

RPR SONS ADVISORS PRIVATE LIMITED

CIN - U74999TG2014PTC096668

Regd. Office: H.No. 8-3-169/46, Siddhartha Nagar, Behind Vengal Rao Nagar, Hyderabad – 500 038

Date: 19.01.2017

NATIONAL STOCK EXCHANGE OF INDIA LIMITED,

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

MUMBAI - 400 051

Dear Sir,

Sub: Disclosure u/r 10(6) of SEBI (SAST) Regulations, 2011.

Ref: AUROPHARMA

We, RPR Sons Advisors Private Limited, pursuant to acquisition of 19,63,76,250 shares of Aurobindo Pharma Limited from Mrs. Penaka Suneela Rani, one of the promoters, by way of inter-se transfer amongst qualifying persons, enclose herewith the disclosure required under regulation 10(6) of SEBI (SAST) Regulations, 2011. We have already made disclosure under regulation 10(5) of SEBI (SAST) Regulations, 2011 to your exchange on 11.01.2017 with regard to the aforesaid acquisition.

Please take the above information on record.

This disclosure is also being forwarded to the Company.

Thanking you,

Yours faithfully,

For RPR Sons Advisors Private Limited

Penaka Suneela Rani P.

**PENAKA SUNEELA RANI
DIRECTOR**



Encl: as above.

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Aurobindo Pharma Limited	
2.	Name of the acquirer(s)	RPR Sons Advisors Private Limited <i>Please refer Note 1.</i>	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Restructuring of promoter shareholding	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. <i>Please refer Note 2.</i>	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, the disclosure of proposed acquisition has been made under regulation 10(5) within the timelines specified under the regulations Date of filing with the stock exchange : 11.01.2017	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	Penaka Suneela Rani	Yes
b.	Date of acquisition	19.01.2017	-
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	19,63,76,250	-
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	33.56%	-
e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable. Please refer Note 1.	-

x Suneela Rani P.



8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*)				
		- RPR Sons Advisors Private Limited (in its capacity as a trustee of the Penaka Family Trust which is a partner of RPR Enterprises)	0	0	19,63,76,250	33.56%
		- Persons acting in concert with the Acquirer				
		- Mrs. Penaka Suneela Rani	19,63,76,250	33.56%	0	0
		- Mr. P. V. Ramprasad Reddy	1,80,00,000	3.08%	1,80,00,000	3.08%
		- Mrs. K. Kirthi Reddy	2,07,00,000	3.54%	2,07,00,000	3.54%
		- Mr. K. Nithyananda Reddy	2,53,59,572	4.33%	2,53,59,572	4.33%
		- Mrs. K. Rajeswari	17,75,500	0.30%	17,75,500	0.30%
		- Trident Chemphar Limited	1,21,47,226	2.08%	1,21,47,226	2.08%
		- Mrs. Kambam Spoorthi	76,00,000	1.30%	76,00,000	1.30%
		- Dr. M. Sivakumaran	1,46,91,360	2.51%	1,46,91,360	2.51%
		- Mrs.P.Neha Reddy	1,30,000	0.02%	1,30,000	0.02%
		- Axis Clinicals Ltd.	52,37,490	0.90%	52,37,490	0.90%
		- Mr. K. Prasad Reddy	3,01,156	0.05%	3,01,156	0.05%
		- Mr. M Sumanth Kumar Reddy	16,00,000	0.27%	16,00,000	0.27%
		- Mr.K.Suryaprakash Reddy	7,380	0.00%	7,380	0.00%
	b	Each Seller / Transferor				
		- Penaka Suneela Rani	19,63,76,250	33.56%	0	0

Note: 1

This disclosure is being made on account of a transfer of 19,63,76,250 equity shares carrying voting rights of the Target Company comprising 33.56% of the total voting share capital of the Target Company by Mrs. Penaka Suneela Rani ("**Transferor**") to RPR Sons Advisors Private Limited in its capacity as a trustee of the Penaka Family Trust which is a partner of RPR Enterprises ("**Transaction**").

RPR Enterprises is a partnership firm registered under the Partnership Act, 1932 whose partners are (i) the Penaka Family Trust (being the majority partner), and (ii) the Transferor. Further, the sole trustee of the Penaka Family Trust is RPR Sons Advisors Private Limited. As such, pursuant to the consummation of the Transaction, the voting rights attached to the equity shares of the Target Company are being and will be exercised by RPR Sons Advisors Private Limited ("**Sole Trustee**") in its capacity as the sole trustee of the Penaka Family Trust. Also

x Suneela Rani P.



the Transferor is a promoter of the Target Company and holds 99.98% of the voting equity share capital and is in control of the Sole Trustee.

Note 2:

In terms of Regulation 10(1)(a)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), an acquisition pursuant to a transfer of shares between any person and any company in which such person holds not less than 50% of the equity shares is exempt from making an open offer under the Takeover Regulations, subject to the transferor and the transferee entities being exclusively controlled by the same persons.

In the present case, the Transferor holds 99.98% of the voting equity share capital and is in control of the Sole Trustee. Accordingly, any transfer of voting rights of the Target Company between the Transferor and a company (i.e. the Sole Trustee) in which the Transferor holds more than 50% of the equity shares would satisfy the test set out in Regulation 10(1)(a)(iii) of the Takeover Regulations. As such, the Transaction qualifies for an exemption from the obligation of making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

NOTE:

- (*)Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Suman Rai P.

