



AUROBINDO PHARMA LIMITED

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

(CIN :L24239TG1986PLC015190)

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

POSTAL BALLOT NOTICE [Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, ("the Act") and any other applicable provisions, of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for consent of the shareholders of the Company on the proposed Resolution stated hereunder by way of Postal Ballot.

Shareholders' consent is sought for the proposal contained in the Resolution given in this Notice. The Special Resolution and the Statement pursuant to applicable provisions of the Act setting out the material facts and reasons for the proposal appended hereto are being sent to you herewith along with Postal Ballot Form for casting your votes.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which its Equity Shares are listed and provisions of Section 110 of the Companies Act, 2013, the company has appointed Karvy Computershare Private Limited (KARVY) as the agency for electronic voting in this regard and such of the shareholders who wish to vote electronically may follow the detailed instructions given for e-voting as enumerated in the notes to this notice.

For voting through Postal Ballot Form (i.e Physical Ballot) please read the procedures / instructions enumerated in the notes to this notice.

The Company has appointed Ms. P Renuka, Practicing Company Secretary, as Scrutinizer for conducting the entire procedure of Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

Your assent/dissent received after 2nd August, 2014 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballots, the Scrutinizer will submit her report to the Vice Chairman or Managing Director of the Company. The result of the Postal Ballot would be announced on Friday, 8th August, 2014, at 15.00 hours at the registered office of the Company and shall also be displayed on the Company's website www.aurobindo.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

The date of declaration of the results will be treated as the date of passing of the said resolution.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as the ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or create charge, in addition to the mortgages, hypothecations, pledges and / or charges already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and / or any other assets or properties, including stock in trade, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, any other securities or otherwise, in foreign currency as may be permissible in law or in Indian rupees, from time to time, up to the limits as specified under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other moneys payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

RESOLVED FURTHER THAT the security(ies) to be created by the Company aforesaid may rank prior/pari passu/subservient with /to the charges /mortgages/ hypothecations already created or to be created by the Company and as may be agreed to by and between the Company and the lender(s) and as decided by the Board of Directors of the Company.

By Order of the Board

Place : Hyderabad
Date : 23.06.2014

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

Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to special business

The Ministry of Corporate Affairs vide its general circular No. 04/2014 dated 25.03.2014 has clarified that the resolutions passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act. The section 180 of the Companies Act, 2013 was notified by the Government on 12.09.2013. As per the aforesaid circular, the resolution passed by shareholders of the Company on 27.04.2006 for creation of charge on the properties of the Company to secure the borrowings of the Company would be valid up to 11.09.2014.

The borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the Financial Institutions / Banks / Bodies Corporate etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company, in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Board is of the opinion that the present and future long term borrowings will not exceed the aggregate of the paid up share capital and free reserves of the Company. As such no resolution is proposed for approval of the Shareholders under section 180(1)(c) of the Companies Act, 2013 to increase the borrowing powers of the Board beyond the paid up share capital and free reserves of the Company. However, keeping in view of the aforesaid circular and the requirement of creation of security on the present and future assets / properties of the Company to the borrowings of the Company, the approval of the shareholders is being obtained under Section 180(1)(a) of the Companies Act, 2013, through Postal Ballot.

The Board recommends to the Shareholders, passing of the Special Resolution under the accompanying Notice, by casting their vote through the Postal Ballot Form or E-Voting as explained in the enclosed Postal Ballot Notice.

No director, key managerial personnel or their relatives is interested or concerned in the resolution.

By Order of the Board

Place : Hyderabad
Date : 23.06.2014

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

Notes:

