

November 24, 2023

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

Sub: Notice of Postal Ballot.

Further to our letter dated November 9, 2023 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 November 9, 2023 together with the Explanatory Statement thereto, seeking approval of the Members for:

- 1) Appointment of Mr. Satakarni Makkapati (DIN: 09377266) as a Non-executive and Non-independent Director of the Company;
- 2) Revision of remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company and
- 3) Revision of remuneration of Mr. M. Madan Mohan Reddy (DIN: 01284266) Whole-time Director of the Company.

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 Monday, November 20, 2023, 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 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., Monday, November 20, 2023**, are eligible for e-voting.

The remote e-voting will commence from **Monday, November 27, 2023 (9.00 a.m. IST) and will end on Tuesday, December 26, 2023 (5.00 p.m. IST)**. The results of the Postal Ballot will be announced on or before Thursday, December 28, 2023.

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

(CIN : L24239TG1986PLC015190)

PAN No. AABCA7366H

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 T.S., INDIA Tel: +91 4023736370/23747340 Fax: +91 4023741080/23746833
Email: info@aurobindo.com Website: 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, 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 Members,

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 No.09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “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 Resolutions set out below through Postal Ballot by voting through electronic means (remote e-voting).

In terms of the 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 November 20, 2023, being the cut-off date for this purpose. **The remote e-Voting period commences on November 27, 2023 (9.00 a.m. IST) and ends on December 26, 2023 (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 of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on December 26, 2023, (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 Resolutions 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 at www.aurobindo.com.

The Board of Directors at its meeting held on November 9, 2023, 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. Mr. A. Mohan Rami Reddy has communicated his willingness to act as the Scrutinizer for this Postal Ballot process. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report on the Postal Ballot to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on or before December 28, 2023.

The Resolutions, if assented by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. December 26, 2023. The results will be published on the website of the Company at www.aurobindo.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results will also be posted on the website of KFintech at <https://evoting.kfintech.com> and will also be displayed at the Registered Office of the Company.

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 : Appointment of Dr. Satakarni Makkapati (DIN: 09377266) as a Non-executive and Non-independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration/Compensation Committee and the Board of Directors, the approval of the Members of the Company be and is hereby given for the appointment of Dr. Satakarni Makkapati (DIN: 09377266), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 9, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing him as a Director, as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation.”

“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.”

Item No. 2 : Revision of remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the Members of the Company be and is hereby given to the revision in the remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company, with effect from November 1, 2023 for the remaining period of his tenure i.e. up to May 31, 2024 as detailed below subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:”

a	Salary	₹ 23,50,000 per month
b	House Rent Allowance	₹ 15,66,670 per month
c	Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.

d	Leave Travel Concession	For self & family once in a year as per the rules of the Company
e	Personal Accident Insurance	Premium not exceeding ₹25,000 per annum
f	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
g	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
h	Provision of Company's car with driver.	
i	Provision of free telephone at residence.	
j	Encashment of leave as per the rules of the Company	

Item No. 3 : Revision of remuneration of Mr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the Members of the Company be and is hereby given to the revision in the remuneration of Mr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company, with effect from November 1, 2023 for the remaining period of his tenure i.e. up to May 31, 2024 as detailed below subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

a	Salary	₹ 30,00,000 per month
b	House Rent Allowance	₹ 20,00,000 per month
c	Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.
d	Leave Travel Concession	For self & family once in a year as per the rules of the
e	Personal Accident Insurance	Premium not exceeding ₹25,000 per annum
f	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
g	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
h	Provision of Company's car with driver.	
i	Provision of free telephone at residence.	
j	Encashment of leave as per the rules of the Company	

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

B. Adi Reddy
Company Secretary
Membership No. ACS13709

Place: Hyderabad
Date: November 9, 2023

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 Resolutions proposed to be passed is annexed hereto.
2. In terms of the Circulars, 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 on **November 20, 2023** (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, Kfintech.
3. Members may note that this Postal Ballot Notice has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of Kfintech (agency for providing the Remote e-Voting facility) at 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. November 20, 2023. 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 or to the Company at 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 or to the Company at 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 listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on the Resolutions set forth in this Postal Ballot Notice. The instructions for e-Voting are given below.
- ii. The Company has engaged the services of Kfintech as the agency to provide e-Voting facility.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on “e-Voting facility to be 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 in order to increase the efficiency of the voting process.
- iv. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

v. The remote e-Voting period commences on November 27, 2023 (9.00 a.m. IST) and ends on December 26, 2023 (5.00 p.m. IST).

vi. 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., November 20, 2023).

vii. 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 holding shares in demat mode.

