

**CERTIFIED COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON 21<sup>ST</sup> DECEMBER, 2022, WEDNESDAY AT 2:30 PM THROUGH VIDEO-CONFERENCING**

**MEETING CONDUCTED FROM "TORRENT HOUSE", OFF. ASHRAM ROAD, AHMEDABAD – 380 009**

**TO APPROVE THE SCHEME OF AMALGAMATION OF CURATIO HEALTH CARE (I) PRIVATE LIMITED WITH THE COMPANY**

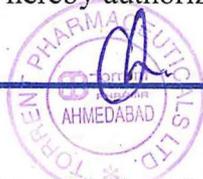
**"RESOLVED THAT** pursuant to the provisions of Section 179 and Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder ("the Act") and all other applicable laws (including any statutory modifications or re-enactments thereof) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the requisite and applicable approvals from shareholders, creditors and debenture holders and/ or any other regulatory or statutory authorities if applicable or as may be required, and subject to the directions and sanction of the Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") and / or such other competent authority, as may be applicable and pursuant to the recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to the Scheme of Arrangement in the nature of Amalgamation of Curatio Health Care (I) Private Limited ("Curatio" or "Transferor Company") with Torrent Pharmaceuticals Limited ("the Company" or "Transferee Company") and their respective Shareholders and the Creditors ("Scheme" or "the Scheme"), with the Appointed Date of 14<sup>th</sup> October, 2022, as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Chairman of the meeting for the purposes of identification."

**"RESOLVED FURTHER THAT** the Board takes on record the Appointed Date for the Scheme as 14<sup>th</sup> October, 2022."

**"RESOLVED FURTHER THAT** the Board takes on record that since the entire share capital of Transferor Company is wholly owned by the Transferee Company (along with its nominees), there shall be no issue of shares by the Transferee Company under the Scheme and the share capital of the Transferor Company be stand cancelled upon scheme becoming effective."

**"RESOLVED FURTHER THAT** the Certificate dated 21-Dec-22, as placed before the Board, issued by BSR & Co LLP, Chartered Accountants, Statutory Auditors of the Company certifying that the accounting treatment proposed in the scheme of compromise or arrangement is in conformity with the accounting standards prescribed under section 133 of the Act be and is hereby taken on record."

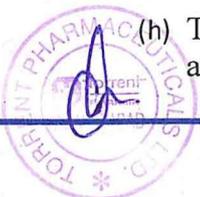
**"RESOLVED FURTHER THAT** the proposed Scheme and the draft Board Report as per Section 232(2)(c) of the Act explaining the effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and Non Promoter shareholders of the Company as placed before the Board be and is hereby considered and approved and Executive Chairman be and is hereby authorized to finalize and sign the same."



**“RESOLVED FURTHER THAT** the Board hereby ratifies appointment of i) Mrs. Swati Soparkar as Advocate, and ii) Y. K. Mehta & Associates as Registered Valuer in the matter.”

**“RESOLVED FURTHER THAT** Samir Mehta, Executive Chairman, Sudhir Menon, Executive Director (Finance) & CFO, Chintan Trivedi, Company Secretary, Kaushal Singh Solanki, Vice President (Finance) and Naimi Kapashi, Vice President (Finance) of the Company, (collectively referred to as ‘Authorised officials’) be and are hereby severally authorised to give effect to the Scheme and do all such acts, deeds, matters and things as also to execute such documents, writings as may be necessary and to settle any questions or difficulties which may arise and give any directions necessary for obtaining approval of and giving effect to the Scheme, as and when required and to take all necessary steps including but not limited to the following:

- (a) To file, including e-filing, the Scheme and any other information/ details/ documents with any regulatory authorities including but not limited to NCLT, SEBI, Stock Exchanges, Central Government or any other agency concerned to obtain approval or sanction to any of the provisions of the Scheme or giving effect thereto;
- (b) To make or assent to any alteration or modification to the Scheme pursuant to change in law or as may be expedient or necessary to satisfy any condition(s) / requirement(s) or limitation(s) imposed by NCLT, Central Government or any other appropriate authority or as may be considered necessary or expedient to give effect to the scheme, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting
- (c) To represent the Company before the NCLT / National Company Law Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- (d) To file applications and/ or petitions and/or affidavits before the NCLT for the directions for holding / dispensing meetings of the shareholders, creditors and debenture holders and for sanction of the Scheme;
- (e) To finalise, sign and submit/file (including e-filing) all applications, undertakings, declarations, instruments, vakalatnamas and other documents as may be required for or in connection with the Scheme including for the purpose of seeking all applicable approvals as may be required in relation to the Scheme;
- (f) To obtain approval from such other authorities and parties including the Shareholders, creditors, debenture holders, lenders as may be considered necessary, to the said Scheme;
- (g) To sign and issue public advertisements, as per the directions of NCLT;
- (h) To prepare, sign and issue the notices for convening the meetings of the shareholders and / or creditors and/ or debenture holders of the Company and the explanatory



statements in terms of the directions of the NCLT, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT;

- (i) To obtain the certified copy of the order of the NCLT or other appropriate authority as the case may be, approving the Scheme and file the same with the Registrar of Companies or such other appropriate authorities so as to make sanctioned scheme effective;
- (j) To file application for stamp duty adjudication;
- (k) To take all steps as may be necessary or incidental and considered appropriate for or in connection with the Scheme and for matters incidental or consequential thereto;
- (l) To suspend or withdraw or revive the scheme from time to time as may be specified by any statutory authority or as may be decided by the Board in its absolute discretion;
- (m) To settle any questions or difficulty that may arise with regard to the implementation of the above scheme and to give effect to the above resolution;
- (n) To authorise the officers of the Company and / or any other person to submit and file all required documents, deeds of conveyance and any other deeds, documents, scheme, agreements, forms, returns, applications, letters etc. including any modifications thereto, whether or not under the Common Seal of the Company and to obtain/ collect any such document, as may be deemed necessary and expedient at their absolute discretion in the above matters.
- (o) To engage any counsel, consultants, firms, advocates, solicitors to advice and represent the Company before competent authorities.
- (p) To sign any applications, papers, documents, affidavits in capacity of Shareholder of Curatio including but not limited to confirming the Proposed Scheme, waiving the right to receive the notice for calling the Shareholders' meeting for approving the proposed Scheme, waiving the calling of Shareholders' meeting for approval of Proposed Scheme and any other matters related thereto."

**“RESOLVED FURTHER THAT** Samir Mehta, Executive Chairman be and is hereby authorised to give consent to Curatio with respect to the items specified in Clause 11 of the Scheme that may arise after the date of approval by the Board of Curatio and up to and including Effective date.

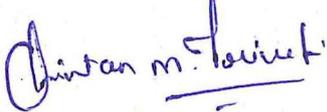
**“RESOLVED FURTHER THAT** if so required for the aforesaid purposes, necessary Power of Attorney be issued in favour of authorised officials under the Common Seal of the Company, which may be affixed in presence of any one of Executive Director (Finance) & CFO, Vice President (Finance) and Company Secretary, who do sign the same in token thereof.”



“**RESOLVED FURTHER THAT**, if required, the Common Seal of the Company be affixed on any documents required for the above purposes in the presence of any one of Executive Director (Finance) & CFO, Vice President (Finance) or Company Secretary, who do sign the same in token thereof.”

“**RESOLVED FURTHER THAT** Committee of Directors for routine and delegated matters be and is hereby authorised to decide on all matters relating to Amalgamation and to authorise various officials of the Company for the purpose”

For TORRENT PHARMACEUTICALS LIMITED



CHINTAN M TRIVEDI  
COMPANY SECRETARY

