Annexure - IA

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF SUVEN PHARMACEUTICALS LIMITED HELD ON 29 FEBRUARY 2024, THURSDAY AT 05.30 PM IST.

SCHEME OF AMALGAMATION OF COHANCE LIFESCIENCES LIMITED INTO AND WITH SUVEN PHARMACEUTICALS LIMITED

"**RESOLVED THAT** pursuant to the respective recommendations of the Audit Committee of the Transferee Company and the committee of the independent directors of the Transferee Company in their respective reports dated 29 February 2024, which the board of directors ("**Board**") takes on record, the consent of the Board be and is hereby accorded to the following documents, duly initialled by the Chairman of the meeting for the purpose of identification, upon examination of the same:

(i) the draft scheme of amalgamation of Cohance Lifesciences Limited ("**Transferor Company**") into and with Suven Pharmaceuticals Limited ("**Company**" or "**Transferee Company**") ("**Scheme**") (the Transferor Company and the Transferee Company collectively referred to as the "**Amalgamating Companies**");

(ii) a letter agreement to be executed between Jusmiral Holdings Limited (promoter of the Transferor Company) ("**Indemnifying Party**") and the Transferee Company ("**Indemnified Party**") to record certain terms regarding indemnification of the Indemnified Party by the Indemnifying Party ("**Letter Agreement**");

(iii) the valuation report dated 29 February 2024 issued jointly by PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158) and BDO Valuation Advisory LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), recommending the fair share exchange ratio ("**Joint Valuation Report**");

(iv) the fairness opinion dated 29 February 2024 from Kotak Mahindra Capital Company Limited, SEBI registered Category I Merchant Banker (the "**Fairness Opinion**"), providing its opinion on the fairness of the Share Exchange Ratio from a financial point of view, as recommended in the Joint Valuation Report;

(v) the certificate dated 29 February 2024 issued by Karvy & Co. Chartered Accountants (ICAI Firm Registration Number: 001757S), the statutory auditor of the Transferee Company, pursuant to paragraph A(5) of Part I of the SEBI Master Circular dated 20 June 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto (the "**SEBI Master Circular**"), certifying that the accounting treatment contained in the Scheme is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under section 133 of the Companies Act, 2013 read with the rules made thereunder and other Generally Accepted Accounting Principles;

(vi) financial, tax and legal due diligence reports;

(vii) the report of the audit committee of the Transferee Company recommending the draft Scheme;

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(viii) the report of the committee of independent directors of the Transferee Company recommending the draft Scheme;

(ix) draft of the report of the board of directors of the Transferee Company under Section 232(2)(c) of the Companies Act, 2013 recommending the draft Scheme; and

(x) other presentations, reports, documents and information made to / furnished before the Board pertaining to the draft Scheme.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules made thereunder, the SEBI Master Circular dated 20 June 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto (the "**SEBI Master Circular**") and other applicable provisions, if any, under applicable law for the time being in force, (including any statutory modifications or re-enactments thereof) and such other applicable rules, regulations, guidelines, and circulars issued by the respective regulatory authorities thereunder, or by any other regulatory authority from time to time, and in accordance with the applicable provisions of the Memorandum of Association and Articles of Association of the Transferee Company for the time being in force, and subject to the approval of the shareholders and the creditors of the Transferee Company, as applicable, the Stock Exchanges, SEBI and, subject to the approval of the relevant jurisdictional National Company Law Tribunal ("**NCLT**"), Department of Pharmaceuticals (if such approval is required pursuant to applicable laws) and other applicable regulatory authorities, if any, in each case as may be required under applicable law and subject to conditions and modifications as may be permitted therein or as prescribed or imposed by the aforesaid regulatory authorities while granting such approvals and sanctions, as the case may be, the approval of the Board is hereby accorded to the Scheme, which *inter alia* contemplates the following ("**Proposed Amalgamation**"):

(i) the Transferor Company will amalgamate with and into the Transferee Company, upon which the Transferor Company will dissolve without winding up;

(ii) the Appointed Date for the Scheme shall be the Effective Date (*as defined below in this sub-paragraph*), or such other date as may be approved by the board of directors of the Amalgamating Companies. Further, the effective date for the Scheme shall be the opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions to the effectiveness of the Scheme, as set out in the Scheme (and mentioned in sub-paragraph (vii) below) are fulfilled, obtained or otherwise duly waived ("**Effective Date**");