DETAILS ON STEP 1 ARE MENTIONED BELOW

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

Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with NSDL	1. User already registered for IdeAS facility may follow the following procedure:
	I. Visit URL: https://eservices.nsdl.com
	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.
	2. User not registered for IdeAS e-Services may follow the following procedure:
	I. To register click on link: https://eservices.nsdl.com
	II. Select “Register Online for IdeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp
	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.
	3. Alternatively the users may directly access the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	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.	
Individual Shareholders	1. Existing user who have opted for Easi / Easiest may follow the following procedure:
	I. Visit URL https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com

holding shares in demat mode with CDSL	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.
	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.
	2. User not registered for Easi/Easiest may follow the following procedure:
	I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/LoginRegistration
	II. Proceed to complete registration using your DP ID-ClientID (BO ID), etc.
	III. After successful registration, please follow steps given under point 1 above to cast your vote.
	3. Alternatively, by directly accessing the e-Voting website of CDSL
	I. Visit URL: www.cdslindia.com
	II. Provide your Demat Account Number and PAN No.
	III. System will authenticate user by sending OTP on registered Mobile number & Email as recorded in the demat Account.
	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.
Individual Shareholders login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	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.
	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.

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:

Login type	Helpdesk details
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 evoting@nsdl.co.in or contact at 022 – 4886 7000 / 022 – 2499 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 helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

DETAILS ON STEP 2 ARE MENTIONED BELOW

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

(A) Members whose email IDs are registered with the Company / Depository Participant(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 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 the item mentioned in the Notice and in case you do not desire to cast your vote on the 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, 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.
- 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 with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN No."

Procedure for registration of email and mobile number for securities held in physical mode.

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 number. 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
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.

(B) General Instructions

- i. In terms of the Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.
- ii. The Remote E-voting period commences from 9.00 a.m. (IST) on November 27, 2023, and ends at 5.00 p.m. (IST) on December 26, 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. November 20, 2023, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have passed on the last date of voting i.e. on December 26, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.aurobindo.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results will also be posted on the Website of KFinTech at <https://evoting.kfintech.com> and will also be displayed at the Registered Office of the Company.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFintech on <https://iris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, KFin Technologies Limited, [Unit: AUROBINDO PHARMA LIMITED] Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India, Toll Free No. 1800 309 4001.

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

Item No. 1 : Appointment of Dr. Satakarni Makkapati (DIN: 09377266) as a Non-executive and Non-independent Director of the Company.

Based on the recommendations of the Nomination and Remuneration / Compensation Committee of the Company and subject to the approval of the Members, the Board of Directors appointed Dr. Satakarni Makkapati as an Additional Director, categorized as Non-executive and Non-independent Director of the Company, liable to retire by rotation, with effect from November 9, 2023. Dr. Satakarni Makkapati is eligible for appointment as a director. The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Dr. Satakarni Makkapati shall hold office up to the date of next Annual General Meeting or for a period of Three (3) months from the date of appointment, whichever is earlier.

The Company has also received from Dr. Satakarni Makkapati (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Dr. Satakarni Makkapati has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Dr. Satakarni Makkapati is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Dr. Satakarni Makkapati is the Chief Executive Officer of CuraTeQ Biologics Private Limited, a wholly owned subsidiary of the Company since August 9, 2021, and he is drawing a remuneration of ₹ 5.50 crores per annum apart from other perquisites as per the rules, from CuraTeQ Biologics Private Limited.

The profile and specific areas of expertise of Dr. Satakarni Makkapati are provided as **Annexure** to this Notice.

