

August 5, 2024

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

Sub: Notice of 37th Annual General Meeting

Further to our letter dated July 30, 2024 intimating the date of 37th Annual General Meeting (AGM) of the Members of the Company and pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed Notice of 37th Annual General Meeting of the Company to be held on **Thursday, August 29, 2024 at 3.30 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which is being sent to the shareholders of the Company through electronic mode.

Please take the information on record.

Thanking you,

Yours faithfully,

For AUROBINDO PHARMA LIMITED

B. Adi Reddy
Company Secretary

Encl: as above.

AUROBINDO PHARMA LIMITED

www.aurobindo.com

(CIN : L24239TG1986PLC015190)

PAN No. AABCA7366H

Corp. Off.: Galaxy, Floors: 22-24, Plot No.1, Survey No.83/1, Hyderabad Knowledge City, Raidurg Panmaktha, Ranga Reddy District, Hyderabad – 500 032, Telangana, India.

Tel : +91 40 6672 5000 / 6672 1200 Fax: +91 40 6707 4044.

Regd.off.: Plot No.2, Maithrivihar, Ameerpet, Hyderabad -500 038 T.S., INDIA Tel: +91 40 2373 6370 / 2374 7340 Fax: +91 40 2374 1080 / 2374 6833
Email: info@aurobindo.com Website: www.aurobindo.com



AUROBINDO PHARMA LIMITED

(CIN - L24239TG1986PLC015190)

Regd. Office: Plot No.2, Maithriviham, Ameerpet, Hyderabad – 500 038, Telangana, India.
Tel No.: +91 40 2373 6370, Fax No.: +91 40 2374 1080

Corp. Office: Galaxy, Floors 22-24, Plot No. 1, Survey No. 83/1, Hyderabad Knowledge City,
Raidurg Panmaktha, Hyderabad – 500 032, Telangana, India.
Tel No.: +91 40 66725000/66721200, Fax No.: +91 40 67074044

E-mail: info@aurobindo.com; Website: www.aurobindo.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Aurobindo Pharma Limited will be held on **Thursday, the 29th day of August 2024 at 3:30 PM 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, 2024, 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, 2024, and report of Auditors thereon.
3. To confirm the interim dividend of ₹3.00 and second interim dividend of ₹1.50 in aggregate ₹4.50 per equity share of ₹1 each, as dividend paid for the financial year 2023-24.
4. To appoint a Director in place of Mr. K. Nithyananda Reddy (DIN: 01284195) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.
5. To appoint a Director in place of Mr. M. Madan Mohan Reddy (DIN: 01284266) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

SPECIAL BUSINESS

6. **To re-appoint Mr. K. Nithyananda Reddy (DIN: 01284195) as Vice Chairman & Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director, be and is hereby re-appointed as Vice Chairman & Managing Director of the Company for a period of three years with effect from June 1, 2024, whose term of office shall be liable to determination by retirement of directors by rotation at a remuneration and perquisites as detailed below with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. K. Nithyananda Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

A	Salary	₹23,50,000 per month
B	House Rent Allowance	₹15,66,670 per month
C	Medical Reimbursement	(i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. (ii) Mediclaim insurance as per rules of the Company.
D	Leave Travel Concession	For self & family once in a year as per the rules of the Company
E	Personal Accident Insurance	Premium not exceeding ₹25,000 per annum
F	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
G	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
H	Provision of Company's car with driver.	
I	Provision of free telephone at residence.	
J	Encashment of leave as per the rules of the Company	

7. To re-appoint Mr. M. Madan Mohan Reddy (DIN: 01284266) as Whole-time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, Mr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director, be and is hereby re-appointed as Whole-time Director of the Company for a period of three years with effect from June 1, 2024, whose term of office shall be liable to determination by retirement of directors by rotation at a remuneration and perquisites as detailed below with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. M. Madan Mohan Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

8. To approve the continuation of Mr. P. V. Ramprasad Reddy (DIN: 01284132) as Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 17 (1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other consents/approvals as may be required, approval of Members be and is hereby accorded for the continuation of Mr. P. V. Ramprasad Reddy (DIN: 01284132), as Non-Executive Director on the Board of the Company, whose term of office shall not be liable to determination by retirement of directors by rotation, subject to approval of the Members at least once in every five years."

9. To ratify the remuneration payable to the Cost Auditors for the financial year 2024-25 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 Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of ₹6,50,000/- (Rupees six lakhs and fifty thousand only) excluding applicable taxes payable to M/s. EVS & Associates, Cost Accountants, Hyderabad, appointed by the Board of Directors, on the recommendation of the Audit Committee, as Cost Auditors of the Company for conducting audit of the

cost records of the Company for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified."

