AUROBINDO

December 20, 2022

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, 25th floor, Dalal Street, **MUMBAI -400 001** **Company Code No. 524804**

Dear Sir / Madam,

Sub: Notice of Postal Ballot.

Further to our letter dated 14th December 2022 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 14th December, 2022 together with the Explanatory Statement thereto, seeking approval of the Members to reappoint Mr. Girish Paman Vanvari (DIN: 07376482) as an Independent Director of the Company for a second term of five consecutive years from 5th November 2022 to 4th November, 2027.

In accordance with the applicable laws and circulars thereunder, the Postal Ballot 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, 16th December 2022, 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 Share Transfer Agent or Depository Participants, and in physical form to those Members whose email address is not so registered.

The Notice is also available on the website of the Company i.e., www.aurobindo.com and 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, December 14, 2022 are eligible for voting.

The remote e-voting will commence from Friday, 23rd December 2022 (9.00 a.m. IST) and will end on Saturday, 21st January 2023 (5.00 p.m. IST). The results of the Postal Ballot will be announced on or before Tuesday, 24th January 2023.

Please take the above information on record.

Yours faithfully,
For AUROBINDO PHARMA LIMITED

Digitally signed by ADIREDDY BADDIGAM
Date: 2022.12.20 14:50:15 +05'30'

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 - 500 038 T.S., INDIA Tel: +91 40 23736370 / 23747340 Fax: +91 40 23741080 / 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 / 6672, 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 the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022, issued by the Ministry of Corporate Affairs, Government of India (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 by way of Special Resolution for the matter as considered in the Resolution appended below through Postal Ballot ("Postal Ballot").

In terms of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the Members for the Postal Ballot undertaken up to 31st December 2022. However, since the declaration of the result of the proposed Postal Ballot would extend beyond 31st December 2022, the Company, as a matter of good governance, is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 16th December 2022, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with KFin Technologies Limited ("KFintech"), the Company's Registrar and Share Transfer Agent or Depository Participants, and in physical form to those Members whose email address is not so registered.

The Board of Directors of the Company recommends approval of the Members for the below Resolution. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent on or before 21st January 2023 (5.00 p.m. IST) by remote e-voting or by sending your assent or dissent in the enclosed postage prepaid envelop to Mr. A. Mohan Rami Reddy, the Scrutinizer, C/o. KFin Technologies Limited, Unit: Aurobindo Pharma Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001. The assent or dissent received from the Members after 21st January 2023 (5.00 p.m. IST) would be strictly treated as if a reply from the said Member has not been received.

SPECIAL BUSINESS

To reappoint Mr. Girish Paman Vanvari (DIN: 07376482) as an Independent Director 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 SEBI (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. Girish Paman Vanvari (DIN: 07376482), who was appointed as an Independent Director of the Company at the 34th Annual General Meeting of the Company and who holds office upto 5th November 2022, 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 5th November 2022 to 4th November 2027."

"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
B. Adi Reddy
Company Secretary
Membership No. ACS13709

Place: Hyderabad
Date: 14th December 2022

Registered Office:
Plot No.2, Maithrivihar
Ameerpet, Hyderabad – 500038, Telangana, India.
CIN - L24239TG1986PLC015190
Email: info@aurobindo.com

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 resolution proposed to be passed is annexed hereto.

2. The Company has appointed Mr. A. Mohan Rami Reddy (Membership No.F2147 and Certificate of Practice No.16660), Company Secretary in Practice, Hyderabad, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before 24th January 2023. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company's website (www.aurobindo.com) and on KFintech's web link (https://evoting.kfintech.com) and also will be displayed at the Registered Office and the Corporate Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting / receipt of postal ballot forms, i.e. 21st January 2023.

