



## PORTSMOUTH TECHNOLOGIES, LLC

**CERTIFIED TRUE COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OF PORTSMOUTH TECHNOLOGIES LLC HELD ON NOVEMBER 7, 2024 AT UPPER SADDLE RIVER, NJ.**

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### **OFFER FOR SALE FOR EQUITY SHARES OF ANTHEM BIOSCIENCES LIMITED**

Portsmouth Technologies LLC ("**Portsmouth**"), a shareholder of Anthem Biosciences Limited (the "**Company**") proposes to participate in the initial public offering being undertaken by the Company by way of an offer for sale of such number of equity shares aggregating up to ₹ 3,200 million held by Portsmouth in the Company.

The following resolutions were passed:

**"RESOLVED THAT** in connection with the proposed initial public offering of equity shares of face value of Rs. 2 each ("**Equity Shares**") of Anthem Biosciences Limited ("**Company**"), including an offer for sale ("**Offer for Sale**") of Equity Shares (the "**Offer**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Board of Directors of Portsmouth Technologies LLC ("**Portsmouth**") do hereby approve and consent to the inclusion of such number of equity shares aggregating up to ₹ 3,200 million held by the Portsmouth in the Company ("**Offered Shares**") as part of the Offer, subject to the terms of the Offer, as set out in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**" and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed or to be executed in relation to the Offer, subject to the approval of the Securities and Exchange Board of India (the "**SEBI**"), and the relevant stock exchange where the equity shares are proposed to be listed (the "**Stock Exchanges**") and of any other regulatory authority, if required, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed by the board of directors of the Company, and in accordance with the Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, the SEBI ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, other SEBI regulations, other applicable rules, regulations, guidelines, circulars and notifications issued by SEBI and/ or under the Companies Act, 2013 and provisions of any other applicable laws.

**RESOLVED FURTHER THAT** the Portsmouth hereby appoints and authorises **BRIAN ROBINS, DAVID ROBINS** and **ANTHONY DELPRETE** (each, an "**Authorised Person**"), jointly and severally, to take the following steps for and on behalf of the Portsmouth:

- a) to approve such terms and conditions of the Offer as may be permitted by SEBI, along with the Company and other shareholders offering Equity Shares for sale in the Offer;
- b) to approve the appointment and entry into arrangements, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, share escrow agent, registrars, accountants, legal advisors and any other agencies/ intermediaries or persons, as applicable;



- c) to finalise sign and execute the offer agreement, registrar agreement, share escrow agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, the draft red herring prospectus, the red herring prospectus and the prospectus and any other document required in relation to the Offer, including with respect to payment of commissions, brokerages and fees, with the BRLMs, the registrar to the offer for sale, legal advisors, auditors, stock exchanges and any other agencies / intermediaries in connection with the Offer and to accept any amendments, modifications, variations or alterations thereto;
- d) open and operate bank account(s) of Portsmouth in terms of the cash escrow agreement and for handling of the public issue account and refund account for the Offer for Sale, and authorizing one or more of the Authorised Persons of Portsmouth to execute all documents / deeds as may be necessary in this regard;
- e) in accordance with the applicable laws and the applicable rules thereunder, in each case, as amended, to negotiate, finalise and execute the amendment agreement to the Shareholders Agreement , 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;
- f) to delegate any of the authorities set out herein and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and transfer of the shares as permissible in accordance with the relevant rules; and
- g) to execute, sign, deliver, perfect, do and perform all such other instruments, acts, deeds, agreements, certificates, letters, matters and things in relation to the aforesaid Offer as fully and effectually in all respects as could be done by law.


**RESOLVED FURTHER THAT** Portsmouth hereby consents to the inclusion of their name as a selling shareholder in the DRHP to be filed by the Company with the SEBI and the Stock Exchanges, the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Karnataka at Bengaluru (the "RoC") and thereafter file with SEBI and the Stock Exchanges and any other Offer related documents.

**RESOLVED FURTHER THAT** Portsmouth hereby approves the entry by Portsmouth into the offer agreement, registrar agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, DRHP, RHP, Prospectus and/or any other document in connection with the Offer (together, the "**Transaction Documents**"), and hereby authorizes Authorised Person, to execute such Transaction Documents on behalf of Portsmouth.

**RESOLVED FURTHER THAT** a copy of this resolution may be shared by Portsmouth for the purpose of the Offer, with, inter alia, the Company, the BRLMs, legal counsels and other intermediaries appointed for the Offer, in accordance with the provisions of the SEBI ICDR Regulations."

