vivanza Biosciences Limited

Jainil
Jainil Bhatt
Chief Financial Officer