In the opinion of the Board of Directors, Dr. Satakarni Makkapati is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as a Non-executive & Non-independent Director of the Company. The terms and conditions of appointment of Dr. Satakarni Makkapati as a Non-executive & Non-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 e-mail address to the Company at ig@aurobindo.com.

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

The Board of Directors recommends the Ordinary Resolution set forth at Item No.1 of the Postal Ballot Notice for the approval of the Members.

Item No.2 : Revision of remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company.

The Members of the Company at the 34th Annual General Meeting held on August 26, 2021 approved re-appointment of Mr. K. Nithyananda Reddy (DIN: 01284195) as a Whole time Director & Vice Chairman of the

Company for a period of 3 years w.e.f. June 1, 2021 at a remuneration of ₹2.30 crores per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. K. Nithyananda Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

The Members of the Company through Postal Ballot on February 11, 2022 approved the redesignation of Mr. K. Nithyananda Reddy as Vice Chairman & Managing Director with effect from January 1, 2022 at a revised remuneration of ₹3.20 crores per annum and other perquisites.

The business operations of the Company are substantially growing and there has been an increase in Managing Director's responsibilities. In view of the same, the Board of Directors felt it appropriate to revise the remuneration of Mr. K. Nithyananda Reddy, Vice Chairman & Managing Director of the Company to commensurate with his role and responsibilities. Accordingly, it is proposed to increase the remuneration of Mr. K. Nithyananda Reddy, Vice Chairman & Managing Director from ₹3.20 crores per annum to ₹4.70 crores per annum with effect from November 1, 2023, and other perquisites with no changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013. The proposed revision of remuneration of Mr. K. Nithyananda Reddy was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. K. Nithyananda Reddy to whom the resolution relates is interested or concerned in the Resolution mentioned in Item No.2 of the Postal Ballot Notice.

The Board of Directors recommends the Ordinary Resolution set forth at Item No.2 of the Postal Ballot Notice for the approval of Members.

Item No.3 : Revision of remuneration of Mr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company.

The Members of the Company at the 34th Annual General Meeting held on August 26, 2021 approved re-appointment of Mr. M. Madan Mohan Reddy (DIN: 01284266) as a Whole time Director of the Company for a period of 3 years w.e.f. June 1, 2021 at a remuneration of ₹4.50 crores per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable Mr. M. Madan Mohan Reddy subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Considering the significant contribution made by him in the growth and development of the Company, the Board of Directors felt it appropriate to revise the remuneration of Mr. M. Madan Mohan Reddy to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Mr. M. Madan Mohan Reddy from ₹4.50 crores per annum to ₹6.00 crores per annum with effect from November 1, 2023 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013. The proposed revision of remuneration of Mr. M. Madan Mohan Reddy was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. M. Madan Mohan Reddy, to whom the resolution relates, is interested or concerned in the Resolution mentioned in Item No.3 of the Postal Ballot Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item No.3 of the Postal Ballot Notice for the approval of Members.

Annexure

Details of the Director proposed to be appointed as required under Regulation 36 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 Dr. Satakarni Makkapati

Dr. Satakarni joined the Company in 2016 as President, Biologics Division and later he was appointed as Chief Executive Officer of CuraTeQ Biologics Private Limited, a wholly owned subsidiary of the Company with effect from August 9, 2021. During this time, he has helped envision and build a Biologics Organization from scratch by crafting business strategy, organising top-notch infrastructure and talented human resources. Previously, he was heading Intas's Biopharma and Celestial Business Divisions integrating efforts across the value chain from early-stage development to commercial manufacturing and business development. Dr. Satakarni also had scientific functional leadership stints earlier in his career at Hospira Adelaide Pty Ltd and Dr. Reddy's Laboratories. During his PhD defence period, he was associated as a Fermentation Scientist with the prestigious Clare Hall Laboratories of Cancer Research UK, which is a leading centre for studies of DNA repair, recombination and replication, cell cycle control and transcription.

