



AUROBINDO PHARMA LIMITED

(CIN - L24239TG1986PLC015190)

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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

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Aurobindo Pharma Limited will be held on **Friday, the 25th day of August 2023 at 3.30 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and report of Auditors thereon.
3. To confirm the interim dividend of ₹ 3.00 per equity share of ₹ 1 each, as dividend paid for the financial year 2022-23.
4. To appoint a Director in place of Dr. M. Sivakumaran (DIN: 01284320) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

5. To appoint a Director in place of Mr. P. Sarath Chandra Reddy (DIN: 01628013) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

SPECIAL BUSINESS

6. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24 pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013, by passing with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of ₹ 650,000/- (Rupees six lakhs and fifty thousand only) excluding applicable taxes payable to M/s. EVS & Associates, Cost Accountants, Hyderabad, for conducting audit of the cost records of the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

By Order of the Board

B. Adi Reddy

Company Secretary

Membership No. ACS 13709

Place: Hyderabad
Date : May 27, 2023

NOTES

- 1 Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as the "Circulars"), companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the aforesaid Circulars, the 36th AGM of the Company is being held through VC / OAVM.
- 2 Pursuant to the provisions of the Companies Act, 2013 (the "Act"), generally a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3 Institutional/Corporate Members (i.e. other than individuals/ HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and cast it's votes through e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to anderam@rediffmail.com with a copy marked to evoting@kfintech.com.
- 4 The Explanatory Statement setting out all material facts pursuant to Section 102 of the Act with respect to the Special Business set out in the Notice, is annexed and forms part of the Notice.
- 5 The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice are also available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@aurobindo.com.
- 6 The Register of Members and Share Transfer Books of the Company will remain closed from August 23, 2023, to August 25, 2023 (both days inclusive).
- 7 The Board of Directors of the Company has declared interim dividend of ₹ 3.00 per share of ₹ 1 each for the financial year 2022-23 and the same was paid on March 3, 2023.
- 8 During the financial year, the unpaid / unclaimed third interim dividend for the financial year 2014-15, interim dividend, second interim dividend and third interim dividend for the financial year 2015-16 were transferred to the Investor Education and Protection Fund (IEPF). The Company has uploaded the details of the unpaid and unclaimed dividend amounts of the previous years on the website of the Company (www.aurobindo.com) and on the website of Ministry of Corporate Affairs. The fourth Interim unpaid / unclaimed dividends for the financial year 2015-16 and other unpaid / unclaimed dividends for the financial year 2016-17 will be transferred to the IEPF of the Central Government on respective due date(s) along with eligible equity shares. To claim the equity shares and dividends that were transferred to IEPF, Members may file e-Form IEPF 5 with the Ministry of Corporate Affairs and submit all the required documents as prescribed under IEPF Rules. The concerned members / Investors are advised to file Web based e-Form IEPF 5 with the Ministry of Corporate Affairs using the web link <https://www.mca.gov.in/mcafoportal/login.do> or contact KFin Technologies Limited, the Registrar and Transfer Agent (RTA) of the Company or send email to ig@aurobindo.com, for assistance/ clarification in regard to claim for refund of shares and / or dividend from IEPF Authority.

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The following are the due dates for transfer of unclaimed / unpaid dividends for the financial year 2015-16 and thereafter to IEPF:

| Financial year | Dividend | Declaration Date | Due Date |
|----------------|----------------------------------|-------------------|--------------------|
| 2015-16 | 4 th Interim Dividend | May 30, 2016 | July 5, 2023 |
| 2016-17 | Interim Dividend | November 14, 2016 | December 20, 2023 |
| 2016-17 | 2 nd Interim Dividend | May 29, 2017 | July 3, 2024 |
| 2017-18 | Interim Dividend | November 9, 2017 | December 14, 2024 |
| 2017-18 | 2 nd Interim Dividend | February 7, 2018 | March 14, 2025 |
| 2018-19 | Interim Dividend | November 12, 2018 | December 17, 2025 |
| 2018-19 | 2 nd Interim Dividend | February 7, 2019 | March 14, 2026 |
| 2019-20 | Interim Dividend | November 12, 2019 | January 16, 2027 |
| 2019-20 | 2 nd Interim Dividend | February 6, 2020 | April 12, 2027 |
| 2020-21 | Interim Dividend | August 12, 2020 | October 17, 2027 |
| 2020-21 | 2 nd Interim Dividend | November 11, 2020 | January 16, 2028 |
| 2020-21 | 3 rd Interim Dividend | February 19, 2021 | April 16, 2028 |
| 2021-22 | Interim Dividend | August 12, 2021 | September 16, 2028 |
| 2021-22 | 2 nd Interim Dividend | November 8, 2021 | December 13, 2028 |
| 2021-22 | 3 rd Interim Dividend | February 9, 2022 | March 16, 2029 |
| 2021-22 | 4 th Interim Dividend | May 30, 2022 | July 4, 2029 |
| 2022-23 | Interim Dividend | February 9, 2023 | March 16, 2030 |

9. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's RTA. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).
10. In terms of Schedule I of the SEBI (LODR) Regulations, 2015, the listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the Members. Accordingly, Members holding securities in dematerialized mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details in form ISR-1 to the Company's Registrar and Transfer Agent.
11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023, vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.aurobindo.com/investors/shareholder-information/registrar-and-share-transfer-agent>.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023, or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Non-Resident Indian Members are requested to inform KFinTech / respective DPs, immediately of any change in their residential status on return to India for permanent settlement by submitting particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not already furnished.

