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for GOOD HEALTH

July 30, 2025

The General Manager,  
Department of Corporate Services,  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Scrip Code: 506943

**Ref: Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015**

**Sub: Scheme of amalgamation of J.B. Chemicals & Pharmaceuticals Limited (“Transferor Company”) with Torrent Pharmaceuticals Limited (“Transferee Company”) and their respective shareholders (“Scheme”/ “Scheme of Amalgamation”)**

**Compliance report as per the format specified in master circular issued by the Securities and Exchange Board of India titled “Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule(7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957”, dated 20 June 2023 (bearing reference number: SEBI/HO/CFD/POD-2/P/CIR/2023/93) (“SEBI Circular”) (and all amendments thereto) (corresponding to Annexure VI of the checklist by BSE Limited).**

It is hereby certified that the draft Scheme involving the amalgamation of Transferor Company with the Transferee Company, and their respective shareholders and creditors, in accordance with Sections 230 to 232 of the Companies Act, 2013 and other applicable laws, does not, in any way violate, override or limit the provisions of securities laws or requirements of BSE Limited and the National Stock Exchange of India Limited and the same is in compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (and all amendments thereto) and the SEBI Circular, including the following:

Sr. No.	Reference	Particulars	Compliance
1.	Regulations 17 to 27 of the SEBI Listing Regulations	Corporate governance requirements	Yes, complied.
2.	Regulation 11 of the SEBI Listing Regulations	Compliance with securities laws	Yes, complied.
<b>Requirements of SEBI Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable.

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**Registered Office:**

J.B. Chemicals & Pharmaceuticals Limited,  
CIN: L24390MH1976PLC019380  
Neelam Centre, 'B' Wing, 4<sup>th</sup> Floor, Hind Cycle Road,  
Worli, Mumbai – 400030, T:+91 22 24822222

**Corporate Office:**

J.B. Chemicals & Pharmaceuticals Limited,  
CIN: L24390MH1976PLC019380  
Cnergy IT Park, Unit A, 8<sup>th</sup> Floor, Appa Saheb Marathe Marg,  
Prabhadevi, Mumbai – 400025, T:+91 22 24395200/5500



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Sr. No.	Reference	Particulars	Compliance
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied. Copy of the share exchange ratio report is enclosed as a part of this application
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. Copy of the certificate issued by the statutory auditor of the Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder is enclosed as part of this application
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, complied. Further, the Scheme shall be acted upon only if the votes cast by the public shareholders of the Transferor Company in favour of the proposal are more than the number of votes cast by the public shareholders against it as required under the SEBI Circular.

For J.B. Chemicals & Pharmaceuticals Limited

Sandeep Phadnis  
Vice President – Secretarial  
& Company Secretary  
Membership No.: A11530

For J.B. Chemicals & Pharmaceuticals Limited

Nikhil Ashokkumar Chopra  
Chief Executive Officer & Whole-time  
Director  
DIN: 07220097

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Certified that the transactions/ accounting treatment provided in the draft Scheme of Amalgamation involving the Transferor Company (*i.e.*, J.B. Chemicals and Pharmaceuticals Limited) and the Transferee Company (*i.e.* Torrent Pharmaceuticals Limited) is in compliance with all the Accounting Standards applicable to a listed entity.

For **J.B. Chemicals & Pharmaceuticals Limited** For **J.B. Chemicals & Pharmaceuticals Limited**

  
Narayan Saraf  
Chief Financial Officer

  
Nikhil Ashokkumar Chopra  
Chief Executive Officer & Whole-time  
Director  
DIN: 07220097



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