

Date: February 15, 2019

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

Sub: Postal Ballot Notice.

Further to our letter dated February 7, 2019 intimating the outcome of meeting of the board of directors of the Company held on February 7, 2019, we hereby enclose a copy of the Postal Ballot Notice dated February 7, 2019 and a Postal Ballot Form.

The aforesaid Postal Ballot Notice along with Postal Ballot Form are being sent to all the Members of the Company whose names appear in the Register of Members/ Beneficial Owners received from the National Securities Depository Limited and Central Depository Services (India) Limited as on February 8, 2019 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of Karvy Fintech Pvt. Ltd., for the purpose of providing e-voting facility to all its Members. The voting through Postal Ballot and through e-voting will commence from Monday, February 18, 2019 (10:00 A.M. IST) and shall end on Tuesday, March 19, 2019 (5:00 P.M. IST). The results of the Postal Ballot will be announced on or before Thursday, March 21, 2019.

The above Postal Ballot Notice and Postal Ballot Form will also be made available on the website of the Company: <https://www.aurobindo.com/investors/shareholder-information/general-meetings/>.

Please take the information on record.

Thanking you,

Yours faithfully,
For AUROBINDO PHARMA LIMITED



B. Adi Reddy
Company Secretary





AUROBINDO PHARMA LIMITED

(CIN - L24239TG1986PLC015190)

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

Corp.Office:The Water Mark Building, Plot No.11, Sy. No.9, Kondapur, Hi Tech City, Hyderabad – 500 084, Telangana.

Tel No. +91 40 23736370, Fax No. +91 40 23747340 E-mail: info@aurobindo.com; Website : www.aurobindo.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Company is seeking approval of the Members for the proposed Special Resolutions appended below by way of Postal Ballot ("Postal Ballot") and / or through electronic voting ("e-voting").

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Notice will also be placed on the website of the Company, www.aurobindo.com.

In the event the draft resolutions as set out in the Notice are approved by the requisite majority by means of Postal Ballot or e-voting (whichever method the Member opts for), the same shall be deemed to have been passed at a duly convened General Meeting of the Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company.

The Company is also providing e-voting facility as an alternate to the Members, which would enable the Members to cast their votes electronically instead of through physical postal ballot form. Members are advised to carefully read and follow the instructions on e-voting process printed in this Notice.

The Company has appointed Mr. A.Mohan Rami Reddy, Practicing Company Secretary (Membership No. 2147, CP No.16660) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer appointed by the Company upon completion of scrutiny of Postal Ballot & e-voting in a fair and transparent manner, will submit the report to the Chairman of the Company and the results of the Postal Ballot & e-voting will be announced on or before 6 PM on March 21, 2019 at the Registered Office of the Company. The results of the Postal Ballot & e-voting will be posted on the Company's website: www.aurobindo.com and also on the notice board placed at the Registered Office of the Company besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The Results will also be posted on the website of Karvy Fintech Pvt. Ltd., <https://evoting.karvy.com>.

SPECIAL BUSINESS

Item No.1 –Consent of Members for reappointment of Mr. M.Sitarama Murty (DIN: 01694236) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), rules framed thereunder and Schedule IV to the Act and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. M.Sitarama Murty (DIN: 01694236), Independent Director of the Company and who holds office of Independent Director up to March 31, 2019, who has submitted a declaration that he meets the criteria of independence and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director of the Company, as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years from April 1, 2019 to March 31, 2021 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Item No. 2 -Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" or any Committee of Board hereinafter constituted for the said purpose) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and/or acquire or invest by way of subscription, purchase or otherwise the securities of any subsidiary/group companies/any body corporate / person up to a limit not exceeding Rs.15,000 Crore (Rupees fifteen thousand crores only) notwithstanding that the aggregate of the loans, guarantees or securities or investments in all bodies corporate /persons may exceed the limits prescribed under the said Section."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalise, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to this resolution."

By order of the Board
For Aurobindo Pharma Limited

Place: Hyderabad
Date: February 7, 2019

Sd/-
B.Adi Reddy
Company Secretary
M.No: A13709

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr. A.Mohan Rami Reddy, Practicing Company Secretary (Membership No. F2147 and CP No.16660) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for use of the Member. References to Postal Ballot(s) in this Postal Ballot Notice includes votes cast electronically.
4. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Records of Depositories as on the close of working hours Friday, February 8, 2019 (cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.

