AUROBINDO

December 31, 2021

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

Dear Sir/Madam,

Re: Information under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of Aurobindo Pharma Limited (the "Company") at its meeting held today i.e. December 31, 2021, has, inter alia, approved the following business transactions:

a. Transfer of vaccines business undertaking comprised in Unit-18, on a going concern basis, to Auro Vaccines Private Limited, a wholly owned subsidiary of the Company; and

b. Transfer of equity shares of Tergene Biotech Private Limited, a subsidiary, to Auro Vaccines Private Limited, a wholly owned subsidiary of the Company.

In respect of the above transfers, 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 in Annexure-"A" and "B".

Please take the information on record.

Thanking you,

Yours faithfully,
For **AUROBINDO PHARMA LIMITED**

B. Adi Reddy
Company Secretary

Encl: Annexures

AUROBINDO

Annexure A

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	Unit 18 of the Company is engaged in the business of manufacturing of Vaccine, located at Survey No.69, 70, 71 & 72, Indrakaran Village, Kandi Mandal, Sangareddy District - 502203, ("Business Undertaking") is proposed to be transferred to Auro Vaccines Private Limited, a newly incorporated wholly owned subsidiary of the Company. The turnover of the Business Undertaking for the year ended 31 March 2021 was Nil. The net worth of the Business Undertaking for the year ended 31 March 2021 was INR 201.76 crores which contributes to 1.38% of the total net worth of Company.
2	Date on which the agreement for sale has been entered into	The agreement will be entered into on January 1, 2022 with Auro Vaccines Private Limited.
3	The expected date of completion of sale/disposal	The slump sale shall be subject to customary conditions precedent such as necessary corporate approvals, transfer of contracts, transfer of immovable properties, transition/ novation of licenses and such other approvals as may be required. The completion of the sale is estimated in the fourth quarter of FY 2021-22. The business transfer will be effective from January 1, 2022 onwards.
4	Consideration received from such sale/disposal	Transfer of the Business Undertaking will be done for a lumpsum consideration of INR 299 crores. This consideration is based on the financial statements of the undertaking as on 30 September 2021 (on a cash free basis). In addition to the adjustments as prescribed in the binding agreement, any difference in the value of the Business Undertaking between 1 October 2021 and 31 December 2021 will be adjusted to the amount of consideration.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The Buyer is a newly incorporated 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"	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. The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis. 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.
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.;	Unit 18 of the Company is engaged in the business of manufacturing of Vaccines, located at Survey No.69, 70, 71 & 72, Indrakaran Village, Kandi Mandal, Sangareddy District – 502203. The turnover of the Business Undertaking for the year ended 31 March 2021 was Nil. The net worth of the Business Undertaking for the year ended 31 March 2021 was INR 201.76 crores which contributes to 1.38% of the total net worth of Company.
7.b	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length	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. The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis. 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.
7.c	Area of business of the entity(ies)	Aurobindo Pharma Limited is engaged in pharmaceutical business.
7.d	Rationale for slump sale	The slump sale is proposed with the following objectives: 1. Segregation of the vaccines business in a verticalized manner 2. Due to the specialization of this business and to bring greater focus and attention, carving out the unit to a newly incorporated wholly owned subsidiary company. 3. Improving operational efficiency by creating a lean, competitive organisation with focus on faster decision making for expedited growth, with a dedicated management team. 4. Provides flexibility for value creation opportunities including exploration of alliances with focused partners to enhance capabilities/growth prospects in vaccines business.
7.e	In case of cash consideration – amount or otherwise share exchange ratio	Transfer of the Business Undertaking will be done for a lumpsum consideration of INR 299 crores. This consideration is based on the

		financial statements of the undertaking as on 30 September 2021 (on a cash free basis). In addition to the adjustments as prescribed in the binding agreement, any difference in the value of the Business Undertaking between 1 October 2021 and 31 December 2021 will be adjusted to the amount of consideration.
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.

AUROBINDO

Annexure B

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	Tergene Biotech Private Limited (Tergene) is a subsidiary of the Company in which the Company is holding 80% stake. The turnover of Tergene for the year ended 31 March 2021 is INR 0.70 crores which contributes to 0.01% of the turnover of the Company. The net worth of Tergene for the year ended 31 March 2021 is INR (22.99) crores which contributes to (0.16) % of the net worth of the Company
2	Date on which the agreement for sale has been entered into	The agreement will be entered into in the due course with Auro Vaccines Private Limited, a newly incorporated wholly owned subsidiary of the Company.
3	The expected date of completion of sale/disposal	The completion of the sale is estimated in the first quarter of FY2022-23.
4	Consideration received from such sale/disposal	Share transfer of Tergene will be done for a consideration in the range of Rs. 10.76 crores, subject to customary closing adjustments.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The share transfer of Tergene is proposed to be entered into between Auro Vaccines Private Limited, wholly owned subsidiary of the Company and Aurobindo Pharma Limited. The Buyer being a wholly owned subsidiary of the Company, does not belong to the promoter/promoter group/group companies and shall be engaged in the business of vaccines.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	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. The transaction is being undertaken between holding company and its wholly owned subsidiary and accordingly there is no impact on a consolidated basis. 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.
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	Not Applicable