

August 12, 2021

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

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

The Board of Directors of the Company at its meeting held today, August 12, 2021, has inter alia, considered and approved the Scheme of Amalgamation ("Scheme") pursuant to sections 230-232 and other applicable provisions of the Companies Act, 2013, providing for the amalgamation of its wholly owned subsidiaries viz. Auronext Pharma Private Limited and Mviyes Pharma Ventures Private Limited ("Transferor Companies") with Aurobindo Pharma Limited ("Transferee Company").

The Scheme would be subject to the requisite statutory / regulatory approvals including the approval of the National Company Law Tribunal (Hyderabad Bench).

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.

The Board meeting commenced at 3.00 p.m. and concluded at 6.45 p.m.

Please take the information on record.

Yours faithfully,
For AUROBINDO PHARMA LIMITED



B. Adi Reddy
Company Secretary

Enclosures: as above.



S. No	Particulars	Description
1.	List of the entities forming part of the amalgamation / merger, details in brief such as size, turnover etc.	i) <u>Transferor Companies</u> a. Auronext Pharma Private Limited ("Auronext") b. Mviyes Pharma Ventures Private Limited ("Mviyes") ii) <u>Transferee Company</u> a. Aurobindo Pharma Limited ("APL") iii) The Scheme of Amalgamation provides for amalgamation of the above Transferor Companies with Aurobindo Pharma Limited (Transferee Company). Both the Transferor Companies are wholly owned subsidiaries of the Transferee Company. iv) Turnover/ Revenue for year ended 31 March 2021: a. Auronext – INR 353.57 crores b. Mviyes – Nil c. APL – INR 15,823.68 crores
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arm's length'	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 July 2014 issued by the Ministry of Corporate Affairs. 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 March 2017.
3.	Area of business of the entities	The Transferor Companies and Transferee Company are engaged in the business of manufacturing of pharmaceutical products,
4.	Rationale for amalgamation / merger	The Transferee Company is holding 100% stake directly in the Transferor Companies, as the Transferor Companies and Transferee Company's business activities 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 of the Transferor Companies

		with the Transferee Company would <i>inter-alia</i> have the following benefits: (i) The amalgamation will enable appropriate consolidation of activities of Transferor Companies and Transferee Company 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. (ii) To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity. (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. (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. (v) Greater access by the Transferee Company to different market segments in conduct of its business. (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. (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.
5.	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.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There would be no change in shareholding pattern of the Transferee Company.

