

February 13, 2025

To Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), <b>MUMBAI -400 051</b>  <b>Company Code No. AUOPHARMA</b>	To The Corporate Relations Department <b>BSE LIMITED</b> Phiroz Jeejeebhoy Towers, 25 <sup>th</sup> floor, Dalal Street, <b>MUMBAI -400 001</b>  <b>Company Code No. 524804</b>
---	--

Dear Sir / Madam,

**Sub: Notice of Postal Ballot.**

Further to our letter dated February 6, 2025 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose a copy of the Postal Ballot Notice (“Notice”) dated February 6, 2025 together with the Explanatory Statement thereto, seeking approval of the Members for:

1. Re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company not liable to retire by rotation, for the second term of 5 (Five) consecutive years commencing from February 9, 2025 to February 8, 2030.

In accordance with the applicable laws and circulars thereunder, the Notice is being sent in electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 7, 2025, being the cut-off date for the purpose, and whose email address is registered with KFin Technologies Limited (“KFinTech”), the Company’s Registrar and Share Transfer Agent or Depository Participants.

The Notice is also available on the website of the Company at [www.aurobindo.com](http://www.aurobindo.com) and the website of KFinTech at <https://evoting.kfintech.com>. Members whose names appeared in the Register of Members / List of Beneficial Owners as on **the cut-off date i.e., Friday, February 7, 2025**, are eligible for e-voting.

The remote e-voting will commence on **Monday, February 17, 2025 (9.00 a.m. IST)** and will end on **Tuesday, March 18, 2025 (5.00 p.m. IST)**. The results of the Postal Ballot will be announced on or before Thursday, March 20, 2025.

Please take the above information on record.

Yours faithfully,

**For AUROBINDO PHARMA LIMITED**

B. Adi Reddy  
Company Secretary

Encl.: as above

**AUROBINDO PHARMA LIMITED**

[www.aurobindo.com](http://www.aurobindo.com)

(CIN : L24239TG1986PLC015190)

Corp. Off.: Galaxy, Floors: 22-24, Plot No.1, Survey No.83/1, Hyderabad Knowledge City, Raidurg Panmaktha, Ranga Reddy District, Hyderabad – 500 032, Telangana, India.  
Tel : +91 40 6672 5000 / 6672 1200 Fax: +91 40 6707 4044.

Regd. off.: Plot No. 2, Maithrivihar, Ameerpet, Hyderabad-500038 Telangana, India Tel: +91 40 2373 6370 / 2374 7340 Fax: +91 40 2374 1080 / 2374 6833  
Email: [info@aurobindo.com](mailto:info@aurobindo.com) Website: [www.aurobindo.com](http://www.aurobindo.com)



## Aurobindo Pharma Limited

(CIN - L24239TG1986PLC015190)

**Regd. Office:** Plot No.2, Maithrivihar, Ameerpet, Hyderabad – 500 038, Telangana, India  
Tel No. +91 40 2373 6370, Fax No. +91 40 2374 1080

**Corp. Office:** Galaxy, Floors 22-24, Plot No.1, Survey No.83/1, Hyderabad Knowledge City  
Raidurg Panmaktha, Hyderabad – 500 032, Telangana, India  
Tel No. +91 40 66725000 / 66721200; Fax No. +91 40 67074044  
E-mail: info@aurobindo.com; Website: www.aurobindo.com

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**Notice** is hereby given to the Members of Aurobindo Pharma Limited (the “**Company**”) pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013, (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), which shall include any statutory modifications, amendments or re-enactments thereto, read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard and the latest being Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter referred to as the “**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the Members for the Special Resolution set out below through postal ballot by voting through electronic means (remote e-voting).

In terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode only to all those Members whose names appear on the Register of Members / List of Beneficial Owners and who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “**KFintech**” or “**RTA**”) as on February 7, 2025, being the cut-off date for this purpose. **The remote e-voting period commences on Monday, February 17, 2025 (9.00 a.m. IST) and ends on Tuesday, March 18, 2025 (5.00 p.m. IST).** Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notices along with Postal Ballot Forms and prepaid business reply envelopes are not being sent to the Members for this Postal Ballot and no physical ballot forms will be accepted. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than 5:00 p.m. IST on March 18, 2025, (the last day to cast vote electronically) to be eligible for being considered.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said Special Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Postal ballot Notice will also be placed on the website of the Company, [www.aurobindo.com](http://www.aurobindo.com).

The Board of Directors at its meeting held on February 6, 2025 has appointed Mr. A. Mohan Rami Reddy, Practicing Company Secretary (Membership No. FCS 2147, CP No.16660), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on or before March 20, 2025. The Resolution, if

assented by the requisite majority, shall be deemed to have passed on the last date specified for e-voting, i.e. March 18, 2025. The results will be published on the website of the Company i.e. [www.aurobindo.com](http://www.aurobindo.com) and will be communicated to the Stock Exchanges where the Company's shares are listed. The results will also be posted on the website of KFintech, <https://evoting.kfintech.com>.

The Company has engaged the services of KFintech to provide remote e-voting facility to all its Members to cast their votes electronically.

### **SPECIAL BUSINESS**

#### **Item No. 1 – Re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time, and the Articles of Association of the Company, Mr. Santanu Mukherjee (DIN: 07716452), who was appointed as an Independent Director of the Company and who holds office up to February 8, 2025, and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from February 9, 2025 to February 8, 2030.”

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Santanu Mukherjee be paid sitting fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By order of the Board of Aurobindo Pharma Limited

#### **Registered Office**

Plot No.2, Maithrivihar  
Ameerpet, Hyderabad - 500038  
Telangana, India.

**CIN - L24239TG1986PLC015190**

Email: [info@aurobindo.com](mailto:info@aurobindo.com)

Date: February 6, 2025

B. Adi Reddy  
Company Secretary  
Membership No. ACS13709

## NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the special resolution proposed to be passed is annexed hereto.

2. The Postal Ballot Notice is being sent only by email to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as of February 7, 2025 (the “**Cut-off date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (“RTA”).

3. Members may note that this Postal Ballot Notice has been uploaded on the website of the Company at [www.aurobindo.com](http://www.aurobindo.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of KFintech (agency for providing the Remote e-Voting facility) i.e., [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e. February 7, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to KFintech sending an e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [ig@aurobindo.com](mailto:ig@aurobindo.com).

6. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact KFintech by e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [ig@aurobindo.com](mailto:ig@aurobindo.com).

### Procedure for Remote E-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice.

The instructions for e-Voting are given herein below.

The Company has engaged the services of KFintech as the agency to provide e-voting facility.

- ii. Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on February 17, 2025 (9.00 a.m.) and ends on March 18, 2025 (5 p.m.)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., February 7, 2025.
- vi. The detailed process and manner for remote e-Voting are explained herein below:





**Step 1:** Access to Depositories (NSDL / CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode:**

Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with NSDL	<b>1. User already registered for IdeAS facility may follow the following procedure:</b>
	I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
	II. Click on the “Beneficial Owner” icon under “Login” under ‘IdeAS’ section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
	IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	V. Click on “Active E-voting Cycles” option under E-voting.
	VI. You will see Company Name: “Aurobindo Pharma Limited” on the next screen. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider “Kfintech” and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.
	<b>2. User not registered for IdeAS e-Services may follow the following procedure:</b>
	I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
	II. Select “Register Online for IdeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
	IV. After successful registration, please follow steps given under point 1 above, to cast your vote.
	<b>3. Alternatively the users may directly access the e-Voting website of NSDL</b>
	I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
	II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.	
IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., Kfintech.	
V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.	

