

CERTIFIED COPY OF THE RESOLUTION PASSED IN THE 323RD MEETING OF THE BOARD OF DIRECTORS OF AUROBINDO PHARMA LIMITED HELD ON SATURDAY THE 1ST DAY OF APRIL 2023 AT 8.30 AM AT THE CORPORATE OFFICE OF THE COMPANY AT GALAXY, PLOT No.1, SURVEY No.83/1, HYDERABAD KNOWLEDGE CITY, RAIDURG PANMAKTHA, HYDERABAD – 500 032.

TO CONSIDER AND APPROVE THE SCHEME OF AMALGAMATION BETWEEN AUROBINDO PHARMA LIMITED (“TRANSFEREE COMPANY”) AND MVIYES PHARMA VENTURES PRIVATE LIMITED (“TRANSFEROR COMPANY-1”) AND AURONEXT PHARMA PRIVATE LIMITED (“TRANSFEROR COMPANY-2”) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS:

The Chairman informed the Board members that the Board of Directors in its meeting held on August 12, 2021, approved to amalgamate both Mviyes Pharma Ventures Private Limited and Auronext Pharma Private Limited and with the Company. Due to other restructuring proposals were in discussion, this amalgamation has been put on hold and now, a proposal to proceed with said Scheme of Amalgamation was placed before the Board members for their consideration and approval.

The Board was further informed about the proposal for Amalgamation of Mviyes Pharma Ventures Private Limited and Auronext Pharma Private Limited, wholly owned subsidiaries with the Company under a Scheme of Amalgamation between Aurobindo Pharma Limited (“Transferee Company”) and Mviyes Pharma Ventures Private Limited (“Transferor Company-1”) and Auronext Pharma Private Limited (“Transferor Company-2”) and their respective Shareholders and Creditors with effect from 1st Day of April, 2023, pursuant to the provisions of Section 230 and 232 and all other applicable provisions of the Companies Act, 2013 and in relation to which an application/petition is proposed to be made to the Hon’ble National Company Law Tribunal, Hyderabad Bench, for its approval. A draft of the proposed Scheme of Amalgamation was placed before the Board for its consideration.

The Board of Directors of the Company, after perusing the Scheme and other documents and after having a detailed discussion on the same, passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the National Company Law Tribunal Rules, Companies (Compromises, Arrangements and Amalgamations) Rules, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the shareholders and Creditors of the Company, the Hon’ble National Company Law Tribunal, Bench at Hyderabad or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “Scheme of Amalgamation between Aurobindo Pharma Limited (“Transferee Company”) and Mviyes Pharma Ventures Private Limited (“Transferor Company-1”) and Auronext Pharma Private Limited (“Transferor Company-2”) and their respective Shareholders and Creditors providing for amalgamation of Mviyes Pharma Ventures Private Limited (“transferor company-1”) and Auronext Pharma Private Limited (“Transferor Company-2”) with Aurobindo Pharma Limited (“transferee company”) on a going concern basis with effect from 01.04.2023 (First Day of April Two Thousand and Twenty Three) being the appointed date, as placed before the Board and initialled by the chairperson for the purpose of identification, be and is hereby approved by the Board of Directors of the Company.”

AUROBINDO PHARMA LIMITED

(CIN : L24239TG1986PLC015190)

www.aurobindo.com

PAN No. AABCA7366H

Corp. Off.: Galaxy, Floors: 22-24, Plot No.1, Survey No.83/1, Hyderabad Knowledge City, Raidurg Panmaktha, Ranga Reddy District, Hyderabad – 500 032, Telangana, India.

Tel : +91 40 6672 5000 / 6672 1200 Fax: +91 40 6707 4044.

Regd.off.: Plot No. 2, Maithrivihar, Ameerpet, Hyderabad - 500 038 T.S., INDIA Tel: +91 40 2373 6370 / 2374 7340 Fax: +91 40 2374 1080 / 2374 6833

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“RESOLVED FURTHER THAT the Appointed date of the aforesaid Scheme shall be 1st April 2023.

“RESOLVED FURTHER THAT the Board hereby adopts the report explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders which is required to be circulated to the shareholders along with the notice convening their meeting.

“RESOLVED FURTHER THAT the Certificate issued by the Chartered Accountants in terms of the provision to section 230(7), confirming the proposed accounting treatment as contemplated under clause 11 of Scheme of Amalgamation between Aurobindo Pharma Limited (“Transferee Company”) and Mviyes Pharma Ventures Private Limited (“Transferor Company-1”) and Auronext Pharma Private Limited (“Transferor Company-2”) and their respective Shareholders and Creditors with reference to its compliance with all the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles, be and is hereby taken on record and approved”.

“RESOLVED FURTHER THAT Mr. K. Nityananda Reddy, Vice-Chairman & Managing Director (DIN:01284195) and Mr. Santhanam Subramaniam, Authorised Signatory of the Company, be and are hereby, authorized, empowered and directed severally on behalf of the Company to take all necessary steps to give effect to the Scheme and to do all such acts, deeds, matters and things including but not limited to:

1. Appoint advocates, practicing company secretaries and/or other professionals in order to represent the Company before the Hon’ble National Company Law Tribunal, Bench at Hyderabad and/or such other authorities and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the Hon’ble National Company Law Tribunal and/or such other authorities / courts and all such other documents as may be required for and on behalf of the Company.
2. Verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, vakalats, memorandum of appearances, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of the Scheme.
3. Make such alterations, modifications or amendments in all the applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions as may be imposed by the Hon’ble National Company Law Tribunal and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the Hon’ble National Company Law Tribunal and/or any other appropriate authorities and to do all such matters connected therewith, as may be directed by the Hon’ble National Company Law Tribunal and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Scheme into effect.
4. Do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme.
5. Accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid.

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6. Produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat.
7. Make, prepare any applications, petitions, appeals, judges summons, notices, before any court, tribunal or authorities.
8. File, submit with the Registrar of Companies, Regional Director, other statutory/regulatory authorities in India, any forms, documents, affidavits through electronic media or any other computer readable media or manually to follow up the same.
9. Do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time or generally such person(s) and any such substitute(s) or sub-delegation of powers conferred vide this resolution to any persons, as may be necessary, and to appoint another or other in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to the foregoing resolutions.”

“RESOLVED FURTHER THAT a copy of the foregoing resolutions certified to be the true copies by any of the above-mentioned authorised persons or the Company Secretary of the Company be submitted / furnished to the concerned authorities as may be required.”

//Certified true copy//

For AUROBINDO PHARMA LIMITED

B. Adi Reddy
Company Secretary

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