

February 22, 2024

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. AUROPHARMA</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>
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Dear Sir / Madam,

**Sub: Notice of Postal Ballot.**

Further to our letter dated February 10, 2024 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 10, 2024 together with the Explanatory Statement thereto, seeking approval of the Members for:

1. Appointment of Dr. (Mrs.) Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company not liable to retire by rotation, for a period of 2 (Two) consecutive years commencing from February 10, 2024 to February 9, 2026.

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 16, 2024, 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 16, 2024**, are eligible for e-voting.

The remote e-voting will commence from **Monday, February 26, 2024 (9.00 a.m. IST) and will end on Tuesday, March 26, 2024 (5.00 p.m. IST)**. The results of the Postal Ballot will be announced on or before Thursday, March 28, 2024.

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)

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](mailto:info@aurobindo.com) Website: [www.aurobindo.com](http://www.aurobindo.com)



## Aurobindo Pharma Limited

(CIN - L24239TG1986PLC015190)

**Regd. Office:** Plot No.2, Maithriviham, 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](mailto:info@aurobindo.com) Website: [www.aurobindo.com](http://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 108, 110 and all other applicable provisions of the Companies Act, 2013, (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “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), amendment(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the Members for the appointment of Dr. (Mrs.) Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company 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 February 16, 2024, being the cut-off date for this purpose. **The remote e-Voting period commences on Monday, February 26, 2024 (9.00 a.m. IST) and ends on Tuesday, March 26, 2024 (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 March 26, 2024, (the last day to cast vote electronically) to be eligible for being considered.

The Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act, pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice.

The Board of Directors at its meeting held on February 10, 2024, 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 March 28, 2024. The proposed Resolution, if assented by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. March 26, 2024. The results will be published on the website of the Company at [www.aurobindo.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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. (Mrs.) Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), rules framed thereunder and Schedule IV to the Act and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to the appointment of Dr.(Mrs.) Deepali Pant Joshi (DIN: 07139051), who was appointed as an Additional Director, categorised as an Independent Director of the Company by the Board of Directors with effect from February 10, 2024 in terms of Section 161(1) of the Act and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of the Director of the Company, as an Independent Director of the Company, not liable to retire by rotation, for a period of 2 (Two) consecutive years commencing from February 10, 2024 to February 9, 2026.”

“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)

B. Adi Reddy  
Company Secretary  
Membership No. ACS13709

Place: Hyderabad

Date: February 10, 2024

## NOTES:

1. Explanatory Statement pursuant to Section 102 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 Resolution 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 **February 16, 2024** (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](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) at [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 16, 2024. 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 purposes 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’s RTA. 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 and 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 listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on the Resolution 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 Monday, February 26, 2024 (9.00 a.m. IST) and ends on Tuesday, March 26, 2024 (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., February 16, 2024).

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	<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.

	<p><b>3. Alternatively the users may directly access the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>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.</p> <p>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding shares in demat mode with CDSL	<p><b>1. Existing user 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/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> Registration</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>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<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:

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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’s RTA / 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](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.”

#### **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  
[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.

## **(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 February 26, 2024, and ends at 5.00 p.m. (IST) on March 26, 2024. 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. February 16, 2024, 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 March 26, 2024. 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, KFin Technologies Limited, [Unit: AUROBINDO PHARMA LIMITED], Selenium Building, Tower- 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. (Mrs.) Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company.**

Based on the recommendations of the Nomination, Remuneration and Compensation (NRC) Committee of the Company and pursuant to Section 161, 149 and Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors of the Company, on February 10, 2024, has appointed Dr. (Mrs.) Deepali Pant Joshi (DIN: 07139051), as an Additional Director, categorized as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of two (2) consecutive years with effect from February 10, 2024 to February 9, 2026, subject to approval of the members of the Company by way of a special resolution.

Dr. (Mrs.) Deepali Pant Joshi is eligible for appointment as an Independent Director and fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing

Regulations and other laws/ regulations for the time being in force, to the extent applicable to the Company. The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

The Company has also received from Dr. (Mrs.) Deepali Pant Joshi, (i) the 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 she is not disqualified under Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Dr. (Mrs.) Deepali Pant Joshi has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Dr. (Mrs.) Deepali Pant Joshi has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Dr. (Mrs.) Deepali Pant Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Dr. (Mrs.) Deepali Pant Joshi has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to the Regulation 17(1C) of the SEBI LODR Regulations, approval of the shareholders for appointment of a person as a Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Accordingly, the appointment of Dr. (Mrs.) Deepali Pant Joshi requires the approval of the members by way of a Special Resolution.