Dr. Satakarni obtained his executive training with a Master's in Business Administration (MBA) from the IMD Business School at Lausanne (Switzerland), Doctor of Philosophy (PhD) in Faculty of Physical Sciences and Engineering from the member of prestigious association of The Russell Group at the University of Manchester (UK) and a Bachelor's Degree in Chemical Engineering. When at IMD, Satakarni was recognized and listed by Poets and Quants for the class of 2015, across all leading business schools in the US and the EU.

Dr. Satakarni currently serves on the Telangana Life Sciences Advisory Committee and on the Board of School of Life Sciences at Hyderabad Central University.

Name	Dr. Satakarni Makkapati
Age	43 years
DIN	09377266
Qualification	Master's in Business Administration (MBA) from the prestigious IMD Business School at Lausanne, Doctor of Philosophy (PhD) in Faculty of Physical Sciences and Engineering from the University of Manchester and a Bachelor's Degree in Chemical Engineering.
Experience (including expertise in specific functional area)/ Brief Resume	<p>Dr. Satakarni Makkapati is the Chief Executive Officer of CuraTeQ Biologics Pvt Ltd, a wholly owned subsidiary of the Company. At Aurobindo, Dr. Satakarni helped envision and build a Biologics Organization from scratch by crafting a business strategy and organising top-notch infrastructure inside quick time.</p> <p>In his career span, Dr. Satakarni has worked and/or managed the following streams in biopharma industry.</p> <ol style="list-style-type: none">1. Recombinant biosimilars and biologics2. Blood plasma fractionation products3. Vaccines4. Small molecule APIs5. Synthetic and recombinant peptides6. Synthetic and recombinant peptides 6. Gene therapy

	Prior to joining Aurobindo, Dr. Satakarni was heading Intas's Biopharma and Celestial Business Divisions and had functional leadership stints at Hospira Adelaide Pty Ltd, Dr. Reddy's Laboratories. During his PhD defense period, he was associated as Fermentation Scientist with the leading research center Clare Hall Laboratories of Cancer Research UK.											
Terms and Conditions of Appointment / Reappointment	As per Resolution no.1 in the Postal Ballot Notice read with explanatory statement thereto, Dr. Satakarni Makkapati is proposed to be appointed as a Non-executive & Non-independent Director of the Company w.e.f. November 9, 2023. Entitled for sitting fees for attending meetings of the Board of Directors and Committees of Board Directors of the Company.											
Remuneration last drawn (including sitting fees, if any)	Not Applicable. However, Dr. Satakarni is drawing a remuneration of ₹ 5.50 crores per annum from CuraTeQ Biologics Private Limited, a wholly owned subsidiary, as its Chief Executive Officer.											
Remuneration proposed to be paid	No remuneration is proposed to be paid from the Company other than sitting fee for attending meetings of the Board of Directors and Committees of Board Directors of the Company.											
Date of first appointment on the Board	November 9, 2023											
Shareholding 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 tenure	Nil											
Directorships of other Boards	<table border="1"> <thead> <tr> <th>Name of Company / Firm</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Auro Peptides Limited</td> <td>Director</td> </tr> <tr> <td>Auro Vaccines Private Limited</td> <td>Director</td> </tr> <tr> <td>Theranyam Biologics Private Limited</td> <td>Director</td> </tr> <tr> <td>Apitoria Pharma Private Limited</td> <td>Director</td> </tr> </tbody> </table>		Name of Company / Firm	Designation	Auro Peptides Limited	Director	Auro Vaccines Private Limited	Director	Theranyam Biologics Private Limited	Director	Apitoria Pharma Private Limited	Director
Name of Company / Firm	Designation											
Auro Peptides Limited	Director											
Auro Vaccines Private Limited	Director											
Theranyam Biologics Private Limited	Director											
Apitoria Pharma Private Limited	Director											
Board Membership of other listed companies and the membership of Committees of the board	He is not a Board member of other listed companies.											
Directorships of other Listed Entities from which he resigned in the past three years	NA											
Membership / Chairmanship of Committees of other Boards	He is a member of Borrowing and Investment Committee of Apitoria Pharma Private Limited											