

Date: February 27, 2021



To <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza Bandra Kurla Complex, Bandra (E), MUMBAI -400 051 Company Code No. AUROPHARMA	To <b>BSE LIMITED</b> Phiroz Jeejeebhoy Towers, 25th floor, Dalal Street, MUMBAI -400 001 Company Code No. 524804
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**Re: Information under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

The Board of Directors of Aurobindo Pharma Limited ("the Company") at its meeting held today i.e. February 27, 2021, has approved the following:

- 1) Transfer of all equity shares held in Lyfius Pharma Private Limited, a wholly owned subsidiary of the Company, to Aurobindo Antibiotics Private Limited, another wholly owned subsidiary of the Company.

Additional Disclosures as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, for sale or disposal of unit(s) or division(s) or subsidiary of the listed entity are provided at **Annexure-"A"**.

- 2) Transfer of all equity shares held in Qule Pharma Private Limited, a wholly owned subsidiary of the Company, to Aurobindo Antibiotics Private Limited, another wholly owned subsidiary of the Company.

Additional Disclosures as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, for sale or disposal of unit(s) or division(s) or subsidiary of the listed entity are provided at **Annexure-"B"**.

- 3) Transfer of business undertaking comprised in Unit-10, on a going concern basis, to APL Healthcare Limited, a wholly owned subsidiary of the Company.

Additional Disclosures as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, for sale or disposal of unit(s) or division(s) or subsidiary of the listed entity are provided at **Annexure-"C"**.

The Board meeting commenced at 6.30 PM and concluded at 7.00 PM.

We request you to take the same on record.

Thanking you,

Yours faithfully,  
For **AUROBINDO PHARMA LIMITED**

  
B. Adi Reddy  
Company Secretary



Encl: As above.

(CIN : L24239TG1986PLC015190)

**AUROBINDO PHARMA LIMITED**

PAN No. AABCA7366H

Corp off.: The Water Mark Building, Plot No. 11, Survey No.9, Hi-tech City, Kondapur, Hyderabad - 500 084 T.S., INDIA Tel : +91 40 6672 5000 / 1200 Fax : +91 40 6707 4059

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**Annexure – A**

Sr.No	Particulars	Response
1	Date on which the agreement for sale has been entered into	<p>The entire equity share capital of Rs. 10,00,000 (1,00,000 equity shares of Rs.10 each) of Lyfius Pharma Private Limited, a wholly owned subsidiary of the Company incorporated on 16<sup>th</sup> November 2020, will be transferred to Aurobindo Antibiotics Private Limited, another wholly owned subsidiary of the Company.</p> <p>The agreement will be entered into among the Company as a seller, Aurobindo Antibiotics Private Limited as a buyer and Lyfius Pharma Private Limited, target company.</p>
2	The expected date of completion of sale/disposal	The completion of the sale is estimated in the first quarter of FY 2021-22.
3	Consideration received from such sale/disposal	The consideration is Rs. 10,00,000 for transfer of 1,00,000 equity shares of Rs.10 each at par.
4	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Aurobindo Antibiotics Private Limited ("Aurobindo Antibiotics"), the Buyer, is a wholly owned subsidiary of Aurobindo Pharma Limited and does not belong to the promoter/promoter group/group companies.
5	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Aurobindo Antibiotics being a wholly owned subsidiary of the Company, the two are related parties as per Regulation 2 (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis.</p> <p>As per provisions of Section 188 of Companies Act, 2013 and Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary.</p>



**Annexure – B**

Sr.No	Particulars	Response
1	Date on which the agreement for sale has been entered into	<p>The entire equity share capital of Rs. 10,00,000 (1,00,000 equity shares of Rs.10 each) of Qule Pharma Private Limited, a wholly owned subsidiary of the Company incorporated on 16<sup>th</sup> November 2020, will be transferred to Aurobindo Antibiotics Private Limited, another wholly owned subsidiary of the Company</p> <p>The agreement will be entered into among the Company as a seller, Aurobindo Antibiotics Private Limited as a buyer and Qule Pharma Private Limited, target company.</p>
2	The expected date of completion of sale/disposal	The completion of the sale is estimated in the first quarter of FY 2021-22.
3	Consideration received from such sale/disposal	The consideration is Rs. 10,00,000 for transfer of 1,00,000 equity shares of Rs.10 each at par.
4	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Aurobindo Antibiotics Private Limited ("Aurobindo Antibiotics"), the Buyer, is a wholly owned subsidiary of Aurobindo Pharma Limited and does not belong to the promoter/promoter group/group companies.
5	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Aurobindo Antibiotics being a wholly owned subsidiary of the Company, the two are related parties as per Regulation 2 (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis.</p> <p>As per provisions of Section 188 of Companies Act, 2013 and Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary.</p>