	<p>VI. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding shares in demat mode with CDSL</p>	<p><b>1. Existing users who have opted for Easi / Easiest may follow the following procedure:</b></p> <p>I. Visit URL <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. You will see Company Name: “Aurobindo Pharma Limited” on the next screen. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider “Kfintech” and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest may follow the following procedure:</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/LoginRegistration">https://web.cdslindia.com/myeasitoken/Home/LoginRegistration</a></p> <p>II. Proceed to complete registration using your DP ID-ClientID (BO ID), etc.</p> <p>III. After successful registration, please follow steps given under point 1 above to cast your vote.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile number &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider “Kfintech” and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.</p>
<p>Individual Shareholders login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Aurobindo Pharma Limited or e-Voting service provider – Kfintech and you will be redirected to e-Voting page of Kfintech to cast your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use ‘Forgot user ID’ and ‘Forgot Password’ option available at respective websites.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

<b>Login type</b>	<b>Helpdesk details</b>
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022 – 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at Toll Free No. 1800-21-09911

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**(A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1-800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Aurobindo Pharma Limited Postal Ballot” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate /Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [anderam@rediffmail.com](mailto:anderam@rediffmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name EVEN No.”

**(B) Members whose email IDs are not registered with the Company/Depository Participants will have to follow the following process:**

Shareholders holding shares in physical form are requested as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, to register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail online services, the security holders can register e-mail ID. Shareholder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained from the following web link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through ‘In Person Verification’ (IPV): The authorized person of the RTA shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;  
or

b) by submitting self-attested physical copies at the following address:

Name: KFin Technologies Limited  
[Unit: AUROBINDO PHARMA LIMITED]  
Address: Selenium Building, Tower-B, Plot No 31 & 32  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana  
India – 500 032, or

c) by submitting through electronic mode with e-sign in the following web link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQs can be found on the web link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 1 - Reappointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company**

The Members of the Company by way of Postal Ballot on March 21, 2023, approved the appointment of Mr. Santanu Mukherjee as an Independent Director of the Company for a period of two years with effect from February 9, 2023. Accordingly, his first term as an Independent Director will end on February 8, 2025. During his tenure, he has made a significant contribution to the Board and Committee deliberations. Based on the recommendations of the Nomination, Remuneration & Compensation Committee of the Company and pursuant to the performance evaluation of Mr. Santanu Mukherjee as a member of the Board and of its Committees, his background, experience and contribution in the Board and Committee



deliberations, and that his continued association would be beneficial to the Company, the Board of Directors, at its meeting held on February 6, 2025 proposed to recommend to the Members, the reappointment of Mr. Santanu Mukherjee as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from February 9, 2025 to February 8, 2030. Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Mr. Santanu Mukherjee for the office of the Director.

The Company has received from Mr. Santanu Mukherjee (i) the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Santanu Mukherjee has confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Santanu Mukherjee has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. The profile and specific areas of expertise of Mr. Santanu Mukherjee are provided as annexure to this Postal Ballot Notice. In the opinion of the Board, Mr. Santanu Mukherjee is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended and is independent of the Management and promoters of the Company. In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Mr. Santanu Mukherjee as an Independent Director of the Company for a second term for a period of five consecutive years commencing from February 9, 2025 to February 8, 2030 is being placed before the Members for their approval by way of a Special Resolution. Mr. Santanu Mukherjee, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment of Mr. Santanu Mukherjee as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [ig@aurobindo.com](mailto:ig@aurobindo.com).

None of the Director(s) and Key Managerial Personnel of the Company or their relatives, except Mr. Santanu Mukherjee, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.1 of the Postal Ballot Notice.

The Board recommends the resolution set forth at Item No.1 for the approval of the Members by way of Special Resolution.

