



MOREPEN



Date: 18/03/2025

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051
Symbol: MOREPENLAB

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Scrip Code: 500288

Subject: Execution of a Business Transfer Agreement with Morepen Medtech Limited

Ref.: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Ma'am,

In continuation of our earlier intimation dated January 14, 2025, we wish to inform you that pursuant to approval of the members of the Company, today i.e., on March 18, 2025, the Company has executed a Business Transfer Agreement ("BTA") with Morepen Medtech Limited, a subsidiary of the Company, for the hiving-off of Medical Devices Business on a 'slump sale' as a going concern basis.

The details, as required under the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, has already been disclosed in our earlier intimation dated January 14, 2025 and additional disclosure for the execution of BTA is given under as **Annexure**.

You are requested to take note of the same in your records.

Thanking you,

Yours faithfully,

For Morepen Laboratories Limited

Vipul Kumar Srivastava
Company Secretary & Compliance Officer
F-12148

Encl. a/a.

Morepen Laboratories Limited

CIN NO. L24231 HP1984PLC006028

Corp. Off.: 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar-III, Sector-20, Gurugram, Haryana-122016, INDIA
TEL.: +91 124 4892000, E-mail: corporate@morepen.com, Website: www.morepen.com

Regd. Off.: Morepen Village, Malkumajra, Nalagarh Road, Baddi, Distt. Solan (H.P.) -173205, INDIA
Tel.: +91 1795 266401-03, 244590, Fax: +91 1795 244591, E-mail: plants@morepen.com



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Annexure

Disclosure in terms of Regulation 30 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered;	Morepen Laboratories Limited ('the Company') and Morepen Medtech Limited
2.	Purpose of entering into the agreement;	The Company has executed a Business Transfer Agreement ('BTA') with Morepen Medtech Limited for hiving-off of Medical Devices Business, being an undertaking of the Company, on 'slump sale' as a going concern basis.
3.	Shareholding, if any, in the entity with whom the agreement is executed;	The Company holds 80% paid-up equity share capital in Morepen Medtech Limited.
4.	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.;	Significant terms of the BTA include the following: The transfer of all rights, title, and interest in the undertaking on a slump sale as a going concern basis, based on the valuation arrived under Rule 11UAE of the Income Tax Rules, 1962. The final consideration will be subject to adjustments based on the closing terms and conditions. Other terms are standard terms/ covenants of the BTA.
5.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Yes, Morepen Medtech Limited has been incorporated as a subsidiary of the company, with an aggregate shareholding of 20% of the entities belonging to the promoters' group/ relatives of promoter/ members of promoter group.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, the transaction qualifies as a related party transaction and is being conducted on an arm's length basis.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable

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8.	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
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) Name of parties to the agreement; b) Nature of the agreement; c) Date of execution of the agreement; d) Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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