

August 21, 2025

<p>To</p> <p>The Corporate Relations Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</p> <p>Code: 540222</p>	<p>To</p> <p>The Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051</p> <p>Code: LAURUSLABS</p>
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Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Composite Scheme of Arrangement

Dear Sir / Madam,

The Board of Directors of the Company at its meeting held on 21st August, 2025, subject to requisite approvals/consents, approved the Composite Scheme of Arrangement (“Scheme”) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”). The details of Composite Scheme of Arrangement, in brief, are as follows:

- (i) The demerger of Laurus Synthesis Private Limited (“LSPL” or “Transferor Company” or “Demerged Company”), a wholly owned subsidiary of Laurus Labs Limited, whereby the Identified Business Undertaking i.e., Unit-1 of LSPL shall be demerged and be merged with Sriam Labs Private Limited (“Sriam” or “Resulting Company”), a wholly owned subsidiary of Laurus Labs Limited; and
- (ii) Amalgamation of the Remaining Business Undertaking of LSPL (i.e., entire LSPL excluding Unit-1) with Laurus Labs Limited (“Laurus” or “Transferee Company”) and dissolution of Transferor Company/LSPL without going through the process of winding up under the provisions of the Act.

The Appointed Date of the Scheme would be 01st April, 2026 or such other date as may be directed or approved by the National Company Law Tribunal (“NCLT”) or any other appropriate authority.

The Meeting of the Board of Directors of the Company commenced at 02.30 p.m. and concluded at 02.50 p.m.

The required details under SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure**.

Yours faithfully,

For **Laurus Labs Limited**

G. Venkateswar Reddy
Company Secretary & Compliance Officer

Encl: A/a

Registered Office

Laurus Enclave, Plot Office 01, E. Bonangi Village,
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BRIEF DETAILS OF THE SCHEME OF ARRANGEMENT

(Pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024)

a) Name of the entities forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:

The details of Laurus Synthesis Private Limited (“LSPL” or “Transferor Company” or “Demerged Company”), Sriam Labs Private Limited (“Sriam” or “Resulting Company”) and Laurus Labs Limited (“Laurus” or “Transferee Company”) are as under:

As on 31st March, 2025 (Rs. in Crores)

Particulars	Laurus Labs Ltd	Laurus Synthesis Pvt Ltd	Sriam Labs Pvt Ltd
Paid-up Capital	107.85	0.11	14.20
Net Worth (Standalone)	4,563.95	119.60	59.39
Turnover (Standalone)	5,216.99	236.95	62.50

b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”:

Yes. The Demerged/Transferor Company and the Resulting Company are wholly owned subsidiaries of the Transferee Company and as such the said companies are related parties to each other.

However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated 17th July, 2014, that transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.

Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June, 2023.

c) Area of business of the entities:

Transferor Company is engaged *inter-alia*, in the business of Contract Development and Manufacturing Organization (CDMO), Contract Research and Manufacturing Services (CRAMS), supporting drug development and manufacturing programs of global pharmaceutical and biotech companies.

Resulting Company is primarily engaged, *inter alia*, in the business of manufacturing of Active Pharmaceutical Ingredients (APIs) and pharmaceutical intermediates.

Transferee Company is primarily engaged, *inter alia*, in the business of Contract Development and Manufacturing Organization (CDMO) of clinical and commercial supply of human health and animal health APIs and intermediates, crop science ingredients and specialty ingredients for dietary and cosmetic industries; manufacture of Generics Finished Dosage Form (FDF), Generics Active Pharmaceutical Ingredients (APIs) and Biotechnology.

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d) Rationale for amalgamation/ merger:

The Scheme is broadly for the ease of doing businesses by the group companies and consolidation of the businesses held by the subsidiaries. The circumstances that have necessitated or justified the Scheme and its main benefits are, inter alia, summarized as under:

Demerger

- (i) The demerger enables consolidation of like businesses held by the subsidiaries under the Resulting Company for greater integration, financial strength and flexibility which will facilitate ease of doing business and operations.

Amalgamation

- (i) To achieve consolidation, greater integration, financial strength and flexibility which will maximize overall shareholders' value and facilitate ease of doing business.
- (ii) Results in economies in business operations, provide optimal utilization of resources.
- (iii) Increase in operating strength and potential business development shall enable the entities to raise financial resources at better terms and effectively fund organic and inorganic growth opportunities.
- (iv) Simplify the overall group structure

This Scheme is in the best interest of the shareholders, employees and creditors of each of the companies involved in this Scheme.

e) In case of cash consideration – amount or otherwise share exchange ratio:

- (i) In consideration for the transfer of Unit-1 of the Demerged/Transferor Company to the Resulting Company, the Resulting Company shall issue and allot to the Transferee Company, 27 (Twenty-Seven) fully paid-up equity shares of ₹10/- (Rupees Ten) each for every 1 (One) equity share of Rs.10/- each held by the Transferee Company in the Demerged/Transferor Company. The equity shares so issued and allotted to the Transferee Company shall rank pari-passu in all respects with the existing equity shares of the Resulting Company.
- (ii) The Transferor Company being the wholly owned subsidiary of the Transferee Company, for the amalgamation/merger of the Transferor Company into Transferee Company, there shall not be any consideration either in the form of cash or in the form of issuance of shares. Upon the Scheme coming into effect, all equity shares in the Transferor Company held by the Transferee Company (either directly or through nominee(s)) shall stand cancelled without any further application, act or deed.

f) Brief details of change in shareholding pattern (if any) of listed entity:

As no new shares are proposed to be issued for the amalgamation of Transferor Company into the Transferee Company, there shall be no change in the shareholding of the Transferee Company after the effectuation of this Composite Scheme of Arrangement.

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