#### **Annexure - 1**

**Details of the Director proposed to be appointed as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS – 2), issued by the Institute of Company Secretaries of India are as given below:**

#### **Profile of Mr. Santanu Mukherjee**

Mr. Santanu Mukherjee holds B.Sc., honors from Presidency College under Kolkata University and CAIIB from The Indian Institute of Banking & Finance (IIBF). Mr. Mukherjee is the former Managing Director of the State Bank of Hyderabad. He has around four decades of experience in the field of banking, finance, risk management, etc. in various capacities. From 2013 to mid-2014 he was acting as Chief General Manager of State Bank of Bikaner and Jaipur. He has also worked as a Chief Executive Officer of State Bank of India, Paris from 2004 to 2008. He joined as a probationary officer and carried out important domestic and overseas assignments in the SBI Group. He held several senior positions in SBI Group handling commercial credit, international business, risk management, treasury operations, etc., He is also an Independent Director in several listed entities.

Age	68 years
Qualification	B.Sc. honors (Chemistry and Mathematics) from Presidency College under Kolkata University and CAIB from The Indian Institute of Banking & Finance (IIBF).
Experience (including expertise in specific functional area) / Brief Resume	Mr. Mukherjee is the former Managing Director of the State Bank of Hyderabad. He has around four decades of experience in the field of banking, finance, risk management, etc. in various capacities. From 2013 to mid-2014 he was acting as Chief General Manager of State Bank of Bikaner and Jaipur. He has also worked as a Chief Executive Officer of State Bank of India, Paris from 2004 to 2008. He joined as a probationary officer and carried out important domestic and overseas assignments in the SBI Group. He held several senior positions in SBI Group handling commercial credit, international business, risk management, treasury operations, etc., He is also an Independent Director in several listed entities.
Terms and Conditions of Appointment / Reappointment	As per Resolution No.1 in the Postal Ballot Notice, read with explanatory statement thereto, Mr. Santanu Mukherjee is proposed to be reappointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. February 9, 2025.  He is eligible for sitting fees and commission, as may be approved by the Board from time to time.
Remuneration last drawn (including sitting fees, if any)	FY 2023-24: Sitting Fees: Rs.25,00,000/-
Remuneration proposed to be paid	Eligible for sitting fees and commission, as may be approved by the Board.
Date of first appointment on the Board	February 9, 2023
Shareholding including beneficial ownership, in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year 2024-25	He has attended all 6 Board meetings held during the period from 1st April 2024 till the date of this Notice.
Justification for choosing the appointee as an independent director of the Company	He possesses the requisite skills, expertise and competencies for appointment as Independent Director of the Company
Directorships of other Listed Entities from which he resigned in the past three years	Nil

#### Directorships and Membership / Chairmanship of Board Committees

Name of the company in which Mr. Santanu Mukherjee is a Board member	The Company is listed / unlisted	Name of the committee in which he is a member / Chairman
Aurobindo Pharma Limited	Listed	Nomination & Remuneration / Compensation Committee - Chairman IT Stewardship Committee -Chairman Audit Committee - Member Stakeholders Relationship Committee – Member Risk Management Committee – Member

		Sustainability Reporting and ESG Committee - Member
NACL Industries Limited	Listed	Audit Committee - Chairman Banking Committee - Chairman Nomination & Remuneration Committee - Chairman
Suven Life Sciences Limited	Listed	Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Risk Management Committee – Member
Rainbow Children’s Medicare Limited	Listed	Audit Committee – Chairman Risk Management Committee – Chairman Nomination & Remuneration Committee – Member CSR Committee – Member
Bandhan Bank Limited	Listed	Audit Committee – Member Risk Management Committee – Chairman Large Value Fraud Committee- Member
Sumedha Fiscal Services Limited	Listed	Audit Committee – Chairman Nomination & Remuneration Committee – Member
Muthoot Housing Finance Company Limited	Unlisted	Audit Committee – Member Nomination & Remuneration Committee – Member
Rainbow Speciality Hospitals Private Limited	Unlisted	Audit Committee – Chairman Nomination & Remuneration Committee – Member