5. This Postal Ballot Notice to the Members who have registered their email IDs for receipt of documents in electronic form under the Green initiatives of the Ministry of Corporate Affairs is being sent by email to their email IDs registered with their depository participant / Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post, speed post or a courier along with a postage to be paid by the Company self-addressed Business Reply Envelope.

6. You are requested to read carefully 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 Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 PM on March 19, 2019. The envelope may also be deposited personally at the address given thereon. Consent 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 registered Member will also be accepted.

7. In compliance with the provisions of Section 108 and 110 of the Act and rules made thereunder, the Company has provided the e-voting facility for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-voting and printed in Postal Ballot Notice. A Member can use the facility and log in any number of times till he/she has voted on the Resolutions or till the end of the voting period (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

8. Members who have registered their e-mail IDs for receipt of documents in electronic mode and who wish to vote through Postal Ballot Form can seek duplicate form from the Company and send/submit the same by post to Karvy Fintech Pvt.Ltd., (Unit: Aurobindo Pharma Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana.

9. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called the "Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on each item of the business given in the Notice through electronic voting system, to the Members holding shares as on Friday, February 8, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of Members, entitled to participate in the E-voting process, through the E-voting platform provided by Karvy Fintech Pvt. Ltd. (Karvy).

10. The instructions for e-voting are as under:

A. 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). Your folio/DP and Client ID will be your User-ID.

User ID details for Members holding shares in Demat Form:

- For NSDL: 8 Character DP ID followed by 8 Digit Client ID.
- For CDSL: 16 Digit Beneficiary ID.

User ID details for Members holding shares in Physical Form:

- EVENT Number 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. After entering these details appropriately, click on "LOGIN".

iv. 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 resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Fintech Pvt.Ltd., 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.

v. You need to login again with the new credentials.

vi. If you are holding equity shares in Demat form and had logged on to "<https://evoting.karvy.com>" and cast your vote earlier for any company where the System Provider was Karvy Fintech Pvt.Ltd., then your existing login id and password given earlier are to be used.

vii. On successful login, the system will prompt to select the 'Event' i.e. 'Aurobindo Pharma Limited'.

viii. On the voting page, you will see description of the Resolutions and against the same the option FOR/AGAINST/ ABSTAIN for e-voting. Enter the number of share(s) (which represent(s) number of vote(s) 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 in the Company. If the Member does not want to cast, select 'ABSTAIN'. After selecting the Resolutions 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.

ix. Once you 'CONFIRM' your vote on the Resolutions, you will not be allowed to modify your vote.

x. Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolutions.

xi. Please contact toll free No. 1800 3454 001 for any further clarifications.

xii. Members can cast their vote online from 10.00 AM (IST) on February 18, 2019 to 5.00 PM (IST) on March 19, 2019. Please note that the voting beyond 5.00 PM on March 19, 2019 will not be permitted.

B. Process and manner for members opting for voting through Postal Ballot

i. A Member desirous of exercising his/her vote by Postal Ballot, he/she may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. A.Mohan Rami Reddy, Practicing Company Secretary, C/o. Karvy Fintech Pvt.Ltd., Unit: Aurobindo Pharma Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 PM on March 19, 2019.

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., 5.00 PM (IST) March 19, 2019.

- 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.
- xiii. 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 anderam@rediffmail.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT No."
- xiv. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on or before March 21, 2019 6.00 PM (IST) at the Registered Office of the Company situated at Plot No.2, Maitrivihar, Ameerpet, Hyderabad 500038, Telangana and the Resolutions will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Special Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, www.aurobindo.com besides being notified to National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy Fintech Pvt. Ltd, <https://evoting.karvy.com>.

C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No. 10 A. (i) to (xii) under heading A above to vote through E-voting platform.
- iii. In the event, a Member casts his/her votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.
- iv. The E-voting period commences from 10.00 a.m. (IST) on February 18, 2019 and ends on 5.00 p.m. (IST) on March 19, 2019. During this period, the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of February 8, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. Mr. B.Adi Reddy, Company Secretary, Aurobindo Pharma Limited, Regd. Off. Plot No.2, Maitrivihar, Ameerpet, Hyderabad 500038, Telangana, Phone No. 040 66725333 is responsible to address the grievances connected with the E-voting and Postal Ballot.
- vi. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
- vii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., March 19, 2019. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aurobindo.com and also on the notice board placed at the Registered Office of the Company and on the website of Karvy, <https://evoting.karvy.com>
- viii. To receive communications through electronic means, including annual reports and notices, Members are requested to register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their e-mail address with Karvy Fintech Pvt.Ltd. on inward.ris@karvy.com or contact Ms. C. Shobha Anand, Dy. General Manager, Contact No. 040- 67162222, at [Unit: Aurobindo Pharma Limited] Karvy Fintech Pvt.Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana.

