

AUROBINDO PHARMA LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

INTRODUCTION

The Board of Directors of Aurobindo Pharma Limited has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

OBJECTIVE

The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. The Policy is framed in accordance with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendments thereof).

DEFINITIONS

"Act" means the Companies Act, 2013 as may be amended from time to time.

"Board of Directors" or **"Board"** means the Board of Directors of Aurobindo Pharma Limited, as constituted from time to time.

"Company" means Aurobindo Pharma Limited.

"Independent Director" shall have the meaning given to it in the Act and Listing Regulations, 2015.

"Subsidiary" means a subsidiary as defined under the Act and Rules made there under.

POLICY

A subsidiary shall be considered as Material Subsidiary if –

- the turnover or net worth of such subsidiary exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Material Unlisted Indian Subsidiary shall mean an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year. A list of such Material subsidiaries and Material Unlisted Indian Subsidiaries shall be presented to the Audit Committee annually for its noting.

REQUIREMENT REGARDING MATERIAL SUBSIDIARY

The Company, without passing a special resolution in its General Meeting, shall not:-

- dispose shares in the material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

- Sell, dispose or lease of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year unless such sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Nothing in this clause shall be applicable if such sale, disposal or lease of assets is between two wholly owned subsidiaries of the Company.

ADDITIONAL REQUIREMENT FOR MATERIAL UNLISTED SUBSIDIARY

At least one Independent Director on the Board of the Company shall be a Director on the Board of the material unlisted subsidiary company.

For the purposes of this requirement, “material subsidiary” shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in the prescribed form with the annual report of the Company.

REQUIREMENT REGARDING UNLISTED SUBSIDIARY COMPANY

- The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- The Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the Company or its subsidiary subject to the conditions prescribed in Related Party Transactions Policy of the Company and Listing Regulations as may be applicable.
- The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approvals given.
- The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the Company.
- The Management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

EXPLANATION

The term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

AMENDMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Audit Committee.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

Amended with the approval of the Board of Directors on February 6, 2025.