(iii) upon the amalgamation of the Transferor Company into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date, the Transferee Company will issue New Equity Shares (*as defined in the Scheme*) to the shareholders of the Transferor Company on the Record Date (*as defined in the Scheme*), in accordance with the Share Exchange Ratio (*as set out below*) approved by the board of directors of the Transferor Company and the Transferee Company and pursuant to Sections 230 to 232, and other relevant provisions of the Companies Act, 2013 and other applicable laws, in the manner provided for in the Scheme;

(iv) the New Equity Shares that will be issued to the shareholders of the Transferor Company pursuant to the Proposed Amalgamation are proposed to be listed on the Stock Exchanges;

(v) transfer of authorised share capital of the Transferor Company to the Transferee Company and consequential increase in the authorised share capital of the Transferee Company;

SUVEN PHARMACEUTICALS LIMITED * HYD *

Suven Pharmaceuticals Limited
Regd. Office: 8-2-334, SDE Serene Chambers, 3rd Floor, Road No. 5, Avenue 7,
Banjara Hills, Hyderabad - 500 034. Telangana, India. CIN : L24299TG2018PLC128171
Tel: 91 40 2354 9414, Fax : 91 40 2354 1152, Email: info@suvenpharm.com, Website : suvenpharm.com

(vi) the Transferee Company shall account for the amalgamation of the Transferor Company, together, in its books of accounts as per the 'Pooling of Interest Method' in accordance with accounting principles as laid down in Appendix C the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in the books of accounts of the Transferee Company; and

(vii) the Scheme is conditional and subject to, where applicable:

(a) the Scheme being approved by the requisite majority of each classes of members and/or creditors (where applicable) of the Transferor Company and the Transferee Company (and in relation to the Transferee Company, through e-voting) in accordance with the Companies Act, 2013, other applicable laws and as may be directed by the relevant jurisdictional NCLT;

(b) the votes cast by the public shareholders of the Transferee Company in favour of the Scheme being more than the number of votes cast by the public shareholders of the Transferee Company against the Scheme;

(c) the relevant jurisdictional NCLT having accorded its sanction to the Scheme;

(d) receipt of approval from the Department of Pharmaceuticals in relation to the acquisition of New Equity Shares by the shareholders of the Transferor Company, in the Transferee Company pursuant to the Scheme, if such approval is required pursuant to applicable laws, in the form and manner acceptable to the Amalgamating Companies;

(e) satisfaction of the conditions, if any, as set out in the approval provided by the Department of Pharmaceuticals under sub-paragraph (d) above which needs to be satisfied on or prior to the Effective Date in accordance with the terms thereunder;

(f) receipt of no-objection letters by the Transferee Company from the BSE and the NSE in accordance with the SEBI Listing Regulations and the SEBI Master Circular in respect of the Scheme (prior to filing the Scheme with the relevant jurisdictional NCLT), which shall be in form and substance acceptable to the Amalgamating Companies, each acting reasonably and in good faith; and

(g) receipt of such other sanctions and approvals including sanction of any other Governmental Authority or stock exchange(s) as may be required by applicable law in respect of the Scheme, which shall be in form and substance acceptable to the Amalgamating Companies.

RESOLVED FURTHER THAT having considered the draft Scheme, the Joint Valuation Report, recommending the fair equity share exchange ratio, the Fairness Opinion providing its opinion on the fairness of the Share Exchange Ratio from a financial point of view, and other presentations, reports, documents and information furnished before the the Board, approval of the Board be and is hereby granted, to the following Share Exchange Ratio:

11 (Eleven) fully paid-up equity shares of face value of INR 1/- each of the Transferee Company for every 295 (Two Hundred and Ninety Five) (fully paid up equity shares of face value of INR 10/- each in the Transferor Company as on the Record Date (as defined in the Scheme).

RESOLVED FURTHER THAT the approval of the Board be and is hereby granted to the Scheme, to be made effective from the Effective Date, that is also the Appointed Date under the Scheme.

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Transferee Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the report of the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the Share Exchange Ratio and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per section 232(2) of Companies Act, 2013 duly initialled by the Company Secretary for the purpose of identification, and signed on behalf of the Board of the Company by Vaidheesh Annaswamy, Executive Chairman, be and is hereby adopted.