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider approval of the Resolutions.

Item No. 1- Consent of Members for reappointment of Mr. M.Sitarama Murty (DIN: 01694236) as Independent Director

Mr. M. Sitarama Murty (DIN: 01694236) is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors of the Company on September 27, 2007 as an Independent Director. Pursuant to the provisions of Sections 149, 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges, an independent director can hold office for a term up to five consecutive years on the board of a company and he is eligible for re-appointment on passing of a Special Resolution by the company subject to maximum of two consecutive terms and while calculating the tenure, any tenure of an Independent Director as on the date of commencement of the Companies Act, 2013 shall not be counted as a term. Accordingly, the shareholders of the Company at their 27th Annual General Meeting held on August 27, 2014 appointed Mr. M.Sitarama Murty as an Independent Director of the Company for a period of five years i.e. up to March 31, 2019 (first term).

Further, as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which is effective from 1st April, 2019, requires the company to obtain approval of the members by way of a Special Resolution for appointment as well as continuation of the directorship of a person as a Non-Executive Director who has attained seventy-five years of age. Mr. M.Sitarama Murty has attained the age of 75 years on December 18, 2018. Hence, the Company is seeking approval of the Members by way of a Special Resolution for appointment of Mr. M.Sitarama Murty as a Non-executive Independent Director for a second term of two years with effect from 1st April 2019.

Mr. M.Sitarama Murty is a B.Sc., (Hons.) graduate and a M.Sc., (Electronics) postgraduate. He is professionally qualified as CAIIB, with all India 1st Rank in Part-II. Mr. Murthy has over three decades of experience as a banker and has held various positions within SBI and its Associates. He retired as Managing Director & CEO of State Bank of Mysore, Bangalore, in the year 2003. His specialized areas of interest are International Banking, Foreign Exchange, Money Markets, Funds Management, Credit Management, Rural Development, Computerization, Commercial Law and Systems and Procedures. He has authored several books on banking systems and contributes regular articles to financial magazines / newspapers.

In the opinion of the Board, Mr. M.Sitarama Murty fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on February 7, 2019, on the recommendation of the Nomination and Remuneration / Compensation Committee and based on the performance evaluation considers that given his background, experience and contribution made by him during his tenure with the Company, the continued association of Mr. M.Sitarama Murty would be beneficial to the Company. Hence, it is desirable to re-appoint Mr. M.Sitarama Murty as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years from April 1, 2019 to March 31, 2021.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. M.Sitarama Murty for the office of Independent Director.

Copy of the draft letter of appointment of Mr. M.Sitarama Murty setting out the terms and conditions of appointment are available for inspection without any fee by the Members at the Registered Office of the Company.

The details of Mr. M.Sitarama Murty as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for Members' approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. M.Sitarama Murty has any concern or interest, financial or otherwise, in the aforesaid resolution at Item No. 1 of the Notice.

Item No. 2 - Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

The Company has been making investments in the subsidiary and joint venture companies and also providing loans and securities and guarantees in connection with loans to its subsidiaries from time to time, in compliance with the applicable provisions of the Companies Act, 2013 (the "Act").

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, prescribe that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of the Members of the Company by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on March 31, 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.5978.64 Crores while one hundred per cent of its free reserves and securities premium account amounts to Rs.9905.81 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.9905.81 Crores. As on December 31, 2018, the aggregate value of investments and loans made and guarantees and securities provided/ issued by the Company, as the case may be, amounts to Rs.4460.93 Crores.

Considering the long term business plans of the Company, which require the Company to make sizeable loans / investments and/or issue guarantees / securities in connection such loans, to persons or bodies corporate, from time to time, it is proposed to enhance the aforesaid limits to Rs.15,000 crores. Hence, the Special Resolution at Item No.2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution at Item No.2 of the Notice.