**CERTIFIED TRUE COPY**

**For PORTSMOUTH TECHNOLOGIES LLC**

  
**Name: ANTHONY DELPRETE**  
**Designation: Authorized Signatory**







**CERTIFIED TRUE COPY OF THE RESOLUTION OF THE DESIGNATED PARTNERS OF VIRIDITY TONE LLP HELD ON DECEMBER 27, 2024 AT SUITE F9C, GRAND HYATT PLAZA SANTACRUZ EAST, MUMBAI – 400 055**

**OFFER FOR SALE FOR EQUITY SHARES OF ANTHEM BIOSCIENCES LIMITED**

Viridity Tone LLP ("**LLP**"), a shareholder of Anthem Biosciences Limited (the "**Company**") proposes to participate in the initial public offering being undertaken by the Company by way of an offer for sale of up to 23,746,320 equity shares held by the LLP in the Company.

The following resolutions were passed:

**"RESOLVED THAT** in connection with the proposed initial public offering of equity shares of face value of Rs. 2 each ("**Equity Shares**") of Anthem Biosciences Limited ("**Company**"), including an offer for sale ("**Offer for Sale**") of Equity Shares (the "**Offer**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Designated Partners of Viridity Tone LLP ("**the LLP**") do hereby approve and consent to the inclusion of up to 23,746,320 Equity Shares held by the LLP in the Company ("**Offered Shares**") as part of the Offer, subject to the terms of the Offer, as set out in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**" and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed or to be executed in relation to the Offer, subject to the approval of the Securities and Exchange Board of India (the "**SEBI**"), and the relevant stock exchange where the equity shares are proposed to be listed (the "**Stock Exchanges**") and of any other regulatory authority, if required, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed by the board of directors of the Company, and in accordance with the Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, the SEBI ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, other SEBI regulations, other applicable rules, regulations, guidelines, circulars and notifications issued by SEBI and/ or under the Companies Act, 2013 and provisions of any other applicable laws.

**RESOLVED FURTHER THAT** the LLP hereby appoints and authorises Mr. Rajagopalan Santhanam, Mr. Rahul Mehta, Mr. Satish Chander Subbanna and Mr. Vishal Nevatia (each, an "**Authorised Person**"), jointly and severally, to take the following steps for and on behalf of the LLP:

- a) to approve such terms and conditions of the Offer as may be permitted by SEBI, along with the Company and other shareholders offering Equity Shares for sale in the Offer;
- b) to approve the appointment and entry into arrangements, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, share escrow banks, registrars, accountants, legal advisors and any other agencies/ intermediaries or persons, as applicable;
- c) to finalise sign and execute the offer agreement, registrar agreement, share escrow agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, the draft red herring prospectus, the red herring prospectus and the prospectus and any other document required in relation to the Offer, including





## Viridity Tone LLP

with respect to payment of commissions, brokerages and fees, with the BRLMs, the registrar to the offer for sale, legal advisors, auditors, stock exchanges and any other agencies / intermediaries in connection with the Offer and to accept any amendments, modifications, variations or alterations thereto;

- d) open and operate bank account(s) of the LLP in terms of the cash escrow agreement and for handling of the public issue account and refund account for the Offer for Sale, and authorizing one or more of the Authorised Persons of the LLP to execute all documents / deeds as may be necessary in this regard;
- e) in accordance with the applicable laws and the applicable rules thereunder, in each case, as amended, to negotiate, finalise and execute the amendment agreement to the Shareholders Agreement, 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;
- f) to delegate any of the authorities set out herein and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and transfer of the shares as permissible in accordance with the relevant rules; and
- g) to execute, sign, deliver, perfect, do and perform all such other instruments, acts, deeds, agreements, certificates, letters, matters and things in relation to the aforesaid Offer as fully and effectually in all respects as could be done by law.

**RESOLVED FURTHER THAT** the LLP hereby consents to the inclusion of the name of the LLP as a selling shareholder in the DRHP to be filed by the Company with the SEBI and the Stock Exchanges, the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Bangalore at Karnataka (the "RoC") and thereafter file with SEBI and the Stock Exchanges and any other Offer related documents.

**RESOLVED FURTHER THAT** the LLP hereby approves the entry by the LLP into the offer agreement, registrar agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, DRHP, RHP, Prospectus and/or any other document in connection with the Offer (together, the "**Transaction Documents**"), and hereby authorizes Authorised Person, to execute such Transaction Documents on behalf of the LLP.

**RESOLVED FURTHER THAT** a copy of this resolution may be shared by the LLP for the purpose of the Offer, with, inter alia, the Company, the BRLMs, legal counsels and other intermediaries appointed for the Offer, in accordance with the provisions of the SEBI ICDR Regulations."

### CERTIFIED TRUE COPY

### For VIRIDITY TONE LLP

RAJAGOPALAN  
SANTHANAM

Digitally signed by  
RAJAGOPALAN SANTHANAM  
Date: 2024.12.30 14:35:19  
+05'30'

**Rajagopalan Santhanam**  
**Designated Partner**  
**DIN: 00025669**



#### Viridity Tone LLP

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