RESOLVED FURTHER THAT the disclosure to be submitted to the Stock Exchanges in connection with the proposed Scheme, for and on behalf of the Transferee Company, under Regulation 30 of the SEBI Listing Regulations, a copy of which was tabled before the Board and duly initialled by the Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Company designates National Stock Exchange of India Limited as the designated Stock Exchange for the purpose of coordinating with SEBI to seek its approval to the Scheme in terms of the SEBI Circular.

RESOLVED FURTHER THAT any one of Sudhir Kumar Singh, Chief Executive Officer, Vaidheesh Annaswamy, Executive Chairman and Himanshu Agarwal, Chief Financial Officer of the Company be and are hereby severally authorised to do all deeds and take all necessary actions for:

(i) finalizing, executing and filing the Scheme and/ or any other information/ details (including responding to queries from regulatory/ statutory authorities or agencies) as may be necessary, with the Registrar of Companies, Stock Exchanges, SEBI, and/ or any other regulatory/ statutory authorities or agencies;

(ii) finalizing and executing the Letter Agreement and such other documents, deeds, notices, letters, instruments and forms as may be required by the Transferee Company in relation to or in connection with the Letter Agreement; and

(iii) executing and issuing undertakings in connection with the Scheme, as may be required by from regulatory/ statutory authorities as well as advisors or service providers.

RESOLVED FURTHER THAT each of Sudhir Kumar Singh, Chief Executive Officer, Vaidheesh Annaswamy, Executive Chairman and Himanshu Agarwal, Chief Financial Officer of the Company be and are hereby severally authorised to do all deeds and take all necessary actions for:

(i) appointing such solicitors, advocates, accountants, advisors, merchant bankers, consultants and/ or other experts, from time to time, as deemed fit, for purposes connected to the Proposed Amalgamation, and incurring such expenses as may be necessary to give effect to the Scheme, including payment of stamp duty, payment of fees to attorneys, counsels, advisors and other expenses;

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(ii) to give consent and make such modifications/ amendments to the Scheme, or to any conditions or limitations that the NCLT, Stock Exchanges, SEBI and/ or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by such authority, whether in pursuance of a change in law or otherwise; and to take all such steps as may be necessary, desirable or proper for resolving any doubts, difficulties or questions whether by reason of any directive or orders of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected therewith; and making and filing all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;

(iii) withdrawing the Scheme at any stage in case any alteration or modification proposed by the NCLT, Stock Exchanges, SEBI and/ or any other authority to the Scheme, that adversely affects the interest of the Transferee Company, or if so mutually agreed by the Transferor Company and the Transferee Company, in writing;

(iv) preparing, executing and filing appropriate applications, consents, waivers, and other documents before the NCLT or other regulatory/ statutory authority or agency for holding or dispensing with the requirement for holding meetings of the shareholders and/ or creditors of the Transferee Company and, where necessary, to take steps to convene such meetings as per the direction of the NCLT and to prepare and dispatch the notice convening such meetings to the shareholders and/ or creditors of the Transferee Company and the draft of the explanatory statement(s) under Section 230 to 232 of the Companies Act, 2013 or any other applicable law;

(v) executing and filing affidavits, petitions, pleadings, court papers, documents, writings, representations, applications, waiver letters, undertakings, responses, confirmations and other documents; which are required to be executed or delivered for the purposes connected to the Proposed Amalgamation and/ or obtaining directions from the Hon'ble NCLT and/or other authority and to take all actions and do all deeds, incidental or deemed necessary or useful in connection with the aforesaid (including delivering a certified copy of this resolution to any concerned party or authority and for this purpose, appearing in person and/ or to represent the Transferee Company in general before the Hon'ble NCLT or any other authority in relation to any matter pertaining to the Scheme), and to execute and issue public notices and advertisements;

(vi) affixing the common seal of the Transferee Company in accordance with the provisions of the Articles of Association of the Transferee Company on any document executed or furnished by the Transferee Company in connection with or incidental to the Scheme and to send the common seal of the Transferee Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme; and

(vii) doing all acts, deeds, matters and things and executing all such documents (including entering into the Letter Agreement), papers and writings as may be necessary, proper or expedient, in its absolute discretion, to give effect to the Scheme and the Letter Agreement and for matters connected therewith or incidental thereto, including filing of the certified copy of the final order of the Hon'ble NCLT sanctioning the Scheme with the relevant jurisdictional Registrar of Companies.