3. This Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as on the **Cut-off Date**, i.e. **Friday, 16th December 2022** as under:

Electronic form – Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with the KFintech, the Company's Registrar and Share Transfer Agent or Depository Participants and such Members are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot. Members who have received Postal Ballot Notice by email and wish to vote through physical form, are requested to download the Postal Ballot Form from the Company's website (www.aurobindo.com) or KFintech's website (https://evoting.kfintech.com) or seek duplicate Postal Ballot Form from KFintech and record their assent or dissent by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and sending the duly completed Postal Ballot Form by courier, registered / speed post (at the expense of the Members) so as to reach the Scrutinizer not later than 5.00 p.m. IST on 21st January 2023.

Physical form – Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelope is being sent in physical form to those Members whose email address is not registered with KFintech / Depository Participants and such Members are requested to record their assent or dissent either through remote e-voting facility provided for this Postal Ballot or by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and returning the duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. IST on 21st January 2023. A Member who has not received Postal Ballot Form may download the Postal Ballot Form from the Company's website (www.aurobindo.com) or KFintech's website (https://evoting.kfintech.com) or seek duplicate Postal Ballot Form from KFintech. The envelopes containing Postal Ballot Forms, if sent by courier, registered / speed post (at the expense of the Members) will also be accepted if received not later than 5.00 p.m. on 21st January 2023.

4. Members may note that the aforesaid 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 i.e., https://evoting.kfintech.com.

5. Kindly note that the Members can opt only one mode of voting, i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the Members cast their vote by physical ballot and remote e-voting, then voting done by remote e-voting shall prevail and voting done through valid physical ballot will be treated as invalid.

6. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on 16th December 2022. 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 notice for information purpose only.

7. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 submit the duly executed ISR1 form to KFintech or to the Company at their addresses.

8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact KFin Technologies Limited by e-mail at evoting@kfintech.com or 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 Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 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 Notice. The instructions for e-Voting are given herein 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 9^{th} December 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 / DPs 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 **23^{rd} December 2022 (9.00 a.m. IST) and ends on 21^{st} January 2023 (5.00p.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., 16^{th} December 2022).

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 Members holding shares in demat mode.

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

DETAILS ON STEP 1 ARE MENTIONED BELOW:

Login method for remote e-Voting for individual Members 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/IdeasDirectReg.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 holding shares in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest may follow the following procedure:**
	I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
	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/myeasi/ Registration/ EasiRegistration
	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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022 - 23058738** or **022 -23058542-43**

DETAILS ON STEP 2 ARE MENTIONED BELOW:

Login method for e-Voting for Members other than individual Members holding securities in demat mode and Members holding securities in physical 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 Postal Ballot 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 Members (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.”

B. Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/postalballot/. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.

ii. Alternatively, Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

C. General Instructions

i. **In case Members of the Company not registered their e-mail address:**

a) Members, who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily get their email address and mobile number submitted with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx.

b) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.

c) Alternatively, Members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

d) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on 23rd December 2022 and ends at 5.00 p.m. (IST) on 21st January 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 of 16th December 2022, 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 be passed on the last date of voting i.e. on 21st January 2023. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.aurobindo.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

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, Toll Free No. 1800 309 4001, at KFin Technologies Limited, [Unit: AUROBINDO PHARMA LIMITED], Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

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

The Members of the Company in their 34th Annual General Meeting held on 26th August 2021 approved the appointment of Mr. Girish Paman Vanvari as an Independent Director of the Company for a period of two years with effect from 5th November 2020. Accordingly, his first term as an Independent Director expired on 4th November 2022.

During his tenure as an Independent Director of the Company over the last two years, Mr. Girish Paman Vanvari has contributed immensely in 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. Girish Paman Vanvari 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, on 14th December 2022 proposed to recommend to the Members the reappointment of Mr. Girish Paman Vanvari as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from 5th November 2022 to 4th November 2027. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Girish Paman Vanvari for the office of Director.

The Company has received from Mr. Girish Paman Vanvari (i) 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. Girish Paman Vanvari has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Girish Paman Vanvari 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. Girish Paman Vanvari are provided as annexure to this Postal Ballot Notice.

