

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF COHANCE LIFESCIENCES LIMITED AT ITS MEETING HELD ON FRIDAY, THE 23RD DAY OF DECEMBER 2022 AT UNIT 202, 2ND FLOOR, B WING, GALAXY, OPP. IKEA, RAIDURG, HYDERABAD KNOWLEDGE CITY, HYDERABAD, TELANGANA, INDIA – 500 081

AUTHORISATION TO EXPLORE A POTENTIAL MERGER

“RESOLVED THAT:

1. Approval of the Board of Directors be and is hereby accorded for exploring a potential scheme of merger amongst the Company and ZCL Chemicals Limited and Avra Laboratories Private Limited, both Fellow Subsidiaries.
2. Dr. V. Prasada Raju (DIN: 07267366), Managing Director & CEO, Mr. Jayant Bhalchandra Manmadkar, Chief Financial Officer, and Mr. G. Praneeth Abhishek, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the aforesaid purpose including the things listed below:
 - (a) to appoint / engage advisors, consultants, counsels etc., as may be required, to explore and assist in relation to the proposed merger, including for the purposes of preparing proforma financial statements, projections and presentations in respect of such potential merger; and
 - (b) to enter into discussions and negotiations with other parties, including any affiliates of the Company, in respect of the proposed merger.
3. Deloitte Touche Tohmatsu Limited be and is hereby appointed for preparation of the proforma financial statements, reflecting the combined financial position in respect of the Company and Fellow Subsidiaries, to help facilitate such discussions, and evaluate the benefits of the potential merger.
4. for the purpose of giving effect to this resolution Dr. V. Prasada Raju, Managing Director & CEO, Mr. Jayant Bhalchandra Manmadkar, Chief Financial Officer and Mr. G. Praneeth Abhishek, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

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For Cohance Lifesciences Limited

G. Praneeth Abhishek
Company Secretary
Membership No. 35583
Unit: 202, 2nd Floor, B Wing, Galaxy,
Opp. IKEA, Raidurg, Hyderabad Knowledge City,
Hyderabad, Telangana – 500 081