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RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director or by the Company Secretary of the Company, be furnished to any authority, company, body corporate, etc., and they be requested to act thereon."

//CERTIFIED TRUE COPY//

FOR SUVEN PHARMACEUTICALS LIMITED

K. Hanumantha Rao
Company Secretary & Compliance Officer
Membership No. 11599

SUVEN PHARMACEUTICALS LIMITED * HYD *

Suven Pharmaceuticals Limited
Regd. Office: 8-2-334, SDE Serene Chambers, 3rd Floor, Road No. 5, Avenue 7,
Banjara Hills, Hyderabad - 500 034. Telangana, India. CIN : L24299TG2018PLC128171
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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF COHANCE LIFESCIENCES LIMITED AT ITS MEETING HELD ON 29TH FEBRUARY 2024 AT 3:30 PM (IST) AT UNIT 1702, 17TH FLOOR, ONE WORLD CENTRE, TOWER 2, WING A, 841, SENAPATI BAPAT MARG, MUMBAI, MAHARASHTRA, INDIA – 400013

APPROVAL OF SCHEME OF AMALGAMATION OF COHANCE LIFESCIENCES LIMITED INTO AND WITH SUVEN PHARMACEUTICALS LIMITED

"RESOLVED THAT the consent of the board of directors of Cohance Lifesciences Limited ("Board") be and is hereby accorded to the following documents, duly initialled by the Chairman of the meeting for the purpose of identification, upon examination of the same:

(i) the draft scheme of amalgamation of Cohance Lifesciences Limited ("Transferor Company") into and with Suven Pharmaceuticals Limited ("Transferee Company" and such scheme of amalgamation, the "Scheme") (Transferor Company and Transferee Company collectively referred to as the "Amalgamating Companies");

(ii) the valuation report dated 29 February 2024 issued jointly by PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158) and BDO Valuation Advisory LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), recommending the fair share exchange ratio ("Joint Valuation Report");

(iii) draft of the report of the board of directors of the Transferor Company under Section 232(2)(c) of the Companies Act, 2013 recommending the draft Scheme; and.

(iv) the certificate dated 29 February 2024 issued by S.R Batliboi & Associates LLP (ICAI Firm Registration Number: 001757S), the statutory auditor of the Transferor Company, certifying that the accounting treatment in the books of the Transferor Company in respect of its amalgamation with the Transferee Company is not required.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules made thereunder, and other applicable provisions, if any, under applicable law for the time being in force, (including any statutory modifications or reenactments thereof) and such other applicable rules, regulations, guidelines, and circulars issued by the respective regulatory authorities thereunder, or by any other regulatory authority from time to time, and in accordance with the applicable provisions of the Memorandum of Association and Articles of Association of the Transferor Company for the time being in force, and subject to the approval of the shareholders and the creditors of the Transferor Company, as

Cohance Lifesciences Limited

Cohance Lifesciences Limited
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Corporate Office :
Unit No - 202, 2nd Floor, B Wing, Galaxy Towers, Plot No-1, Hyderabad Knowledge City, TSIIC, Raidurg, Panmaktha, Serilingampally Mandal, Rangareddi Dist., Hyderabad 500 081. Telangana, India.
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applicable, the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (NSE and BSE collectively referred to as the "Stock Exchanges"), Securities and Exchange Board of India ("SEBI") and, subject to the approval of the relevant jurisdictional National Company Law Tribunal ("NCLT"), Department of Pharmaceuticals (if such approval is required pursuant to applicable laws) and other applicable regulatory authorities, if any, in each case as may be required under applicable law and subject to conditions and modifications as may be permitted therein or as prescribed or imposed by the aforesaid regulatory authorities while granting such approvals and sanctions, as the case may be, the approval of the Board is hereby accorded to the Scheme, which inter alia contemplates the following ("Proposed Amalgamation"):

(i) the Transferor Company will amalgamate with and into the Transferee Company, upon which the Transferor Company will dissolve without winding up;