12. In accordance with amendments to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, request for transferring physical shares will not be accepted by the Company and/or its Registrar and Share Transfer Agent, KFinTech. However, transmission and transposition of shares in physical form are permitted. Transfer(s) of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to electronic / dematerialized form.

13. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company.
14. In compliance with the aforesaid Circulars, the Notice of AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report 2022-23 is also available on the Company's website www.aurobindo.com, 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, and on the website of KFin Technologies Limited, <https://www.kfintech.com> (<https://evoting.kfintech.com>)
15. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of the Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. August 18, 2023, to exercise their right to vote by electronic means on all of the agenda items specified in the accompanying Notice of AGM.
16. For receiving all communication (including Annual Report) from the Company electronically and to register / update bank details for receipt of dividends:
- Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP as per the process advised by the DP.
- The members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.
- For availing the following investor services by the shareholders holding shares in physical mode, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited, either by email at einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Aurobindo Pharma Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032:
- To register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode – Form **ISR-1**
 - To update of signature of securities holder – Form **ISR-2**
 - For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 - Form **SH-13**
 - Declaration to opt out - Form **ISR-3**
 - Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee - Form **SH-14**
 - Form for requesting issue of duplicate certificate and other service requests for shares / debentures /bonds, etc., held in physical form - Form **ISR-4**
- The above forms are available at <https://www.aurobindo.com/investors/shareholder-information/registrar-and-share-transfer-agent>.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. In terms of the provisions of Section 152 of the Act, Dr. M. Sivakumaran and Mr. P. Sarath Chandra Reddy, are the Directors who retire by rotation at this AGM. Brief resume of Directors who are proposed to be appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India, are forming part of the Notice and appended to the Notice.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
20. The Company has appointed M/s. KFin Technologies Limited (KFinTech), Registrar and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
21. Pursuant to the provisions of the Circulars on the VC/ OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the AGM venue is not required.

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22. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
23. Up to 2,000 members will be able to join on a first come first serviced basis to the AGM.
24. No restriction is applicable for joining into the AGM in respect of large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Further, the facility for voting through electronic voting system will also be made available during the AGM ("Insta Poll") and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the AGM through Insta Poll.
- iii. The Company has engaged the services of KFintech as the agency to provide e-voting facility.
- iv. Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- v. Individual demat account holders would be able to cast their vote without having to register again with the

e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- vi. The remote e-Voting period commences on August 22, 2023 (9.00 a.m.) and ends on August 24, 2023 (5 p.m.).
- vii. 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., August 18, 2023).
- viii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- x. The detailed process and manner for remote e-Voting and e-AGM are explained herein below:

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

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

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFintech system to participate in e-AGM and vote at the AGM.

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 securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility may follow the following procedure:</p> <ol style="list-style-type: none"> 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 Ltd or select e-Voting service provider “KFintech” and you will be re-directed to the Voting page of KFintech to cast your vote without any further authentication. <p>2. User not registered for IDeAS e-Services may follow the following procedure:</p> <ol style="list-style-type: none"> 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. <p>3. Alternatively the users may directly access the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 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 securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasinew/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 Ltd 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>2. User not registered for Easi/Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasinew/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. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 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 & 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 Ltd 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. |
| Individual Shareholders login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> 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 Ltd 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.

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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 |
|---------------------------|--|
| 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company / Depository 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) xxxx, 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 Ltd- AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id 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) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM 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/mobileereg/mobileemailreg.aspx>. 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 Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the AGM.

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the AGM.
- iii. Members are encouraged to join the AGM through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at ig@aurobindo.com. Questions /queries received by the Company till August 22, 2023 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting during the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and voting during the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2,000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend AGM through VC / OAVM and vote during the AGM.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mrs. C. Shobha Anand, Deputy Vice President, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 18, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the AGM may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from Tuesday, August 22, 2023, 9.00 a.m. IST to Wednesday, August 23, 2023, 5.00 p.m. IST. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the AGM can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login, select 'Post Your Question' option which will be opened from August 22, 2023, to August 23, 2023.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. Mr. A. Mohan Rami Reddy, Practicing Company Secretary, bearing C.P. Number 16660 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer will, after the conclusion of voting at the AGM, scrutinise the votes cast at the AGM (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.aurobindo.com and on the website of KFintech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., August 25, 2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No.6 - Ratification of Remuneration to Cost Auditors for FY 2023-24**

The Board, on the recommendation of the Audit Committee, has approved on May 27, 2023, the appointment of M/s. EVS & Associates, Cost Accountants, Hyderabad, at a remuneration of ₹ 650,000/- (Rupees six lakh fifty thousand only) excluding applicable taxes and reimbursement of actual expenses, to conduct the Cost Audit of the Company's cost records for the financial year 2023-24. The current year recommended remuneration of cost auditor is equal to the previous year remuneration, and this is after considering the transfer of several manufacturing units of the Company to Apitoria Pharma Private Limited, a wholly owned subsidiary of the Company w.e.f. April 1, 2023. Though the scope of cost audit work is reduced when compared to the previous financial year, the remuneration to the cost auditor recommended for the financial year 2023-24 is commensurate with the scope of work involved.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No.6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth in Item No.6 of the Notice for approval of the Members of the Company.

