AUROBINDO
Aurobindo Pharma Limited
(CIN - L24239TG1986PLC015190)
Regd. Office: Plot No.2, Maithrivihar, Ameerpet, Hyderabad – 500 038, Telangana, India
Tel No. +91 40 2373 6370, Fax No. +91 40 2374 1080
Corp. Office: Galaxy, Floors: 22-24, Plot No.1, Survey No.83/1, Hyderabad Knowledge City, Raidurg Panmaktha, Hyderabad – 500 032, Telangana, India,
Tel No. +91 40 66725000 / 66721200 Fax No. +91 40 67074044
E-mail: info@aurobindo.com Website: www.aurobindo.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given to the Members of Aurobindo Pharma Limited (the **"Company"**) pursuant to Section 108, 110 and all other applicable provisions of the Companies Act, 2013, (the **"Act"**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**), which shall include any statutory modifications, amendments or re-enactments thereto, read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard and the latest being Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter referred to as the **"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the Members for the Resolutions set out below through postal ballot by voting through electronic means (remote e-voting).

In terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode only to all those Members whose names appear on the Register of Members / List of Beneficial Owners and who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Limited, the Company's Registrar & Transfer Agent (hereinafter referred as **"KFintech"** or **"RTA"**) as on Friday, November 13, 2026, being the cut-off date for this purpose. **The remote e-voting period commences on Monday, November 23, 2026 at 9:00 a.m. (IST) and ends on Tuesday, December 22, 2026 at 5:00 p.m. (IST).** Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notices along with Postal Ballot Forms and prepaid business reply envelops are not being sent to the Members for this Postal Ballot and no physical ballot forms will be accepted. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, December 22, 2026, (the last day to cast vote electronically) to be eligible for being considered.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company, www.aurobindo.com.

The Board of Directors at its meeting held on November 4, 2026, has appointed RPR & Associates, Company Secretaries, represented by Mr. Y. Ravi Prasada Reddy, a Practicing Company Secretary, (Membership No. FCS 5783 and Certificate of Practice No. 5360), as Scrutinizer for conducting the Postal

Ballot through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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 Thursday, December 24, 2026. The Resolutions, if assented by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. Tuesday, December 22, 2026. The results will be published on the website of the Company i.e. www.aurobindo.com and will be communicated to the Stock Exchanges where the Company's shares are listed. The results will also be posted on the website of KFintech, https://evoting.kfintech.com.

The Company has engaged the services of KFintech to provide remote e-voting facility to all its Members to cast their votes electronically.

SPECIAL BUSINESS

Item No. 1: Reappointment of Mr. Mangalam Ramasubramanian Kumar (DIN: 03628755) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time, and the Articles of Association of the Company, Mr. Mangalam Ramasubramanian Kumar (DIN 03628755), who was appointed as an Independent Director of the Company and who holds office up to March 31, 2027, and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from April 1, 2027 to March 31, 2032."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Mangalam Ramasubramanian Kumar (DIN 03628755), be paid sitting fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

"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: Revision of remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the Members of the Company be and is hereby given to the revision in the remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company, with effect from November 1, 2026 for the remaining period of his tenure i.e. up to May 31, 2027 as detailed below subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:"

a	Salary	₹ 3,350,000 per month
b	House Rent Allowance	₹ 2,233,334 per month
c	Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.
d	Leave Travel Concession	For self & family once in a year as per the rules of the Company
e	Personal Accident Insurance	Premium not exceeding ₹25,000 per annum
f	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
g	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
h	Provision of Company's car with driver.	
i	Provision of free telephone at residence.	
j	Encashment of leave as per the rules of the Company	

Item No. 3: Revision of remuneration of Dr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the Members of the Company be and is hereby given to the revision in the remuneration of Dr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company, with effect from November 1, 2026 for the remaining period of his tenure i.e. up to May 31, 2027 as detailed below subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:"

a	Salary	₹ 4,000,000 per month
b	House Rent Allowance	₹ 2,666,667 per month

c	Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.
d	Leave Travel Concession	For self & family once in a year as per the rules of the Company
e	Personal Accident Insurance	Premium not exceeding ₹25,000 per annum
f	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
g	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.	
h	Provision of Company's car with driver.	
i	Provision of free telephone at residence.	
j	Encashment of leave as per the rules of the Company	

Item No. 4: Revision in the commission payable to the independent directors of the Company.

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

"RESOLVED THAT in supersession of the resolution passed by the Members at the 37th Annual General Meeting held on August 29, 2024 and pursuant to the provisions of Section 149, 197 and 198 of the Companies Act, 2013 (the "Act") and rules framed thereunder and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum up to one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, but not exceeding ₹ 3.50 million (Rupees three million and five hundred thousand) per independent director by way of commission in any financial year be paid to and distributed amongst the independent directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year commencing from April 1, 2026."