(ii) the Appointed Date for the Scheme shall be the Effective Date (*as defined below in this sub-paragraph*), or such other date as may be approved by the board of directors of the Amalgamating Companies. Further, the effective date for the Scheme shall be the opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions to the effectiveness of the Scheme, as set out in the Scheme (and mentioned in theparagraph below) are fulfilled, obtained or otherwise duly waived ("Effective Date");

(iii) upon the amalgamation of the Transferor Company into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date, the Transferee Company will issue New Equity Shares (*as defined in the Scheme*) to the shareholders of the Transferor Company on the Record Date (*as defined in the Scheme*), in accordance with the Share Exchange Ratio (*as set out below*) approved by the board of directors of the Transferor Company and the Transferee Company and pursuant to Sections 230 to 232, and other relevant provisions of the Companies Act, 2013 and other applicable laws, in the manner provided for in the Scheme;

(iv) the New Equity Shares (*as defined in the Scheme*) that will be issued to the shareholders of the Transferor Company pursuant to the Proposed Amalgamation are proposed to be listed on the Stock Exchanges;

(v) transfer of authorised share capital of the Transferor Company to the Transferee Company and consequential increase in the authorised share capital of the Transferee Company;

(vi) the Transferee Company shall account for the amalgamation of the Transferor Company, together, in its books of accounts as per the 'Pooling of Interest Method' in accordance with accounting principles as laid down in Appendix C

Cohance Lifesciences Limited

the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in the books of accounts of the Transferee Company; and

(vii) the Scheme is conditional and subject to, where applicable:

(a) the Scheme being approved by the requisite majority of each classes of members and/or creditors (where applicable) of the Transferor Company and the Transferee Company (and in relation to the Transferee Company, through e-voting) in accordance with the Companies Act 2013 and other applicable laws as may be directed by the relevant jurisdictional NCLT;

(b) the votes cast by the public shareholders of the Transferee Company in favour of the Scheme being more than the number of votes cast by the public shareholders of the Transferee Company against the Scheme;

(c) the relevant jurisdictional NCLT having accorded its sanction to the Scheme;

(d) receipt of approval from the Department of Pharmaceuticals (if such approval is required pursuant to applicable laws) in relation to the acquisition of New Equity Shares (*as defined in the Scheme*) by the shareholders of the Transferor Company, in the Transferee Company pursuant to the Scheme, if such approval is required pursuant to applicable laws, in the form and manner acceptable to the Amalgamating Companies;

(e) satisfaction of the conditions, if any, as set out in the approval provided by the Department of Pharmaceuticals under sub-paragraph (d) (if such approval is required pursuant to applicable laws) above which need to be satisfied on or prior to the Effective Date in accordance with the terms thereunder;

(f) receipt of no-objection letters by the Transferee Company from the Stock Exchanges in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular dated 20 June 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto (the "SEBI Circular") in respect of the Scheme (prior to filing the Scheme with the relevant jurisdictional NCLT, which shall be in form and substance acceptable to the Amalgamating Companies, each acting reasonably and in good faith; and

(g) receipt of such other sanctions and approvals including sanction of any other Governmental Authority or Stock Exchange(s) as may be required by

Cohance Lifesciences Limited

applicable law in respect of the Scheme, which shall be in form and substance acceptable to the Amalgamating Companies.

RESOLVED FURTHER THAT having considered the Scheme, the Joint Valuation Report, recommending the fair equity share exchange ratio, approval of the Board be and is hereby granted, to the following Share Exchange Ratio:

11 (Eleven Only) fully paid-up equity shares of face value of INR 1/- each of the Transferee Company for every 295 (Two Hundred Ninety-Five Only) fully paid up equity shares of face value of INR 10/- each in the Transferor Company as on the Record Date (as defined in the Scheme).

RESOLVED FURTHER THAT the approval of the Board be and is hereby granted to the Scheme, to be made effective from the Effective Date, that is also the Appointed Date under the Scheme.

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and beneficial to the Transferor Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the report of the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the Share Exchange Ratio and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per section 232(2) of Companies Act 2013, duly initialled by the Company Secretary for the purpose of identification, and signed on behalf of the Board of the Company by Mr. Abhijit Mangalmoy Mukherjee (DIN: 08610857), be and is hereby adopted.