- a) The explanatory statement with reasons for proposing the Resolution as stated in the Notice is annexed to the Notice.
- b) The Company has appointed Ms. P Renuka, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in fair and transparent manner.
- c) The Postal Ballot Form together with self-addressed prepaid Business Reply Envelope is enclosed for use of the Member(s).
- d) The Notice is being sent to all the Members by courier (and electronically by e-mail to those Members who have registered their email ids with the Company/Depositories) whose names appear in the Register of Members/record of the Depositories as on June 20, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) as on that date and time.
- e) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
- f) You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed prepaid Business Reply Envelope, so as to reach the Scrutinizer on or before 17.30 p.m. on August 2, 2014. The envelope may also be deposited personally at the address given thereon. The envelopes received thereafter shall be treated as if the reply from the Member has not been received. Also, no other form or photocopy thereof is permitted. However, an envelope containing Postal Ballot, if sent by any other modes at the expenses of the Members will also be accepted.
- g) **E-VOTING:** In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer E-voting facility as an alternative, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Forms. E-voting is optional. Member(s) can opt only for one mode of voting. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via Physical Ballot and E-voting, then voting through Physical Ballot shall prevail and voting done by E-voting shall be treated as invalid.
In case a Member desires to exercise his/her vote by using E-voting facility, then Member has to carefully follow the instructions given for E-voting on the back side of the Postal Ballot Form. He/she can use the facility and log in any number of times till he/she had voted on the Resolution.
Members who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs but however wish to vote through Postal Ballot Form can seek duplicate form from the office of the Registrars and Share Transfer Agents of the Company at M/s Karvy Computershare Private Limited, Unit: Aurobindo Pharma Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, and send/submit the same by post to the Scrutinizer at the address of the Registrar and Share Transfer Agents given above.
- h) Instructions relating to the Physical Voting as well as E-voting is as follows:

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. P. Renuka, Company Secretary in Practice, C/o M/s Karvy Computershare Private Limited, Unit: Aurobindo Pharma Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, the attached self-addressed Business Reply Envelope so as to reach on or before 17.30 p.m. on August 2, 2014.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member (s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. August 2, 2014.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for E-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.
User – ID for Members holding shares in Demat Form:
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - For CDSL: 16 digits beneficiary ID.For Members holding shares in Physical Form:
 - EVEN No. followed by Folio Number registered with the Company.
 - Password : Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii) Please contact our toll free No. [1800 3454 001] for any further clarifications.
- iv) Members can cast their vote online from July 1, 2014 at 10.00 a.m. to August 2, 2014 at 17.30 p.m.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e. 'Aurobindo Pharma Limited'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
- x) On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN'. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xii) Corporate/institutional Members (Corporate/FIs/foreign institutional investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to prenukaacs@gmail.com with a copy mark to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVEN No."
- i) The Scrutinizer will submit her report to the Vice Chairman or Managing Director of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on Friday, 8th August, 2014 at 15.00 hours at the Registered Office of the Company situated at Plot No.2 Maitrivihar, Ameerpet, Hyderabad - 500 038 and the Resolution will be taken as passed effectively on the date of announcement of results, if results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
As indicated earlier, the results of the Postal Ballot will be published on the website of the Company, www.aurobindo.com besides being notified to BSE Limited and National Stock of India Limited, where the Company's shares are listed. The results shall also be announced through a newspaper announcement.
- j) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.



AUROBINDO PHARMA LIMITED

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

(CIN :L24239TG1986PLC015190)

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

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole/First
named shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in demat
form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company dated 23rd June, 2014, by sending my / our assent/ dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Description	Type of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution under section 180(1)(a) of the Companies Act, 2013 – for mortgaging /charging the properties of the company for securing the present and future borrowings within the limits as specified under section 180(1)(c) of the Companies Act, 2013.	Special			

Place :

Date :

Signature of the Shareholder

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Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier or Registered Post / Speed Post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. Unsigned / incorrect Postal Ballot Forms will be rejected. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. In case of companies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority to the person voting on the Postal Ballot Form.
5. In case holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. **Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (17:30 hrs) on Saturday, 2nd August, 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.**
7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.evoting.karvy.com or seek duplicate Postal Ballot Form from the Company's Registrar & Transfer Agent viz., **Karvy Computershare Private Limited, Unit: Aurobindo Pharma Limited, Plot No.17-24 Vittal Rao Nagar, Madhapur, Hyderabad - 500 081** - E-mail: evoting@karvy.com, and thereafter fill in the details and send the same to the Scrutinizer not later than the date specified at Item No. 6 above.
8. For shares held in demat form, the voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on Friday, 20th June, 2014 viz., the date of download of beneficial position from NSDL and CDSL. For shares held in physical form, the voting rights shall be reckoned with as on the same date as aforementioned viz., Friday, 20th June, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot form will be final.