

August 31, 2018

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,

Sub: Proceedings of 31st Annual General Meeting (AGM), Voting Results and Report of Scrutinizer

In continuation to our letter dated August 6, 2018, the 31st Annual General Meeting (AGM) of the Company was held on 30th August, 2018 and the business mentioned in the AGM Notice dated May 28, 2018 was transacted.

In this regard, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure- I.
2. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as Annexure- II.
3. The Report of Scrutinizer on remote e-voting and voting at AGM (by electronic means) as Annexure- III.

Please take the information on record.

Thanking you,

Yours faithfully,

For AUROBINDO PHARMA LIMITED



B. Adi Reddy
Company Secretary



Encl: As above

**SUMMARY OF PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF AUROBINDO
PHARMA LIMITED**

The 31st Annual General Meeting (AGM) of the members of Aurobindo Pharma Limited (the Company) was held on Thursday, August 30, 2018 at 3.00 p.m at Kaveri Ballroom, Hotel Trident, Hitech City, Near Cyber Towers, Madhapur, Hyderabad 500081. The following directors were present:

Directors Present:

- | | |
|-------------------------------|--|
| 1. Mr. K.Ragunathan | Chairman (Independent Director) |
| 2. Mr. K.Nithyananda Reddy | Vice Chairman & Whole-time Director and Member |
| 3. Mr. N.Govindarajan | Managing Director |
| 4. Dr.M.Sivakumaran | Whole-time Director and Member |
| 5. Mr.M. Sitarama Murty | Independent Director & Audit Committee Chairman |
| 6. Mr.P.Sarath Chandra Reddy | Whole-time Director |
| 7. Dr.(Mrs) Avnit Bimal Singh | Independent Director and Stakeholder Relationship
Committee Chairperson and Nomination &
Remuneration / Compensation Committee Chairperson |
| 8. Mrs Savita Mahajan | Independent Director |

In attendance:

- | | |
|-----------------------|---|
| Mr. Sanjeev I Dani | Chief Operating Officer |
| Mr. S Subramanian | Chief Financial Officer & Member |
| Mr.B.Adi Reddy | Company Secretary & Member |
| Mr.Amit Kumar Agarwal | B S R Associates & LLP (Statutory Auditors) |

Members Present:

There were 168 members present in person and 3 members by proxy, representing 25,41,77,229 shares.

Pursuant to Article 50 of Articles of Association of the Company, Mr.K.Ragunathan, Chairman of the Board, chaired the meeting and conducted the proceedings of the Meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman addressed the shareholders and spoke about financial performance of the Company.

The shareholders were informed that the copies of audited financial statements for the year ended March 31, 2018, Board's and Auditors' reports had been couriered / emailed as the case may be, to all the members and that the original documents along with statutory registers and Secretarial Auditors' Report were available for inspection. The Chairman further informed the members that the Company had provided the members the facility to cast their votes electronically through remote e-voting, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically through remote e-voting, were provided an opportunity to cast their votes at the end of the meeting through poll (electronic) and that there was no voting by show of hands at the meeting.

Clarifications were provided to the queries raised by the members.

(CIN : L24239TG1986PLC015190)

AUROBINDO PHARMA LIMITED



PAN No. AABCA7366H

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Regd. off.: Plot No. 2, Maithriviher, Ameerpet, Hyderabad - 500 038 T.S., INDIA Tel : +91 40 2373 8370 Fax : +91 40 2374 7340, Email : info@aurobindo.com

www.aurobindo.com

The following items of business, as per the Notice of AGM were transacted:

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2018 and reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2018 and report of Auditors thereon.
3. To confirm the first interim dividend of Rs.1.50 and Second Interim Dividend of Rs.1.00 in aggregate Rs.2.50 per equity share of Re.1/- each, as dividend for the financial year 2017-18.
4. To appoint a Director in place of Mr.K. Nithyananda Reddy (DIN: 01284195) who retires by rotation 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 and being eligible, seeks re-appointment.
6. Appointment of Mrs. Savita Mahajan (DIN: 06492679), as an Independent Director.
7. Re-appointment of Mr. K.Nithyananda Reddy (DIN: 01284195) as Wholetime Director designated as Vice-Chairman
8. Re-appointment of Mr. N.Govindarajan (DIN: 00050482) as Managing Director.
9. Re-appointment of Dr.M.Sivakumaran (DIN: 01284320) as Wholetime Director.
10. Re-appointment of Mr.M.Madan Mohan Reddy (DIN: 01284266) as Wholetime Director.