10. To approve payment of commission to independent directors by passing with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 197 of the Companies Act, 2013 ("the Act") and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum up to one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, but not exceeding Rupees twenty lakhs per independent director in any financial year be paid to and distributed amongst the independent directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, commencing from April 1, 2024."

"RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

By Order of the Board of Directors
of **Aurobindo Pharma Limited**

B. Adi Reddy

Company Secretary
Membership No. ACS 13709

Place: Hyderabad
Date: May 25, 2024

NOTES

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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 and also to send the copies of annual report in electronic mode to those members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the 37th AGM of the Company is being held through VC/OAVM. The Corporate Office of the Company shall be deemed to be the venue for the said AGM.
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/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and cast its votes through e-voting. The said Resolution/Authorisation 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 27, 2024, to August 29, 2024 (both days inclusive).
7. The Board of Directors of the Company has declared interim dividend of ₹3.00 and second interim dividend of ₹1.50 aggregating to ₹4.50 per share of ₹1 each for the financial year 2023-24 and the same was paid on December 4, 2023 and March 4, 2024 respectively.
8. Members are requested to note that dividends that remain unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the corresponding shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

During the financial year, the unpaid/unclaimed fourth interim dividend for the financial year 2015-16 and interim dividend for the financial year 2016-17 were transferred to 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 second Interim unpaid/unclaimed dividends for the financial year 2016-17 and other unpaid/unclaimed dividends for the financial year 2017-18 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 (KFintech), 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.

The following are the due dates for transfer of unclaimed/unpaid dividends for the financial year 2016-17 and thereafter to IEPF:

Financial year	Dividend	Declaration Date	Due Date
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
2023-24	Interim Dividend	November 9, 2023	December 14, 2030
2023-24	2 nd Interim Dividend	February 10, 2024	March 17, 2031

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), etc., for making payments like dividend to the Members. Accordingly, Members holding securities in dematerialised 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 vide various circulars, mandated the submission of PAN, KYC details and nomination by holders of physical securities by and linking PAN with Aadhaar. Shareholders holding shares in physical form 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>. Shareholders holding shares in electronic form are requested to submit their PAN to their DP.

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 Listing Regulations, physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, requests for transferring physical shares will not be accepted by the Company and/or its Registrar and Share Transfer Agent, KFinTech. Even in case of transmission, transposition and duplicate issue of shares, letter of confirmations are issued to the shareholders in lieu of physical share certificates to enable them to make a request to DP for dematerialising their shares. 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/dematerialised 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 2023-24 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 2023-24 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 KFinTech, <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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 22, 2024, 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:

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, KFinTech at einward.ris@kfintech.com, to receive copies of the Annual Report 2023-24 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, KFinTech, 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 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, Mr. K. Nithyananda Reddy, Vice-Chairman & Managing Director and Mr. M. Madan Mohan Reddy, Whole-time director are liable to retire by rotation and proposed to be re-appointed, as their tenure is expiring at this AGM. Nomination and Remuneration/Compensation Committee and the Board of Directors of the Company recommended their respective appointments/reappointments. Brief resume of Directors who are proposed to be appointed/re-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, 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 has been dispensed with.
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.
25. The Members may kindly note that in accordance with SEBI Circular No. SEBI/HO/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, SEBI has established a common SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal) for resolution of disputes arising in the Indian Securities Market. Accordingly, the Company has registered on the newly launched SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>, to resolve any outstanding disputes between Members and the Company (including RTA).

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 Meeting ("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 Meeting through Insta Poll.
- iii. The Company has engaged the services of KFinTech as the agency to provide e-voting facility.
- iv. However, 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 26, 2024 (9.00 AM) and ends on August 28, 2024 (5.00 PM).

During this period, Members holding shares either in physical form or in dematerialised form, as on Thursday, August 22, 2024, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by KFinTech for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from August 26, 2024 (9.00 AM) and ending on August 28, 2024 (5.00 PM), or e-voting during the AGM. Members who have voted on some of the resolutions during the said remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.

- 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 22, 2024).
- 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 KFin system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities 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.

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	1. Existing user who have opted for Easi/Easiest may follow the following procedure: - Visit URL https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. - 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: - Option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login Registration - Proceed to complete registration using your DP ID-ClientID (BO ID), etc. - 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 - Visit URL: www.cdslindia.com - Provide your Demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile number & Email as recorded in the demat Account. - 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	- You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. - 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. - Click on options available against Aurobindo Pharma Limited or e-Voting service provider - Kfintech and you will be redirected to e-Voting page of Kfintech to cast your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 - 4886 7000/022 - 2499 7000.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

Details on Step 2 are mentioned below:

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 Participants (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 AM to 6:00 PM on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach the 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. 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).
- xi. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by e-mail to anderam@rediffmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN No."

