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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CIPLA LIMITED IN ITS MEETING HELD ON 19TH MARCH, 2026

"Resolved that pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, ("Companies Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(1B) read with any other applicable provisions of the Income-tax Act, 1961 (as amended) ("IT Act") or other regulations issued by the Securities and Exchange Board of India ("SEBI"), *inter alia* including applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), relevant provisions of the Memorandum of Association and the Articles of Association of the Company and other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approval of the members and/or the creditors, as applicable, of the Company (unless dispensed with by the Hon'ble National Company Law Tribunal having jurisdiction over the relevant companies), and necessary consents, observations, no-objections, permissions and approvals of the statutory or regulatory or governmental authorities and subject to the sanction of the relevant bench/benches of the Hon'ble National Company Law Tribunal(s) ('NCLT/Hon'ble NCLT') before whom the confirmation petition would be filed, and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, observations, no-objections, permissions and sanctions, which may be agreed to by the Company, approval of the Board of Directors of the Company ("Board"), be and is hereby accorded to the draft scheme of amalgamation of Inzpera Healthsciences Limited, having CIN U74999MH2016PLC282701 and registered office at Tower A, 1st Floor, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai, Maharashtra, India, 400013, a wholly-owned subsidiary of the Company ("Transferor Company") into the Company ("Transferee Company", or "Company"), (hereinafter referred to as the "Scheme")

Resolved further that the Appointed Date for the aforesaid Scheme shall be 1st April 2026, or such other date as may be approved or fixed by the Appropriate Authority, being the date on and from which the Scheme shall be deemed to be effective

Resolved further that the proposed amalgamation, being between a wholly owned subsidiary, with its parent holding company, there shall not be any issue of additional/ new or fresh shares to the shareholders of the Transferor Company, nor shall any consideration be payable for the same.

Resolved further that for the purposes of Section 232 of the Companies Act, the draft auditor's certificate to be issued by the statutory auditors of the Company, i.e. M/s. Walker & Chandiok Co LLP., Chartered Accountants ("Auditor's Certificate"), certifying that the accounting treatment contained in the draft Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act and the rules made thereunder, as placed before the Board, be and is hereby noted and taken on record.

Resolved further that a draft report under Section 232(2)(c) of the Companies Act as placed before the Board at this meeting, explaining the effect of the proposed Scheme on each of the equity shareholders, promoter and non-promoter shareholders, key managerial personnel, creditors and employees, etc. is hereby adopted and taken on record and Mr. Kamil Hamied, Non-Executive Director be and is hereby authorised to finalise and sign the same.

Resolved further that in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders, and the terms thereof are fair and reasonable and are not detrimental to the shareholders of the Company.

Resolved further that, Mr Achin Gupta, Managing Director and Global Chief Executive Officer (Designate), Mr Ashish Adukia, Global Chief Financial Officer and Mr Rajendra Chopra, Company Secretary, be and are hereby severally authorised to:-

a. to make such modifications, amendments, alteration and changes in the Scheme as may be expedient, desirable or necessary for (i) filing the Scheme with the Hon'ble NCLT; or (ii) necessary for satisfying the requirements, limitations or conditions imposed by the Hon'ble NCLT or any other regulatory authority; or (iii) may be necessary for solving all difficulties that may arise for carrying out in the Scheme, provided that prior approval of the Board shall be obtained for making any material changes in the said Scheme as approved in the meeting.
b. file the said Scheme with the concerned stock exchange(s) in terms of the provisions of the Listing Regulations;
c. file the company application(s) along with the affidavits (wherever required) before Hon'ble NCLT or such other competent authorities for seeking directions as to convening/ dispensation of the meetings of the shareholders and/or creditors of the Company as may be considered necessary and other directions to give effect to the Scheme;
d. convene and conduct shareholders/creditors meetings as may be directed by the Hon'ble NCLT
e. appoint, or engage, or ratify the appointment/engagement of any third-party intermediaries, including, without limitation, valuers, practicing chartered accountants, practicing company secretaries, merchant bankers, or any other advisor in connection with the transaction set out in the Scheme;
f. engage and instruct advocates and, if considered necessary, also engage the services of counsel(s), advocates, legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme, including to declare and file all pleadings, reports, and sign and issue public advertisements and notices;
g. finalise and bring into effect the Scheme and make and give effect to any modifications, amendments, alterations, or revisions in the Scheme from time to time pursuant to any change in law or otherwise, including suspend, withdraw, transfer or revive the Scheme as may be specified by any statutory authority;
h. *suo moto* decide in their absolute discretion in consultation with the legal counsel(s) and do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme, in their absolute discretion consider necessary, expedient, fit and proper; provided that no alteration, modification or amendment which amounts to a material change to the substance of the Scheme shall be made except with the prior approval of the Board;
i. make such alterations, modifications or amendments to the Scheme as may be expedient or necessary, particularly to comply with any requirements, conditions or limitations, the Hon'ble NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason;
j. file petitions for confirmation and sanctioning of the Scheme by the Hon'ble NCLT or such other competent authority(ies);
k. for the above purpose, file all pleadings, reports, and sign and issue advertisements and notices;

l. do all acts and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel(s) and sign authorization(s)/vakalatnama(s), in their favour as may be required;

m. obtain approval from and/or represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other statutory authority(ies) and other governmental body(ies), in India or abroad, including the shareholders and/or creditors as may be considered necessary;

n. produce all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

o. sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions including but not limited to from the Hon'ble NCLT and for this purpose, to appear in person and/or represent the Company before the Hon'ble NCLT or any other judicial forums/authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Hon'ble NCLT or any other judicial forums/authority;

p. sign and execute the request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required;

q. settle any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

r. accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid, and also to serve any such notices or other processes to parties or persons concerned;

s. file requisite forms, returns, and other documents with the Registrar of Companies in connection with the Scheme;

t. incur such expenses as may be necessary in relation to the above or the transaction;

u. take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT, including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

v. to take all the steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon, and generally for putting through the Scheme and completing the same.

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Resolved further that Mr Achin Gupta, Managing Director and Global Chief Executive Officer (Designate), Mr Ashish Adukia, Global Chief Financial Officer and Mr Rajendra Chopra, Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions for and on behalf of the Company, including execution and delivery of certified copies of the resolutions passed at this meeting."

For Cipla Limited

Rajendra Chopra
Company Secretary
ICSI Membership No: A12011
Address: Cipla House,
Peninsula Business Park,
Ganpatrao Kadam,
Lower Parel, Mumbai-400013

Date: 16th April, 2026

Prepared by: Neelam Padwad