



## RALLIS INDIA LIMITED

Corporate Identity No. L36992MH1948PLC014083

2nd Floor Sharda Terraces Plot No 65 Sector 11 CBD Belapur Navi Mumbai 400 614  
Tel 91 22 6776 1657 Fax 91 22 6776 1775 email pmeherhomji@rallis.co.in

Mrs P S Meherhomji

Company Secretary

20<sup>th</sup> July, 2017

The General Manager  
Corporate Relationship Dept.  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Asst. Vice President  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex  
Bandra (E)  
Mumbai 400 051

Dear Sir,

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

---

We wish to inform you, that the Board of Rallis India Limited ("the Company") has, along with other shareholders of Advinus Therapeutics Limited ("Advinus"), decided to monetize its investment in Advinus. The sale of the contract research business, for which the Company has signed an agreement for the divestment of its shares in Advinus to Eurofins Pharma Services Lux Holding SARL, is for a consideration aggregating Rs.17.32 crores.

As a part of the above transaction, the Drug Discovery business of Advinus is being transferred to Impetis Biosciences Limited ("Impetis"), promoted by the existing shareholders of Advinus. The Company will acquire shares in Impetis for a consideration of approximately Rs.3.5 crores.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 are given in Annexures A and B.

Thanking you,

Yours faithfully,  
RALLIS INDIA LIMITED

(P. S. MEHERHOMJI)

Encl.: a/a



RALLIS

## Annexure A

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015

### Details of Divestment of shares held by the Company in Advinus Therapeutics Ltd.

Agreements which are binding and not in the ordinary course of business:

**1. Name(s) of parties with whom the agreement is entered:**

The Share Purchase Agreement ("SPA") has been entered between:

- 1) Advinus Therapeutics Limited ("Advinus")
- 2) Eurofins Pharma Services Lux Holding SARL ("Eurofins") as Purchaser
- 3) Tata Sons Limited, Tata Industries Limited, Mr. Sanjiv Kaul, Mr. Kasim Mookhtiar and Rallis India Limited ("Rallis") as Sellers

**2. Purpose of entering into the agreement:**

This agreement represents sale of the contract research business of Advinus to Eurofins, for which it has entered into a SPA.

**3. Size of agreement:**

The equity consideration for Rallis aggregates to Rs.17.32 crores subject to customary closing adjustments on debt and working capital.

**4. Shareholding, if any, in the entity with whom the agreement is executed:**

None

.....2/-



RALLIS

: 2 :

5. **Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.:**
- As part of the sale transaction, Rallis will be released of its obligations under the guarantee of Rs.45.6 crores issued by Rallis for the borrowings of Advinus.
  - The Sellers (including Rallis) have provided certain representations and warranties backed by indemnification provisions.
  - Certain non-compete obligations on providing third party contract research services for a defined period.
6. **Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship:**
- Rallis and Eurofins are not related parties.
7. **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length":**
- The transaction is not a related party transaction.
8. **In case of issuance of shares to the parties, details of issue price, class of shares issued:**
- Not applicable
9. **In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/ sanction letter, details of the security provided to the lenders for such loan :**
- Not applicable
10. **Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.:**
- Not applicable

.....3/-



RALLIS

: 3 :

**11. In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):**

Not applicable



RALLIS

## Annexure B

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015

### Acquisition of shares of Impetis Biosciences Ltd.

#### Acquisition (including agreement to acquire):

1. **Name of the target entity, details in brief such as size, turnover etc.:**

Impetis Biosciences Limited ("Impetis"), promoted by the existing shareholders of Advinus. Impetis will take over the Drug Discovery business of Advinus Therapeutics Limited ("Advinus").

2. **Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms' length":**

The transaction is not a related party transaction.

3. **Industry to which the entity being acquired belongs:**

Drug Discovery business

4. **Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity):**

As a part of the larger divestment transaction outlined in Annexure A, the Company is acquiring shares in Impetis which is intended to be monetized over a period.

5. **Brief details of any governmental or regulatory approvals required for the acquisition**

Not Applicable

6. **Indicative time period for completion of the acquisition:**

The acquisition is expected to be completed over the next 6 weeks.

.....2/-



RALLIS

: 2 :

**7. Nature of consideration - whether cash consideration or share swap and details of the same:**

Cash consideration

**8. Cost of acquisition or the price at which the shares are acquired:**

Total consideration of Rs.3.5 crores

**9. Percentage of shareholding/ control acquired and/ or number of shares acquired:**

13.7% of the Equity Share Capital of Impetis.

**10. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief):**

Impetis was incorporated on 29<sup>th</sup> May, 2017. Impetis will take over the Drug Discovery business of Advinus.