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

Shareholders holding shares in physical form are requested as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, to register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Shareholder can register/update the contact details through submitting the requisite ISR 1 Form along with the supporting documents.

ISR 1 Form can be obtained from the following web link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): The authorised person of the RTA shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials; or
- b) by submitting self-attested physical copies at the following address:

Name: KFin Technologies Limited
 [Unit: AUROBINDO PHARMA LIMITED]
 Address: Selenium Building, Tower-B, Plot No 31 & 32
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad, Rangareddy, Telangana
 India – 500 032, or

- c) by submitting through electronic mode with e-sign in the following web link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQs can be found on the web link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held.

- (B) 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 meeting.

- 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 meeting. 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 Meeting.
- iii. Members are encouraged to join the Meeting 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.
- 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@aurbindo.com. Questions/ queries received by the Company till August 26, 2024 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 vote 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 and vote during the AGM through VC/OAVM.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on August 22, 2024, 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 meeting 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 Monday, August 26, 2024, 9.00 AM IST to Tuesday, August 27, 2024, 5.00 PM IST. Members shall be provided a 'queue number' before the meeting. 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 meeting 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 26, 2024 to August 27, 2024.
 - 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.
 - 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. Mr. A. Mohan Rami Reddy has communicated his willingness to act as the Scrutinizer for this e-voting process. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinise the votes cast at the Meeting (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 Meeting 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. These results will also be displayed along with the Scrutinizer's Report at the Registered Office and Corporate Office of the Company.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM, i.e., August 29, 2024.

Payment of Dividend through electronic mode only for Physical Folios:

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders holding securities in physical form, whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature), shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024.**

You may also refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39)

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Aurobindo Pharma Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self -attested and dated OR
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder OR
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the Company and on the website of KFinTech; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination

Application(s) by our RTA, KFINTECH

Members are requested to note that as an ongoing endeavour to enhance shareholders experience and leverage new technology, KFinTech has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA , KFinTech, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register/signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest , Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

This cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of their grievances.

Online Personal Verification:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, our RTA engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits of OPV are:

- A fully digital process, only requiring internet access and a device
- Effectively reduces fraud for remote and unknown applicants and
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

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

Item No. 6 – To re-appoint Mr. K. Nithyananda Reddy (DIN: 01284195) as Vice Chairman & Managing Director

Mr. K. Nithyananda Reddy (DIN: 01284195) was re-appointed as Whole-time Director designated as Vice Chairman of the Company with effect from June 1, 2021 for a period of 3 years which was approved at the 34th Annual General Meeting of the Company held on August 26, 2021. Further, Mr. K. Nithyananda Reddy was re-designated as Vice Chairman & Managing Director of the Company with effect from January 1, 2022 till the end of current tenure of his appointment i.e. May 31, 2024, which was approved by the Members through Postal Ballot held on February 11, 2022.

Mr. K. Nithyananda Reddy is one of the promoters of the Company. The Board considering the significant contribution made by him in the growth and development of the Company and based on the recommendation of Nomination and Remuneration/Compensation Committee, re-appointed Mr. K. Nithyananda Reddy as Vice Chairman & Managing Director of the Company with effect from June 1, 2024 for a period of three years, subject to the approval of Members at the general meeting.

The terms of re-appointment of Mr. K. Nithyananda Reddy and remuneration payable to him are as set out in Item No.6 of the Notice. Presently, Mr. K. Nithyananda Reddy is drawing a remuneration of ₹47 million p.a. and other perquisites.

Additional information in respect of Mr. K. Nithyananda Reddy pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings is appended to the Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. K. Nithyananda Reddy to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item 6 of the Notice for approval of the Members of the Company.

Item No. 7 – To re-appoint Mr. M. Madan Mohan Reddy (DIN: 01284266) as Whole-time Director

Mr. M. Madan Mohan Reddy (DIN: 01284266) was re-appointed as Whole-time Director of the Company with effect from June 1, 2021 for a period of 3 years which was approved at the 34th Annual General Meeting of the Company held on August 26, 2021. The Board considering the significant contribution made by him in the growth and development of the Company and based on the recommendation of Nomination and Remuneration/Compensation Committee, re-appointed Mr. M. Madan Mohan Reddy as Whole-time Director of the Company with effect from June 1, 2024 for a period of three years, subject to the approval of Members at the general meeting.