RESOLVED FURTHER THAT Mr. Jayant Bhalchandra Manmadkar, Chief Financial Officer; and Mr. G. Praneeth Abhishek, Company Secretary be and are hereby severally authorised to do all deeds and take all necessary actions for:

(i) finalizing, executing, and filing the Scheme and / or any other information / details (including responding to queries from regulatory / statutory authorities or agencies) as may be necessary, with the Registrar of Companies, Stock Exchanges, SEBI, and/ or any other regulatory / statutory authorities or agencies; and

(ii) executing and issuing undertakings in connection with the Scheme, as may be required by from regulatory/ statutory authorities as well as advisors or service providers.

RESOLVED FURTHER THAT Mr. Jayant Bhalchandra Manmadkar, Chief Financial Officer; and Mr. G. Praneeth Abhishek, Company Secretary be and are hereby severally authorised to do all deeds and take all necessary actions for:

Cohance Lifesciences Limited

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(i) appointing such solicitors, advocates, accountants, advisors, merchant bankers, consultants and / or other experts, from time to time, as deemed fit, for purposes connected to the Proposed Amalgamation, and incurring such expenses as may be necessary to give effect to the Scheme, including payment of stamp duty, payment of fees to attorneys, counsels, advisors and other expenses;

(ii) to give consent and make such modifications / amendments to the Scheme, or to any conditions or limitations that the relevant jurisdictional NCLT, Stock Exchanges, SEBI and / or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by such authority, whether in pursuance of a change in law or otherwise; and to take all such steps as may be necessary, desirable or proper for resolving any doubts, difficulties or questions whether by reason of any directive or orders of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith; and making and filing all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;

(iii) withdrawing the Scheme at any stage in case any alteration or modification proposed by the relevant jurisdictional NCLT, Stock Exchanges, SEBI and / or any other authority to the Scheme that adversely affects the interest of the Transferor Company, or if so mutually agreed by the Transferor Company and the Transferee Company, in writing;

(iv) preparing, executing and filing appropriate applications, consents, waivers, and other documents before the relevant jurisdictional NCLT or other regulatory/ statutory authority or agency for holding or dispensing with the requirement for holding meetings of the shareholders and/ or creditors of the Company and, where necessary, to take steps to convene such meetings as per the direction of the relevant jurisdictional NCLT and to prepare and dispatch the notice convening such meetings to the shareholders and/ or creditors of the Transferor Company and the draft of the explanatory statement(s) under Sections 230 to 232 of the Companies Act, 2013 or any other applicable law;

(v) executing and filing affidavits, petitions, pleadings, court papers, documents, writings, representations, applications, waiver letters, undertakings, responses, confirmations and other documents; which are required to be executed or delivered for the purposes connected to the Proposed Amalgamation and/ or obtaining directions from the relevant jurisdictional NCLT and/or other authority and to take all actions and do all deeds, incidental or deemed necessary or useful in connection with the aforesaid (including delivering a certified copy of this resolution to any concerned party or authority and for this purpose, appearing in person and/ or to represent

Cohance Lifesciences Limited

the Transferor Company in general before the relevant jurisdictional NCLT or any other authority in relation to any matter pertaining to the Scheme), and to execute and issue public notices and advertisements;

(vi) affixing the common seal of the Transferor Company in accordance with the provisions of the Articles of Association of the Transferor Company on any document executed or furnished by the Transferor Company in connection with or incidental to the Scheme and to send the common seal of the Transferor Company to other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme; and

(vii) doing all acts, deeds, matters and things and executing all such documents, papers and writings as may be necessary, proper or expedient, in its absolute discretion, to give effect to the Scheme and for matters connected therewith or incidental thereto, including filing of the certified copy of the final order of the relevant jurisdictional NCLT sanctioning the Scheme with the relevant jurisdictional Registrar of Companies.

RESOLVED FURTHER THAT copy of this resolution, certified to be true by any Director or by the Company Secretary of the Company, be furnished to any authority, company, body corporate, etc., and they be requested to act thereon."

//CERTIFIED COPY//
For Cohance Lifesciences Limited

G. Praneeth Abhishek
Company Secretary
Membership No. 35583
Unit 202, 2nd Floor, B Wing, Galaxy,
Hyderabad, Telangana,
India – 500 081
Dt: 01.03.2024