The profile and specific areas of expertise of Dr. (Mrs.) Deepali Pant Joshi are provided as an annexure to this Notice.

In the opinion of the Board, Dr. (Mrs.) Deepali Pant Joshi is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent (Non-Executive) Director of the Company and she is independent of the management of the Company. The terms and conditions of appointment of Dr. (Mrs.) Deepali Pant Joshi 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 e-mail 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 Dr. (Mrs.) Deepali Pant Joshi, to whom the resolution relates, are concerned or interested in the Resolution mentioned in 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

**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 given below:**

### **Profile of Dr. (Mrs.) Deepali Pant Joshi**

Dr. (Mrs.) Deepali Pant Joshi, aged 66 years, holding DIN 07139051, is a doctorate, holds a Master's Degree in Arts from the University of Allahabad, law graduate from the University of Lucknow and also completed the Harvard University Harvard Asia Centre Post-doctoral work in Finance and Economics (on secondment from the RBI).

Dr. (Mrs.) Deepali Pant Joshi has more than four decades of experience in the formulation of macro-economic policies. Dr. (Mrs.) Deepali Pant Joshi joined as a Direct Recruit Grade B officer in 1981 and retired after a long and distinguished career as Executive Director from Reserve Bank of India (RBI). She headed various departments in RBI including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service & Financial Education Department. During her long career with RBI, she had also held some key positions like:

- Banking Ombudsman for the State of Andhra Pradesh
- Regional Director at RBI Jaipur
- RBI Banking operations in Rajasthan
- Principal Bankers Training College, Mumbai,

She is a member of the Executive Council University of Allahabad, The Outstanding Speaker Bureau and has served as a nominee on behalf of RBI on the Board of Andhra Bank, North East Institute of Bank Management, Institute of Banking Personnel Selection I.B.P.S., Bhartiya Reserve Bank Note Mudran Private Ltd. (RBI Currency Pass). Her core competencies include micro finance, Regulation and Supervision, Foreign Exchange, includes Payment system and Currency management.

She also handled the other important assignments as Chief General Manager in charge Rural Planning Credit Department, Planning Commission, Member 12<sup>th</sup> plan group on rationalization of Government Sponsored Schemes, Malegam Committee on Interests and Concerns in the Microfinance Sector, Committee on comprehensive services for small businesses and low-income households and G-20 India Expert on the Financial Inclusion and Payment Systems Expert Group. As CGM at RBI, Hyderabad, she handled the Currency Function for undivided Andhra Pradesh and the regulation and supervision of the Urban Banks department.

Her Professional achievements include:

- Post doctoral work in Finance and Economics from the University of Harvard, USA
- Awarded the Skoch Challenger award for contribution to Financial Inclusion in March
- Awarded the Chancellors medal at the University of Allahabad for academic proficiency.
- Awarded the Amarnath Jha Gold Medal, University of Allahabad
- She has published various books on Economics, Financial Inclusion and Sustainable Development.

The Forms, DIR-2, DIR-8, MBP-1, Declaration of Independence, Declaration of non-disqualification and holdings certificate received from Dr. (Mrs.) Deepali Pant Joshi with regard to her proposed appointment, are tabled before the Board of Directors of the Company.

Name	Dr. (Mrs.) Deepali Pant Joshi
Age	66 years
DIN	07139051

Qualification	Master's Degree in Arts from the University of Allahabad, law graduate from the University of Lucknow and also completed the Harvard University Harvard Asia Centre Post-doctoral work in Finance and Economics (on secondment from the RBI).
Experience (including expertise in specific functional area)/ Brief Resume	<p>Dr. (Mrs.) Deepali Pant Joshi, has more than four decades of experience in the formulation of macro- economic policies. Dr. (Mrs.) Deepali Pant Joshi joined as a Direct Recruit Grade B officer in 1981 and retired after a long and distinguished career as Executive Director. She headed various departments in RBI including the Department of Rural Planning and Credit and Financial Inclusion Department and Customer Service &amp; Financial Education Department. During her long career with RBI, she had also held some key positions like:</p> <ul style="list-style-type: none"> <li>• Banking Ombudsman for the State of Andhra Pradesh</li> <li>• Regional Director at RBI Jaipur</li> <li>• RBI Banking operations in Rajasthan</li> <li>• Principal Bankers Training College, Mumbai,</li> </ul> <p>She is a member of the Executive Council University of Allahabad, The Outstanding Speaker Bureau and has served as a nominee on behalf of RBI on the Board of Andhra Bank, North East Institute of Bank Management, Institute of Banking Personnel Selection I.B.P.S., Bhartiya Reserve Bank Note Mudran Private Ltd. (RBI Currency Pass). Her core competencies include micro finance, Regulation and Supervision, Foreign Exchange, includes Payment system and Currency management.</p> <p>She also handled the other important assignments as Chief General Manager in charge Rural Planning Credit Department, Planning Commission, Member 12<sup>th</sup> plan group on rationalization of Government Sponsored Schemes, Malegam Committee on Interests and Concerns in the Microfinance Sector, Committee on comprehensive services for small businesses and low-income households and G-20 India Expert on the Financial Inclusion and Payment Systems Expert Group. As CGM at RBI, Hyderabad, she handled the Currency Function for undivided Andhra Pradesh and the regulation and supervision of the Urban Banks department.</p>
Terms and Conditions of Appointment / Reappointment	<p>As per Resolution no.1 in the Postal Ballot Notice read with explanatory statement thereto, Dr. (Mrs.) Deepali Pant Joshi is proposed to be appointed as an Independent Director of the Company for a term of 2 (Two) consecutive years w.e.f. February 10, 2024.</p> <p>Entitled for sitting fees for attending meetings of the Board and Board Committees, if any.</p>