The terms of re-appointment of Mr. M. Madan Mohan Reddy and remuneration payable to him are as set out in Item No. 7 of the Notice. Presently Mr. M. Madan Mohan Reddy is drawing a remuneration of ₹60 million p.a. and other perquisites.

Additional information in respect of Mr. M. Madan Mohan Reddy pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings is appended to the Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. M. Madan Mohan Reddy, to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item 7 of the Notice for approval of the Members of the Company.

Item No.8 - To approve the continuation of Mr. P. V. Ramprasad Reddy (DIN: 01284132) as Non-Executive Director of the Company

As per the clause (1D) of Regulation 17, inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, with effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment.

Further, the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

Mr. P. V. Ramprasad Reddy (DIN: 01284132), is one of the promoters of the Company and a Director since the inception of the Company and played an instrumental role in the growth of the Company. The shareholders of the Company at their 24th Annual General Meeting held on July 29, 2011, re-appointed Mr. P. V. Ramprasad Reddy as a Whole-time Director with effect from June 29, 2011 and whose term of office shall not be liable to determination by retirement of Directors by rotation. Upto November 30, 2012 Mr. P. V. Ramprasad Reddy was a Whole-time Director of the Company. With effect from December 1, 2012 he relinquished his executive responsibilities and continues as a non-executive director of the Company. He is non-executive director whose term of office shall not be liable to determination by retirement of directors by rotation. Hence, in compliance of the above provisions, the approval of the Members is being sought to continue Mr. P. V. Ramprasad Reddy as Non-Executive Director, whose term of office shall not be liable to determination by retirement of directors by rotation, subject to approval of the Members in every five years.

The Board based on the recommendation of Nomination and Remuneration/Compensation Committee, approved continuation of Mr. P. V. Ramprasad Reddy as non-executive director of the Company, not liable to retire by rotation, subject to the approval of Members at least once in every five years.

Additional information in respect of Mr. P. V. Ramprasad Reddy pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings is appended to the Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. P. V. Ramprasad Reddy and his relative, Mr. P. Sarath Chandra Reddy, are interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item 8 of the Notice for approval of the Members of the Company.

Item No.9 - Ratification of Remuneration to Cost Auditors for FY 2024-25

The Board, on the recommendation of the Audit Committee, has approved on May 25, 2024, the appointment of M/s. EVS & Associates, Cost Accountants, Hyderabad, at a remuneration of ₹6,50,000/- (Rupees six lakh fifty thousand only) excluding applicable taxes to conduct the Cost Audit of the Company's cost records for the financial year 2024-25.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of 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.9 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 recommends the Ordinary Resolution set forth in Item No.9 of the Notice for approval of the Members of the Company.

Item No.10 - To approve payment of commission to independent directors.

The Section 197 read with Schedule V of the Companies Act, 2013 ("the Act") permits payment of remuneration

to the Non-executive Directors of a Company by way of commission not exceeding 1% per annum of the net profits of the Company if members of the Company approve such payment by passing a Special Resolution.

Taking into account the increased role & responsibilities and active participation of the directors in the Board and Committee meetings and also to align the remuneration payable to independent directors with the industry standards, it is proposed that the Independent Directors, be paid for each of the financial years during their tenure commencing from April 1, 2024, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with Section 198 of the Act but not exceeding Rupees twenty lakhs per independent director in any financial year and subject to the approval of shareholders of the Company by way of special resolution. The remuneration referred to above will be distributed amongst independent directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

The Board also noted that the independent directors of the Company, bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as business and strategy skills, strong leadership and management experience, governance, industry and sector knowledge, financial and risk management, global business/international expertise, philanthropy etc. The remuneration referred above shall be in addition to fee payable to the independent directors for attending the meetings of the Board or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors, and reimbursement of expenses for participation in the Board and other meetings.

The Independent Directors, and their relatives, are interested in this Resolution insofar as the same relates to their respective commission.

No other 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 recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the Members of the Company.

By Order of the Board of Directors
of **Aurobindo Pharma Limited**

B. Adi Reddy
Company Secretary
Membership No. ACS 13709

Place: Hyderabad
Date : May 25, 2024

Registered Office:

Plot No.2, Maithrivi, Ameerpet, Hyderabad - 500038, Telangana, India.
Email: info@aurobindo.com Website: www.aurobindo.com

Details of the Directors proposed to be appointed/re-appointed at the AGM scheduled to be held on August 29, 2024, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are as given below:

Brief profile of Mr. K. Nithyananda Reddy.

Mr. K. Nithyananda Reddy (DIN: 01284195) is Postgraduate in Science. He has been associated with the Company from the initial days as a promoter, and is well versed with manufacturing technologies, systems, processes and controls.