The Chairman informed the members that Mr. A. Mohan Rami Reddy, Company Secretary in Practice, Hyderabad had been appointed as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner and to report on the voting results for the items as per the Notice of the AGM. The meeting was concluded at 4.30 p.m.

The Scrutinizers' Report was received on 31st August, 2018 and accordingly all the resolutions set out in the Notice of the AGM were declared as passed with requisite majority.

For AUROBINDO PHARMA LIMITED



B. Adi Reddy
Company Secretary



	AUROBINDO PHARMA LIMITED
Date of the AGM/EGM	30-08-2018
Total number of shareholders on record date	213675
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	164
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and reports of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144460156	73.2053	144397513	62643	99.9566	0.0433
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144460156	73.2053	144397513	62643	99.9566	0.0434
Public- Non Institutions	E-Voting	84646043	8027182	9.4832	8025397	1785	99.9777	0.0222
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465391	10.0009	8463606	1785	99.9789	0.0211
Total		585907609	456851481	77.9733	456787053	64428	99.9859	0.0141

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and report of Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144460156	73.2053	144397513	62643	99.9566	0.0433
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144460156	73.2053	144397513	62643	99.9566	0.0434
Public- Non Institutions	E-Voting	84646043	8027182	9.4832	8025377	1805	99.9775	0.0224
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465391	10.0009	8463586	1805	99.9787	0.0213
Total		585907609	456851481	77.9733	456787033	64448	99.9859	0.0141



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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the first interim dividend of Rs.1.50 and Second Interim Dividend of Re.1.00 in aggregate Rs.2.50 per equity share of Re.1/- each, as dividend for the financial year 2017-18.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144991779	73.4747	144482214	509565	99.6485	0.3514
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144991779	73.4747	144482214	509565	99.6486	0.3514
Public- Non Institutions	E-Voting	84646043	8027172	9.4832	8025417	1755	99.9781	0.0218
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465381	10.0009	8463626	1755	99.9793	0.0207
Total		585907609	457383094	78.0640	456871774	511320	99.8882	0.1118

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. K. Nithyananda Reddy who retires by rotation and being eligible, seeks re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	139507458	5453371	96.2380	3.7619
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	139507458	5453371	96.2380	3.7620
Public- Non Institutions	E-Voting	84646043	8027082	9.4831	8025164	1918	99.9761	0.0238
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465291	10.0008	8463373	1918	99.9773	0.0227
Total		585907609	457352054	78.0587	451896785	5455289	98.8072	1.1928



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. M Madan Mohan Reddy who retires by rotation and being eligible, seeks re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	139507458	5453371	96.2380	3.7619
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	139507458	5453371	96.2380	3.7620
Public- Non Institutions	E-Voting	84646043	6347948	7.4994	5698782	649166	89.7736	10.2263
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6786157	8.0171	6136991	649166	90.4340	9.5660
Total		585907609	455672920	77.7721	449570383	6102537	98.6608	1.3392

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mrs. Savita Mahajan as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	142999992	72.4654	142556206	443786	99.6896	0.3103
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		142999992	72.4654	142556206	443786	99.6897	0.3103
Public- Non Institutions	E-Voting	84646043	6347948	7.4994	6346135	1813	99.9714	0.0285
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6786157	8.0171	6784344	1813	99.9733	0.0267
Total		585907609	453712083	77.4375	453266484	445599	99.9018	0.0982



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Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. K. Nithyananda Reddy as Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	141448188	3512641	97.5768	2.4231
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	141448188	3512641	97.5768	2.4232
Public- Non Institutions	E-Voting	84646043	8027057	9.4831	8024978	2079	99.9741	0.0258
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465266	10.0008	8463187	2079	99.9754	0.0246
Total		585907609	457352029	78.0587	453837309	3514720	99.2315	0.7685

Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. N. Govindarajan as Managing Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	144309814	651015	99.5509	0.4490
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	144309814	651015	99.5509	0.4491
Public- Non Institutions	E-Voting	84646043	8027056	9.4831	8025202	1854	99.9769	0.0230
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465265	10.0008	8463411	1854	99.9781	0.0219
Total		585907609	457352028	78.0587	456699159	652869	99.8573	0.1427



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Dr. M. Sivakumaran as Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	141689088	3271741	97.7430	2.2569
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	141689088	3271741	97.7430	2.2570
Public- Non Institutions	E-Voting	84646043	8027056	9.4831	8025043	2013	99.9749	0.0250
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8465265	10.0008	8463252	2013	99.9762	0.0238
Total		585907609	457352028	78.0587	454078274	3273754	99.2842	0.7158

Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. M. Madan Mohan Reddy as Whole-time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	303925934	289427194	95.2295	289427194	0	100.0000	0.0000
	Poll		14498740	4.7705	14498740	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		303925934	100	303925934	0	100.0000	0.0000
Public- Institutions	E-Voting	197335632	144960829	73.4590	141448181	3512648	97.5768	2.4231
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		144960829	73.459	141448181	3512648	97.5768	2.4232
Public- Non Institutions	E-Voting	84646043	6347922	7.4994	5698595	649327	89.7710	10.2289
	Poll		438209	0.5177	438209	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6786131	8.0171	6136804	649327	90.4316	9.5684
Total		585907609	455672894	77.7721	451510919	4161975	99.0866	0.9134

For AUROBINDO PHARMA LIMITED

B. Adi Reddy
B.ADI REDDY
Company Secretary



A.MOHAN RAMI REDDY

M.Com. L.L.B., FCS

Company Secretary in Practice

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To

The Chairman

AUROBINDO PHARMA LIMITEDPlot No.2, Maitrivihar, Ameerpet,
Hyderabad - 500 038

The 31st (Thirty first) Annual General Meeting (AGM) of the Equity Shareholders of AUROBINDO PHARMA LIMITED held on Thursday, 30th August, 2018 at 3:00 P.M at Kaveri Ball Room, Hotel Trident, Hi-tech City, Near Cyber Towers, Madhapur, Hyderabad - 500 081.

Dear Sir,

1. I, A Mohan Rami Reddy, Practicing Company Secretary (CP No.16660), was appointed as Scrutinizer by the Board of Directors of **M/s. AUROBINDO PHARMA LIMITED** (the Company) for the purpose of scrutinizing the remote e-voting process and voting by use of InstaPoll at the 31st AGM of the Company, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) (the Rules) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations), in respect of the resolutions proposed at the 31st AGM of the Equity Shareholders of the Company held on Thursday, 30th August, 2018 at 3:00 P.M at Kaveri Ball Room, Hotel Trident, Hi-tech City, Near Cyber Towers, Madhapur, Hyderabad - 500 081, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and e-voting by use of InstaPoll by the Shareholders on the resolutions proposed in the Notice of the 31st AGM of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the remote e-voting process and e-voting (InstaPoll) at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited and the report generated electronically for voting by use of InstaPoll at the meeting.
3. In accordance with the Notice of the 31st AGM sent to the Shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (as amended), on August 7, 2018, the remote e-voting was opened at 10:00 AM on Monday, August 27, 2018 and remained open up to 5:00 PM on Wednesday, August 29, 2018.
4. The Company had appointed M/s Karvy Computershare Private Limited, Hyderabad as the Service Provider, for the facility of remote e-voting to the shareholders of the Company for the purpose of AGM.



