

September 7, 2020



To Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI -400 051	To The Corporate Relations Department BSE LIMITED Phiroz Jeejeebhoy Towers, 25 th floor, Dalal Street, MUMBAI -400 001
Company Code No. AUOPHARMA	Company Code No. 524804

Dear Sir,

Sub: Outcome of Restructuring Committee meeting.

Ref: Our Letter dated 28.05.2019

This has reference to our letter dated 28.05.2019, wherein we informed about the approval of the Board of Directors of the Company to the Scheme of Amalgamation ("Scheme") of its wholly owned subsidiaries viz., APL Research Centre Limited (Transferor Company 1) and Aurozymes Limited (Transferor Company 2) and Curepro Parenteral Limited (Transferor Company 3) and Hyacinths Pharma Private Limited (Transferor Company 4) and Silicon Life Sciences Private Limited (Transferor Company 5) and APL Healthcare Limited (Transferor Company 6) with Aurobindo Pharma Limited (Transferee Company) and also shared a copy of the said Scheme of Amalgamation with the exchanges.

Owing to changes in the business dynamics, the Restructuring Committee of Board of Directors of the Company at its meeting held today, September 7, 2020 has considered and approved modifications to the aforesaid Scheme pursuant to sections 230-232 and other applicable provisions of the Companies Act, 2013, whereby APL Healthcare Limited, a wholly owned subsidiary of the Company & Transferor Company 6, would be excluded from the Scheme and will accordingly, modify the Scheme and continue with the modified Scheme of Amalgamation of its wholly owned subsidiaries viz., APL Research Centre Limited (Transferor Company 1) and Aurozymes Limited (Transferor Company 2) and Curepro Parenteral Limited (Transferor Company 3) and Hyacinths Pharma Private Limited (Transferor Company 4) and Silicon Life Sciences Private Limited (Transferor Company 5) with Aurobindo Pharma Limited (Transferee Company). The modified Scheme would be subject to the requisite statutory / regulatory approvals including the approval of the Hon'ble National Company Law Tribunal, Bench at Hyderabad.

The necessary application along with modified Scheme will be filed before the Hon'ble National Company Law Tribunal, Bench at Hyderabad for its sanction.

We enclose herewith the details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September, 9, 2015 in **Annexure-A** to this letter.

Please take the information on record.

Thanking you,

Yours faithfully,

For AUROBINDO PHARMA LIMITED


B. Adi Reddy
Company Secretary



(CIN : L24239TG1986PLC015190)

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

Regd. Off.: Plot No. 2, Maithrivihar, Ameerpet, Hyderabad - 500 038. T.S., INDIA Tel : +91 40 2373 6370 Fax : +91 40 2374 7340, Email : info@aurobindo.com

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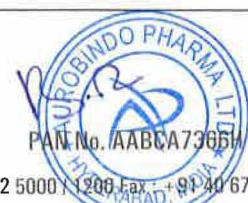
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Annexure-A

Disclosure under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl.No	Particulars	Description
	List of the entities forming part of the amalgamation / merger, details in brief such as size, turnover etc.,	<p>i. Transferor Companies</p> <p>APL Research Centre Limited ("APLRCL") Aurozymes Limited ("AL") Curepro Parenterals Limited ("CPL") Hyacinths Pharma Private Limited ("HPPL") Silicon Life Sciences Private Limited ("SLSPL")</p> <p>ii. Transferee Company</p> <p>Aurobindo Pharma Limited ("APL")</p> <p>iii. The scheme of amalgamation provides for amalgamation of all the above Transferor Companies with Aurobindo Pharma Limited (Transferee Company). All the Transferor Companies are wholly owned subsidiaries of the Transferee Company.</p> <p>iv. Turnover/ Revenue for year ended March 31, 2019</p> <p>Transferor Companies:</p> <p>APLRCL - Nil AL - Nil CPL - Nil HPPL - Nil SLSPL - Rs. 10,657.85 lakhs</p> <p>Transferee Company:</p> <p>APL - Rs. 12,25,789 lakhs</p>
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arm's length'	<p>The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The proposed Scheme of Amalgamation being dealt under the specific sections of the Companies Act, 2013, does not fall within the purview of related party transaction pursuant to the circular No.30/2014 dated 17.07.2014 issued by the Ministry of Corporate Affairs.</p> <p>Further, being the Scheme of Amalgamation between holding company and its wholly owned subsidiary companies, pursuant to the provisions of Regulations 23(5)(b) of SEBI LODR Regulations, 2015, it is exempt from the relevant provisions of related party transactions under the said SEBI LODR Regulations, 2015 as well as from the provisions of SEBI circular dated 10.03.2017.</p>
	Area of business of the entities	All the transferor companies and transferee company are engaged in the business of manufacturing of pharmaceutical products.

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Rationale for amalgamation / merger	<p>The Transferee Company is holding 100% stake directly/ indirectly in the Transferor Companies and the business activities of Transferee and Transferor Companies are similar and complement each other, and to achieve <i>inter-alia</i> economies of scale and efficiency, the merger of the companies is being undertaken. The amalgamation would <i>inter-alia</i> have the following benefits:</p> <p>(i) The amalgamation will enable appropriate consolidation of activities of transferee and transferor companies with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.</p> <p>(ii) To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.</p> <p>(iii) To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.</p> <p>(iv) Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</p> <p>(v) Greater access by the Transferee Company to different market segments in conduct of its business.</p> <p>(vi) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication, and rationalization of administrative expenses.</p> <p>(vii) The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.</p>
In case of cash consideration – amount or otherwise share exchange ratio	Since, the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares of the Transferee Company shall be allotted under the Scheme of Amalgamation.
Brief details of change in shareholding pattern (if any) of listed entity	There would be no change in shareholding pattern of the Transferee Company.



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