Age	66 years
Qualification	Postgraduate in Science
Experience (including expertise in specific functional area)/Brief Resume	He has been associated with the Company from the initial days as a promoter, and is well versed with manufacturing technologies, systems, processes and controls.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on August 29, 2024 read with explanatory statement thereto, Mr. K. Nithyananda Reddy is proposed to be re-appointed as a Director on retirement by rotation and as per Item No. 6, he is proposed to be re-appointed as Vice Chairman & Managing Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹45 million as Managing Director for the financial year ended March 31, 2024.
Remuneration proposed to be paid	₹47 million and other benefits as per resolution at Item No.6 of the Notice convening Annual General Meeting on August 29, 2024 read with explanatory statement thereto
Date of first appointment on the Board	December 26, 1986
Shareholding in the Company as on March 31, 2024	25,359,572 equity shares
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, 2024	7
Directorships of other Boards as on March 31, 2024	Raidurgam Developers Limited APL Healthcare Limited Pattancheru Envirotech Ltd. Apitoria Pharma Private Limited Aurobindo Pharma Foundation Aurobindo Antibiotics Private Limited Lyfius Pharma Private Limited Qule Pharma Private Limited
Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2024	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, 2024	Chairman of CSR Committee of APL Healthcare Limited Chairman of the Borrowing, Investment and Project Finance Committee of Apitoria Pharma Private Limited

Brief profile of Mr. M. Madan Mohan Reddy

Mr. M. Madan Mohan Reddy (DIN: 01264266) is Postgraduate in Science. He held top managerial positions in leading pharmaceutical companies. He has been associated with the Company since 2006. He commands more than 30 years of experience in the pharmaceutical industry.

Age	64 years
Qualification	Postgraduate in Science
Experience (including expertise in specific functional area)/ Brief Resume	He held top managerial positions in leading pharmaceutical companies. He has been associated with the Company since 2006. He commands more than 30 years of experience in the pharmaceutical industry.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on August 29, 2024 read with explanatory statement thereto, Mr. M. Madan Mohan Reddy is proposed to be re-appointed as a Director on retirement by rotation and as per Item No. 7, he is proposed to be re-appointed as Whole-time Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹60 million as an Executive Director for the financial year ended March 31, 2024.
Remuneration proposed to be paid	₹60 million as per resolution at Item No. 7 of the Notice convening Annual General Meeting on August 29, 2024 read with explanatory statement thereto
Date of first appointment on the Board	September 18, 2006
Shareholding in the Company as on March 31, 2024	2,010 equity shares
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	7
Directorships of other Boards as on March 31, 2024	Eugia Pharma Specialities Limited Pravesha Industries Private Limited Aurozest Private Limited Eugia SEZ Private Limited Curateq Biologics Private Limited Eugia Steriles Private Limited Auro Vaccines Private Limited TheraNym Biologics Private Limited
Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2024	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, 2024	Chairman of Borrowing and Investment Committee and CSR Committee of Eugia Pharma Specialities Ltd.

Brief profile of Mr. P. V. Ramprasad Reddy (DIN: 01284132)

Mr. P. V. Ramprasad Reddy (DIN: 01284132) is Postgraduate in Commerce. He has been associated with the Company from the initial days as a promoter, and he leads strategic planning and is instrumental in the growth of the Company.

Age	66 years
Qualification	Postgraduate in Commerce
Experience (including expertise in specific functional area) / Brief Resume	He has been associated with the Company from the initial days as a promoter, and he leads strategic planning and is instrumental in the growth of the Company. He is currently an Executive Chairman of Aurobindo Pharma USA Inc., USA, a wholly owned subsidiary of the Company.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 8 of the Notice convening Annual General Meeting on August 29, 2024 read with explanatory statement thereto, the approval of the Members sought for Mr. P. V. Ramprasad Reddy to continue as a Non-Executive Director of the Company, not liable to retire by rotation, subject to approval of the Members at least once in every five years.
Remuneration last drawn (including sitting fees, if any)	Eligible to receive sitting fees as Non-Executive Director
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	December 26, 1986
Shareholding in the Company as on March 31, 2024	18,000,000 equity shares
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel other than Mr. P. Sarath Chandra Reddy who is son of Mr. P. V. Ramprasad Reddy.
Number of meetings of the Board attended during the year ended March 31, 2024	6
Directorships of other Boards as on March 31, 2024	Penaka Pharma (India) Private Limited RPR Sons Advisors Private Limited
Board Membership of other listed companies and the membership of Committees of the board as on March 31, 2024	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, 2024	Nil