In the opinion of the Board, Mr. Girish Paman Vanvari 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 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. Girish Paman Vanvari as an Independent Director of the Company for a second term for a period of five consecutive years commencing from 5th November 2022 to 4th November 2027 is being placed before the Members for their approval by way of a Special Resolution. Mr. Girish Paman Vanvari, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment Mr. Girish Paman Vanvari 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.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Girish Paman Vanvari, to whom the Resolution relates, are concerned or interested in the Resolution mentioned in the Postal Ballot Notice. The Board recommends the Resolution set forth in the Postal Ballot Notice 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 as given below:

Profile of Mr. Girish Paman Vanvari

Mr. Girish is a Fellow member of the Institute of Chartered Accountants of India with around three decades of consulting experience. He is the Founder of Transaction Square – a Tax, Regulatory and Business Advisory Firm.

Prior to his entrepreneurial venture, Mr. Girish had a 13 years stint with KPMG wherein he was the National Leader for Tax at KPMG India. He has regularly worked with many large multinationals and Indian promoter companies in advising them on various tax and regulatory issues. Further, he has built an exclusive legacy of work in M&A deals and restructuring transactions for some of the biggest deals in the industry. Prior to KPMG, Mr. Girish was at Arthur Andersen for over a decade.

Mr. Girish is a regular conference host, presenter and moderator at various tax conferences and seminars. He has been regularly featured in a number of international and Indian media outlets, newspapers and business magazines.

Age	50 years
Qualification	Fellow Member of the Institute of Chartered Accountants of India.
Experience (including expertise in specific functional area)/ Brief Resume	He has around three decades of consulting experience and he is the Founder of Transaction Square, Tax, Regulatory and Business Advisory Firm. He has built an exclusive legacy of work in M&A deals and restructuring transactions for some of the biggest deals in the industry. Prior to his entrepreneurial venture, Mr. Girish had a 13 years stint with KPMG wherein he was the National Leader for Tax at KPMG India. Prior to KPMG, Mr. Girish Paman Vanvari was at Arthur Andersen for over a decade.
Terms and Conditions of Appointment / Reappointment	As per the Resolution in the Postal Ballot Notice read with explanatory statement thereto, Mr. Girish Paman Vanvari is proposed to be reappointed as an Independent Director of the Company for the second term of five consecutive years w.e.f.5th November 2022. Entitled for sitting fees for attending meetings of the Board and Board Committees.
Remuneration last drawn (including sitting fees, if any)	During the financial year ended on 31st March 2022 sitting fee of ₹31 lakhs was paid to Mr.Girish. During the current financial year sitting fee of ₹15 lakhs was paid till date to Mr.Girish.
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	5th November 2020.
Number of shares held 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 (as on date of this notice)	He attended all four Board meetings held during the year.

Directorships of other Boards	Tarsons Products Limited Investor Acquisition Corp Himadri Speciality Chemical Limited Rategain Travel Technologies Limited Kolte Patil Developers Limited Avon Cycles Limited Blue Jet Healthcare Limited	
Board Membership of other listed companies and the Membership of Committees of the board	Himadri Specialty Chemical Limited	Audit Committee Chairman
	Tarsons Products Limited	Audit Committee Chairman
		Risk Management Committee Chairman
		Nomination and Remuneration Committee member
	Rategain Travel Technologies Limited	Audit Committee Chairman
		Nomination and Remuneration Committee Chairman
		Risk Management Committee member
	Kolte-Patil Developers Limited	Audit Committee member
		Nomination and Remuneration Committee member
		Risk Management Committee member
Directorships of other Listed Entities from which he resigned in the past three years	NIL	
Membership/Chairmanship of Committees of other Boards	Avon Cycles Limited	Audit Committee member
		CSR Committee member
		Nomination and Remuneration Committee member
	Blue Jet Healthcare Limited	Audit Committee Chairman
		Risk Management Committee member
		Nomination and Remuneration Committee member