



AUROBINDO PHARMA LIMITED

Regd. Office: Plot No.2, Maitrivihar, Ameerpet, Hyderabad – 500 038

(CIN :L24239TG1986PLC015190)

Tel No. 040- 23736370 Fax No.040 – 23747340 E-mail: info@aurobindo.com website : www.aurobindo.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Aurobindo Pharma Limited will be held on Thursday, **the 9th day of July, 2015 at 3.00 p.m. at Taj Deccan, Road No.1, Banjara Hills, Hyderabad – 500034** to transact the following Special Business:

1. To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To approve issue of Bonus Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.1/- (Rupee one only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under Employee Stock Option Plan (ESOP) 2006 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

By Order of the Board

Place : Hyderabad
Date : May 28, 2015

A. Mohan Rami Reddy
AVP(Legal) & Company Secretary

Notes:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.*
2. *A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.*
3. The notice of Extraordinary General Meeting is being sent by Electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their Email addresses physical copies of the notice of Extraordinary General Meeting are being sent by the permitted mode. Details of the process and the manner of E-voting along with the User ID and Password are being sent separately to all the members along with the Notice.

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.1

The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Importantly, the substantive Sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association (“AoA”) of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AoA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions. It is therefore considered expedient to replace the existing AoA with an entirely new set of AoA. The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the provisions of the Companies Act, 2013. The proposed new draft AoA is being uploaded on the Company’s website www.aurobindo.com for information of the shareholders and also kept available for inspection during office hours at the registered office of the Company up to the date of the meeting.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

Item No.2

The equity shares of the Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company’s equity shares in the Market. The market price of the Company’s shares has also increased significantly. In order to improve the liquidity of the Company’s shares in the stock market, the Board of Directors of the Company at their meeting held on May 28, 2015, considered it desirable to recommend issue of Bonus shares in the ratio of 1:1 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus Shares inter alia, requires appropriate adjustments with respect to all options under Employee Stock Option Plan, such that all the options outstanding on a Record Date to be determined by the Board of Directors of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised shall also be appropriately adjusted.

The issue of Bonus shares by capitalization of reserves is authorised by the existing Articles of Association of the Company as well as the proposed amended Articles of Association of the Company in conformity with the Companies Act, 2013.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding and outstanding grants under ESOP in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

By Order of the Board

**Place : Hyderabad
Date : May 28, 2015**

**A. Mohan Rami Reddy
AVP(Legal) & Company Secretary**



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Extraordinary General Meeting – Thursday, 9th July, 2015

Attendance Slip

Folio No./Client Id: _____

No. of Shares: _____

Name and address of
First/Sole Shareholder: _____

I, hereby record my presence at the Extraordinary General Meeting of the Company to be held on – Thursday, 9th July, 2015 at 3.00 p.m at Taj Deccan, Road No.1, Banjara Hills, Hyderabad 500 034.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.



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Extraordinary General Meeting –Thursday, 9th July, 2015

Proxy Form

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No. /Client Id: _____ DP ID: _____

I/We, being member(s) of Aurobindo Pharma Limited, holding _____ shares of the Company, hereby appoint:

A. Name: _____

Address: _____

E-mail Id: _____ Signature: _____

or failing him

B. Name: _____

Address: _____

E-mail Id: _____ Signature: _____

or failing him

C. Name: _____

Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Extraordinary General Meeting of the Company to be held on – Thursday, 9th July, 2015 at 3.00 p.m. at Taj Deccan, Road No.1, Banjara Hills, Hyderabad 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Adoption of Articles of Association
2	Issue of Bonus Shares

Signed this _____ day of _____ 2015

Revenue
Stamp

Notes:

- a) Proxy need not be a member of the Company.
- b) The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company’s Registered Office: Plot No.2, Maitrivihar, Ameerpet, Hyderabad 500 038 at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.