

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF EMCURE PHARMACEUTICALS LIMITED HELD ON WEDNESDAY, JUNE 26, 2024.

APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS:

"RESOLVED THAT in furtherance of the resolution of the Board dated December 15, 2023 and of the IPO Committee dated December 16, 2023, approving the filing of the draft red herring prospectus, the 'in-principle' approvals dated March 28, 2024 received from each of the BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges"), and the Securities and Exchange Board of India ("SEBI") letter bearing reference no. SEBI/HO/CFD/RAC-DIL 1 /P/OW/2024/19300/1 dated June 10, 2024, noting changes made to the draft red herring prospectus, the red herring prospectus of the Company (the "RHP"), a copy of which is placed before this meeting and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offer of equity shares of face value of Rs. 10 each of the Company ("Equity Shares") comprising a fresh issue of Equity Shares of up to Rs. 8,000 million (the "Fresh Issue") and an offer for sale of up to 11,428,839 Equity Shares by certain existing shareholders of the Company (the "Selling Shareholders") (such offer for sale, the "Offer for Sale", together with Fresh Issue, the "Offer") for filing with the Registrar of Companies ("RoC"), the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT the preliminary international wrap dated June 26, 2024, of the Company which is placed before the Board in respect of the Offer ("Preliminary International Wrap"), be and is hereby approved.

RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the international wrap and to the Prospectus that may be filed with the RoC, the SEBI, the Stock Exchanges or any other regulatory authority be and is hereby approved in accordance with applicable laws.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended, the SCRA, the SCRR, the applicable provisions of the SEBI Act, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, Mr. Satish Mehta, Managing Director & CEO, Mr. Sunil Mehta, Whole-time Director, Mr. Tajuddin Shaikh, Chief Financial Officer and Mr. Chetan Sharma, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP and/or the Preliminary International Wrap, if any, and to finalise the RHP and

Emcure Pharmaceuticals Limited

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

Phone Nos.: +91 20 – 35070033/ 35070000 **Fax No.:** +91 20 3507 0060

E-mail: corporate@emcure.com **Website:** www.emcure.com **CIN:** U24231PN1981PLC024251



the Preliminary International Wrap and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, Maharashtra at Pune (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the Stock Exchanges and with any other regulatory authority in accordance with relevant provisions under the SEBI ICDR Regulations, Companies Act, 2013, and such other applicable laws, as may be necessary with respect to the initial public offer and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

RESOLVED FURTHER THAT Mr. Satish Mehta, Managing Director & CEO, Mr. Sunil Mehta, Whole-time Director, Mr. Tajuddin Shaikh, Chief Financial Officer, Mr. Piyush Nahar, Executive Vice President - Corporate Development & Strategy and Mr. Chetan Sharma, Company Secretary and Compliance Officer, be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the book running lead managers appointed in this respect.

RESOLVED FURTHER THAT all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel, be and are hereby severally authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action."

// CERTIFIED TO BE TRUE//

FOR EMCURE PHARMACEUTICALS LIMITED



CHETAN SHARMA
COMPANY SECRETARY



Emcure Pharmaceuticals Limited

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411057, Maharashtra, India

Phone Nos.: +91 20 – 35070033/ 35070000 **Fax No.:** +91 20 3507 0060

E-mail: corporate@emcure.com **Website:** www.emcure.com **CIN:** U24231PN1981PLC024251