By Order of the Board

B. Adi Reddy

Company Secretary

Membership No. ACS 13709

Place: Hyderabad

Date : May 27, 2023

Registered Office:

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

Telangana, India.

Email: info@aurobindo.com Website: www.aurobindo.com

Notice Contd.

Details of the Directors proposed to be appointed/re-appointed at the AGM scheduled to be held on August 25, 2023 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as given below:

Brief profile of Dr. M. Sivakumaran

Dr. M. Sivakumaran has about 48 years of experience in the pharmaceutical industry. He is responsible for the technological evolution of the Company. Dr. M. Sivakumaran is a Whole-time Director of the Company and looks after research and development, generic product development and total quality management activities.

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| Age | 80 |
| Qualification | Postgraduate in Science and PhD |
| Experience (including expertise in specific functional area)/ Brief Resume | He has about 48 years of experience in the pharmaceutical industry. He is responsible for the technological evolution of the Company. Dr. M. Sivakumaran looks after research and development, generic product development and total quality management. |
| Terms and Conditions of Appointment/Reappointment | Dr. M. Sivakumaran seeking reappointment as director who retires by rotation |
| Remuneration last drawn (including sitting fees, if any) | ₹ 23.33 million as a Whole-time Director for the year ended March 31, 2023. |
| Remuneration proposed to be paid | The proposal is for appointment as a director on retirement by rotation. |
| Date of first appointment on the Board | March 30, 1992 |
| Shareholding in the Company as on March 31, 2023 | 14,491,360 equity shares of ₹ 1 each |
| 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 ended March 31, 2023. | 4 |
| Directorships of other Boards as on March 31, 2023 | CuraTeQ Biologics Private Limited Tergene Biotech Limited Auroactive Pharma Private Limited Auro Peptides Limited APL Healthcare Limited Eugia Steriles Private Limited Aurobindo Pharma Foundation |
| Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2023 | Nil |
| Directorships of other listed entities from which he resigned in the past three years | Nil |
| Membership/Chairmanship of Committees of other Boards as on March 31, 2023 | Member of Nomination and Remuneration Committee and Audit Committee of Auro Peptides Limited and Member of CSR Committee of APL Healthcare Limited |

The members of the Company at their 34th Annual General Meeting held on August 26, 2021, re-appointed Dr. M. Sivakumaran as whole-time director of the Company for a period of 3 years with effect from June 1, 2021. Since Dr. M. Sivakumaran attained the age of 78 years at the time of re-appointment, the members re-appointed him by passing a special resolution.

Brief profile of Mr. P. Sarath Chandra Reddy.

Mr. P. Sarath Chandra Reddy (DIN: 01628013) is a graduate in Business Administration. He is a second-generation entrepreneur experienced in general management and has expertise in project executions, IT, procurement and other aspects of the business.

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| Age | 38 |
| Qualification | Graduate in Business Administration |
| Experience (including expertise in specific functional area)/ Brief Resume | He is a second-generation entrepreneur experienced in general management and has expertise in project executions, IT, procurement, etc. |
| Terms and Conditions of Appointment/Reappointment | Mr. P. Sarath Chandra Reddy is seeking reappointment as director who retires by rotation. |
| Remuneration last drawn (including sitting fees, if any) | He was a whole-time director of the Company upto November 12, 2022, and continues as a non-executive director. Mr. Sarath has drawn ₹ 8.16 million remuneration as a Whole-time Director during the period from April 1, 2022 to November 12, 2022. |
| Remuneration proposed to be paid | The proposal is for appointment as a non-executive director on retirement by rotation. He is entitled for sitting fee for attending Board / Committee meetings. |
| Date of first appointment on the Board | September 27, 2007 |
| Shareholding in the Company as on March 31, 2023 | Not holding any shares directly but a beneficial owner through a family trust that owns shares in the Company. |
| Relationship with other Directors/Key Managerial Personnel | He is related to Mr. P. V. Ramprasad Reddy, Director of the Company. |
| Number of meetings of the Board attended during the year ended March 31, 2023 | 3 |
| Directorships of other Boards as on March 31, 2023 | APL Healthcare Limited Shreas Industries Limited PVR Chemphar Private Limited Auronext Pharma Private Limited Aurobindo Pharma Foundation |
| Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2023 | Nil |
| Directorships of other listed entities from which he resigned in the past three years | Nil |
| Membership/Chairmanship of Committees of other Boards as on March 31, 2023 | Member of CSR Committee of Auronext Pharma Private Limited and APL Healthcare Limited |