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**Annexure – C**

Sr.No	Particulars	Response
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	<p>The Unit 10 of the Company engaged in the business of manufacture of oral formulations, located at Multiproduct Special Economic Zone, Naidupet Mandal, SPSR Nellore District, Andhra Pradesh ("Business Undertaking") is proposed to be transferred to APL Healthcare Limited, a wholly owned subsidiary of the Company.</p> <p>The turnover of the Business Undertaking for the year ended 31<sup>st</sup> March, 2020 was Rs. 1,234.71 crores representing 9.31% of the turnover of the Company on a standalone basis.</p> <p>The net worth of the Business Undertaking proposed to be transferred, for the year ended 31<sup>st</sup> March, 2020 was at Rs. 1,283.57 crores representing 9.85% of the net-worth of the Company on a standalone basis.</p>
2	Date on which the agreement for sale has been entered into	The agreement will be entered into with APL Healthcare Limited, a wholly owned subsidiary of the Company.
3	The expected date of completion of sale/disposal	<p>The slump sale shall be subject to specific approvals such as approval of Unit Approval Committee (SEZ), approval of APIIC Limited, necessary regulatory approval in the US, Europe etc. and customary conditions precedent such as necessary corporate approvals, transfer of employees, contracts, transfer of immovable properties, transition/ novation of licenses and such other approvals as may be required.</p> <p>The completion of the sale is estimated in the first quarter of FY 2021-22.</p>
4	Consideration received from such sale/disposal	<p>Transfer of the Business Undertaking will be done for a lumpsum consideration of Rs. 1,091.98 crores. This consideration is based on the financial statements of the undertaking as on December 31, 2020 (on a debt free, cash free basis).</p> <p>Any difference in the value of the Business Undertaking between January 1, 2021 and the closing date of the transaction will be adjusted to the amount of consideration. Further, the same shall be subject to customary closing date adjustments, including borrowings, as provided in the Business Transfer Agreement proposed to be entered into between the companies.</p>
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	APL Healthcare Limited, the Buyer, is a wholly owned subsidiary of Aurobindo Pharma Limited and does not belong to the promoter/promoter group/group companies.

6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>The Buyer being a wholly owned subsidiary of the Company, the two are related parties as per Regulation 2 (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis.</p> <p>As per provisions of Section 188 of Companies Act, 2013 and Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary.</p>
7	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale	Indicative disclosures required are provided hereunder:
7.a	Name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.;	<p>The Unit 10 of the Company engaged in the business of manufacture of oral formulations, located at Multiproduct Special Economic Zone, Naidupet Mandal, SPSR Nellore District, Andhra Pradesh ("Business Undertaking") is proposed to be transferred to APL Healthcare Limited, a wholly owned subsidiary of the Company.</p> <p>The turnover of the Business Undertaking for the year ended 31<sup>st</sup> March, 2020 was Rs. 1,234.71 crores representing 9.31% of the turnover of the Company on a standalone basis.</p> <p>The net worth of the Business Undertaking proposed to be transferred, for the year ended 31<sup>st</sup> March, 2020 was at Rs. 1,283.57 crores representing 9.85% of the net-worth of the Company on a standalone basis.</p>
7.b	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>The Buyer being a wholly owned subsidiary of the Company, the two are related parties as per Regulation 2 (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis.</p> <p>As per provisions of Section 188 of Companies Act, 2013 and Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions relating to related party</p>



		transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary.
7.c	Area of business of the entity(ies)	<p>Aurobindo Pharma Limited is engaged in pharmaceutical business.</p> <p>APL Healthcare Limited is a company incorporated at Hyderabad, Telangana, on 19<sup>th</sup> December 2006 and is engaged inter-alia in the business of manufacturing, refine, purchase, sell, prepare, import, export all classes and kinds of drugs including pharmaceuticals preparations and formulations, fine chemicals, raw material, and intermediates, for drugs and all other pharmaceuticals such as tablets, injectables, syrups, powders, ointments, aerosols, capsules and liquids.</p>
7.d	Rationale for slump sale	<p>The slump sale is proposed with the following objectives:</p> <ol style="list-style-type: none"> <li>1. Integration of Unit 10 which is an SEZ unit along with other SEZ units in APL Healthcare Limited to bring more synergy and cost effectiveness.</li> <li>2. For greater focus, attention and specialisation in business by carving out the unit with another SEZ unit.</li> <li>3. Improving operational efficiency by creating a lean, competitive organisation with focus on faster decision making.</li> <li>4. Greater visibility and accountability for performance.</li> <li>5. Augment fund raising capability and strategic tie ups in future, if required.</li> </ol>
7.e	In case of cash consideration – amount or otherwise share exchange ratio	<p>Transfer of the Business Undertaking will be done for a lumpsum consideration of Rs. 1,091.98 crores. This consideration is based on the financial statements of the undertaking as on December 31, 2020 (on a debt free, cash free basis).</p> <p>Any difference in the value of the Business Undertaking between January 1, 2021 and the Closing date of the transaction will be adjusted to the amount of consideration. Further, the same shall be subject to customary closing date adjustments, including borrowings, as provided in the Business Transfer Agreement proposed to be entered into between the Companies.</p>
7.f	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of Aurobindo Pharma Limited.



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