5. The Equity Shareholders holding shares as on August 23, 2018, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 31st AGM of the Company.
 6. The voting at the AGM venue was allowed with my assistance by using InstaPoll system, on the resolutions on which the voting was to be held. After declaration of voting by use of InstaPoll by the Chairman at the meeting, the InstaPoll was reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of InstaPoll. As per the information given by the Company, the names of the Shareholders who had voted on e-voting through Karvy Computershare Private Limited facility had been blocked and InstaPoll Slips duly numbered serially by print were issued only to those Shareholders who were present at the AGM and who had not voted on remote e-voting.
 7. The votes cast by use of InstaPoll at the meeting were first counted electronically.
 8. The votes on remote e-voting were unblocked on Thursday, 30th August, 2018 at 4:40 P.M, after conclusion of voting at the AGM in the presence of two witnesses viz. Mr. K. Krishna and Mr.G.Pavan Kumar Reddy who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited and the same are being handed over to the Chairman.
 9. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:
- (A) **RESOLUTION No. 1**– To receive, consider and adopt the Audited Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2018 and reports of Directors and Auditors thereon.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	441914532	441850104	99.99	64428	0.01	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	456851481	456787053	99.99	64428	0.01	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

[Signature]



- (B) **RESOLUTION No. 2-** To receive, consider and adopt the Audited Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2018 and report of Auditors thereon.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	441914532	441850084	99.99	64448	0.01	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	456851481	456787033	99.99	64448	0.01	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

- (C) **RESOLUTION No. 3-** To confirm the first interim dividend of Rs.1.50 and Second Interim Dividend of Rs.1.00 in aggregate Rs.2.50 per equity share of Re.1/- each, as dividend for the financial year 2017-18.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	442446145	441934825	99.88	511320	0.12	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	457383094	456871774	99.89	511320	0.11	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

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(D) RESOLUTION No. 4- To appoint a Director in place of Mr. K.Nithyananda Reddy (DIN: 01284195), who retires by rotation and being eligible, seeks re-appointment.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	442415105	436959816	98.77	5455289	1.23	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	457352054	451896765	98.81	5455289	1.19	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

(E) RESOLUTION No. 5- To appoint a Director in place of Mr.M. Madan Mohan Reddy (DIN: 01284266), who retires by rotation and being eligible, seeks re-appointment.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	440735971	434633434	98.62	6102537	1.38	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	455672920	449570383	98.66	6102537	1.34	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.




(F) RESOLUTION No. 6- To appoint Mrs. Savita Mahajan (DIN: 06492679) as an Independent Director of the Company.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	438775134	438329535	99.90	445599	0.10	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	453712083	453266484	99.90	445599	0.10	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

(G) RESOLUTION No. 7- To re-appoint Mr. K.Nithyananda Reddy (DIN: 01284195) as Whole-time Director designated as Vice Chairman of the Company

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	442415080	438900360	99.21	3514720	0.79	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	457352029	453837309	99.23	3514720	0.77	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.



(H) RESOLUTION No. 8- To re-appoint Mr. N.Govindarajan (DIN: 00050482) as Managing Director of the Company

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	442415079	441762210	99.85	652869	0.15	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	457352028	456699159	99.86	652869	0.14	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

(I) RESOLUTION No. 9- To re-appoint Dr.M.Sivakumaran (DIN: 01284320) as Whole-time Director of the Company.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	442415079	439141325	99.26	3273754	0.74	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	457352028	454078274	99.28	3273754	0.72	0	0

The above Special Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.



(J) RESOLUTION No. 10- To re-appoint Mr.M.Madan Mohan Reddy (DIN: 01284266) as Whole-time Director of the Company.

Type of Poll	Total Number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	440735945	436573970	99.06	4161975	0.94	0	0
Instapoll	14936949	14936949	100.00	0	0	0	0
Total	455672894	451510919	99.09	4161975	0.91	0	0

The above Ordinary Resolution as contained in the notice of the 31st Annual General Meeting of the Company dated 28th May, 2018 has been passed with requisite majority.

I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-voting and E-voting (instaPoll) during the AGM. I shall be arranging to handover these records to the Chairman of the 31st AGM of the Company or any other person as authorized by the Chairman, after confirmation and signing of the minutes of the Meeting.

Thanking you,

Yours faithfully,



A. Mohan Rami Reddy
Practicing Company Secretary
CP No. 16660



Place: Hyderabad

Dated: 31st August, 2018