Annexure – A

Details of the Director(s) proposed to be appointed/re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings are as given below:

Name	Mr.M.Sitarama Murty
Age	75 years
Qualification	B.Sc., (Hons.) graduate and M.Sc., (Electronics)
Experience (including expertise in specific functional area)/ Brief Resume	He is professionally qualified as CAIIB, with all India 1st Rank in Part II. Mr. Murthy has over three decades of experience as a banker and has held various positions within SBI and its Associates. He retired as Managing Director & CEO of State Bank of Mysore, Bangalore, in the year 2003. His specialized areas of interest are International Banking, Foreign Exchange, Money Markets, Funds Management, Credit Management, Rural Development, Computerization, Commercial Law and Systems and Procedures. He has authored several books on banking systems and contributes regular articles to financial magazines / newspapers.
Terms and Conditions of Appointment / Reappointment	As per the resolution at item No. 1 of the Notice read with explanatory statement there to, Mr.M.Sitarama Murty is proposed to be re-appointed as an Independent Director of the Company for the second term for a period of two years from April 1, 2019 to March 31, 2021.
Remuneration last drawn (including sitting fees, if any)	Rs.10.50 lakhs was paid as sitting fee for the financial year ended March 31, 2018.
Remuneration proposed to be paid	No remuneration other than sitting fee for attending board/committee meetings.
Date of first appointment on the Board	September 27, 2007 (Any tenure of an Independent Director as on the date of commencement of the Companies Act, 2013 shall not be counted as a term).
Shareholding in the Company as on date of this Notice	Nil
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	Upto date attended all 6 meetings of the Board held during the current financial year i.e 2018-19.
Directorships of other Boards as on date of this Notice.	Nil
Membership / Chairmanship of Committees of other Boards as on date of this Notice	Nil



AUROBINDO PHARMA LIMITED

(CIN - L24239TG1986PLC015190)

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

Corp. Office : The Water Mark Building, Plot No.11, Sy. No.9, Kondapur, Hi Tech City, Hyderabad - 500 084, Telangana.

Tel No. +91 40 23736370, Fax No. +91 40 23747340 E-mail: info@aurobindo.com; Website: www.aurobindo.com

POSTAL BALLOT FORM

(In lieu of E-voting)

Serial No. : BALNO

1. Name and Registered Address of the Sole/First named shareholder : HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN
2. Name(s) of the Joint Holder(s), if any : SECOND
THIRD
3. Registered Folio No./DP ID No.*/Client ID No.* (*applicable to the shareholders holding shares in dematerialised form). : DPID / HOLDER_FOL
4. Number of Shares held : TOTAL_SHAR

I/ We hereby exercise my/ our vote in respect of the Resolutions to be passed through Postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 7, 2019 by sending my/ our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Item No	Item Description	Nature of Resolution	No. of equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr. M.Sitarama Murty (DIN: 01694236) as an Independent Director of the Company, for his second term of two consecutive years from April 1, 2019 to March 31, 2021 as well as to continue to hold the position of Non-Executive Independent Director of the Company beyond 75 years of age.	Special resolution			
2.	Authorization for increase in the limits for loans, guarantees, investments in securities, etc. under Section 186 of the Companies Act, 2013.	Special resolution			

Place :

Date :

Signature of the Member

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer by on or before 5.00 PM. on March 19, 2019 shall only be considered.

E-VOTING Users who wish to opt for e-voting may use the following login credentials.

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

The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of e-voting
Monday, February 18, 2019 at 10.00 AM	Tuesday, March 19, 2019 at 05.00 PM

Please follow steps for e-voting procedure as given in the Postal Ballot Notice by logging on to <https://evoting.karvy.com>

INSTRUCTIONS

1. Members may fill up the Postal Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. A. Mohan Rami Reddy, Practicing Company Secretary, C/o. Karvy Fintech Pvt.Ltd., Unit: Aurobindo Pharma Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana so as to reach on or before 5.00 P.M. on March 19, 2019. Postal Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event a Member casts his/her votes through E-voting and Ballot Form, the votes cast through E-voting would be considered and the votes cast through Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of Members holding shares in physical form is verified as per the records of the share transfer agents of the Company (i.e., Karvy Fintech Pvt.Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DPID/CLIENT ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Postal Ballot Form signed by a joint holder shall be treated valid if signed as per the records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting and voting through Postal Ballot procedure are available in the Notice of Postal Ballot and are also placed on the website of the Company, www.aurobindo.com and on the website of karvy <https://evoting.karvy.com>.
11. The Members are also requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations, 2015 vide Notification dated June 8, 2018 and in terms of the said notification, request for transfer except transmission or transposition of securities, held in physical form will not be processed after March 31, 2019. Hence, the Members are advised to dematerialize their shares held in physical form on or before March 31, 2019.