Remuneration last drawn (including sitting fees, if any)	Not Applicable															
Remuneration proposed to be paid	No remuneration other than sitting fee for attending Board / Committee meetings is payable.															
Date of first appointment on the Board	February 10, 2024															
Shareholding in the Company	Nil															
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel/Promoters															
Number of meetings of the Board attended during the tenure	Not Applicable															
Directorships of other Boards	<table border="1"> <thead> <tr> <th>Name of Company / Firm</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>TVS Motor Company Limited</td> <td>Independent Director</td> </tr> <tr> <td>Ambadi Enterprises Limited</td> <td>Director</td> </tr> <tr> <td>Coromandel International Limited</td> <td>Independent Director</td> </tr> <tr> <td>Kan And More Private Limited</td> <td>Director</td> </tr> <tr> <td>Pahal Financial Services Private Limited</td> <td>Director</td> </tr> <tr> <td>Satya Microcapital Limited</td> <td>Independent Director</td> </tr> </tbody> </table>		Name of Company / Firm	Designation	TVS Motor Company Limited	Independent Director	Ambadi Enterprises Limited	Director	Coromandel International Limited	Independent Director	Kan And More Private Limited	Director	Pahal Financial Services Private Limited	Director	Satya Microcapital Limited	Independent Director
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Board Membership of other listed companies and the membership of Committees of the board	<table border="1"> <tbody> <tr> <td>Coromandel International Limited</td> <td>Corporate Social Responsibility and Sustainability Committee – Member.</td> </tr> <tr> <td>Satya Microcapital Limited (Debt Listed Company)</td> <td>Audit Committee – Chairperson Nomination &amp; Remuneration Committee – Member. Risk Management Committee – Member Corporate Social Responsibility Committee – Member Asset and Liability Management Committee – Member. Stakeholders Relationship Committee - Chairperson.</td> </tr> <tr> <td>Pahal Financial Services Private Limited (Debt Listed Company)</td> <td>Audit Committee – Member. Nomination &amp; Remuneration Committee – Member. Corporate Social Responsibility Committee – Chairperson Asset/Liability and Risk Management Committee – Chairperson.</td> </tr> </tbody> </table>		Coromandel International Limited	Corporate Social Responsibility and Sustainability Committee – Member.	Satya Microcapital Limited (Debt Listed Company)	Audit Committee – Chairperson Nomination & Remuneration Committee – Member. Risk Management Committee – Member Corporate Social Responsibility Committee – Member Asset and Liability Management Committee – Member. Stakeholders Relationship Committee - Chairperson.	Pahal Financial Services Private Limited (Debt Listed Company)	Audit Committee – Member. Nomination & Remuneration Committee – Member. Corporate Social Responsibility Committee – Chairperson Asset/Liability and Risk Management Committee – Chairperson.								
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Pahal Financial Services Private Limited (Debt Listed Company)	Audit Committee – Member. Nomination & Remuneration Committee – Member. Corporate Social Responsibility Committee – Chairperson Asset/Liability and Risk Management Committee – Chairperson.															
Directorships of other Listed Entities from which she resigned in the past three years	SREI Infrastructure Finance Limited – Resigned w.e.f. October 4, 2021 Multi Commodity Exchange of India Limited – Resigned w.e.f. August 7, 2021															
Membership / Chairmanship of Committees of other Boards	Nil															