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

By order of the Board of Aurobindo Pharma Limited

Registered Office:
Plot No.2, Maithrivihar
Ameerpet, Hyderabad – 500038, Telangana, India.
CIN – L24239TG1986PLC015190
Email: info@aurobindo.com

B. Adi Reddy
Company Secretary
Membership No. ACS13709

Place: Hyderabad
Date : November 4, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by email to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as of Friday, November 13, 2026 **(the "Cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFintech" / "RTA").

3. Members may note that this Postal Ballot Notice has been uploaded on the website of the Company at www.aurobindo.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of KFintech (agency for providing the Remote e-Voting facility) i.e., www.evoting.kfintech.com.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e. Friday, November 13, 2026. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to KFintech sending an e-mail at evoting@kfintech.com or to the Company at ig@aurobindo.com.

6. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact KFintech by e-mail at evoting@kfintech.com or to the Company at ig@aurobindo.com.

Procedure for Remote E-Voting

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on the resolutions set forth in this Notice.

   The instructions for e-Voting are given herein below.

   The Company has engaged the services of KFintech as the agency to provide e-voting facility.

ii. Pursuant to SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, on "e-Voting facility to be provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences on Monday, November 23, 2026 at 9:00 a.m. (IST) and ends on Tuesday, December 22, 2026 at 5:00 p.m. (IST)

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, November 13, 2026.

vi. The detailed process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories (NSDL / CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	**Login Method**
Individual shareholders holding shares in demat mode with NSDL	**1. User already registered for IdeAS facility may follow the following procedure:**
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the "Beneficial Owner" icon under "Login" under 'IdeAS' section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	V. Click on "Active E-voting Cycles" option under E-voting.
	VI. You will see Company Name: "Aurobindo Pharma Limited" on the next screen. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider "Kfintech" and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.
	2. User not registered for IdeAS e-Services may follow the following procedure:
	I. To register click on link: https://eservices.nsdl.com
	II. Select "Register Online for IdeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
	IV. After successful registration, please follow steps given under point 1 above, to cast your vote.
	3. Alternatively, the users may directly access the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	II. Click on the icon "Login" which is available under 'Shareholder/Member' section.

	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., Kfintech.
	V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
	VI. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding shares in demat mode with CDSL	**1. Existing users who have opted for Easi / Easiest may follow the following procedure:**
	I. Visit URL https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com
	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.
	V. You will see Company Name: "Aurobindo Pharma Limited" on the next screen. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider "Kfintech" and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest may follow the following procedure:
	I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login Registration
	II. Proceed to complete registration using your DP ID-ClientID (BO ID), etc.
	III. After successful registration, please follow steps given under point 1 above to cast your vote.
	3. Alternatively, by directly accessing the e-Voting website of CDSL
	I. Visit URL: www.cdslindia.com
	II. Provide your Demat Account Number and PAN No.
	III. System will authenticate user by sending OTP on registered Mobile number & Email as recorded in the demat Account.
	IV. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Aurobindo Pharma Limited or select e-Voting service provider "Kfintech" and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.
Individual Shareholders login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III. Click on options available against Aurobindo Pharma Limited or e-Voting service provider – Kfintech and you will be redirected to e-Voting page of Kfintech to cast your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 – 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800-21-09911

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/.
ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit https://evoting.kfintech.com or contact toll-free numbers 1-800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
iii. After entering these details appropriately, click on "LOGIN".
iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
v. You need to login again with the new credentials.
vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Aurobindo Pharma Limited Postal Ballot" and click on "Submit".
vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate /Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to rprassociateshyd@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN No."

(B) Procedure for Registration of email and Mobile for holders of securities in physical mode

Registration/ Updation of contact details by Physical shareholders

Physical shareholders are hereby notified that based on SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail online services, the security holders can register e-mail ID. The security holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents.

Form ISR-1 can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

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

a) Through 'In Person Verification' (IPV): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

KFin Technologies Limited
(Unit: Aurobindo Pharma Limited)
Selenium Building, Tower-B, Plot No 31 & 32,
Gachibowli Financial District, Nanakramguda,
Hyderabad, Telangana India - 500 032.

c)Through electronic mode with e-sign by following the link:
https://ris.kfintech.com/clientservices/isc/default.aspx#

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

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

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

Item No. 1: Reappointment of Mr. Mangalam Ramasubramanian Kumar (DIN 03628755) as an Independent Director of the Company.

The Members of the Company by way of Postal Ballot on May 27, 2024, approved the appointment of Mr. Mangalam Ramasubramanian Kumar as an Independent Director of the Company for a period of three years with effect from April 1, 2024. Accordingly, his first term as an Independent Director will end on March 31, 2027. During his tenure, he has made a significant contribution to the Board and committee deliberations and also as Chairman of the Company. Based on the recommendations of the Nomination, Remuneration & Compensation Committee of the Company and pursuant to the performance evaluation of Mr. Mangalam Ramasubramanian Kumar as a member of the Board and of its Committees, his background, experience and contribution in the Board and Committee deliberations, and that his continued association would be beneficial to the Company, the Board of Directors, at its meeting held on November 4, 2026 proposed to recommend to the Members the reappointment of Mr. Mangalam Ramasubramanian Kumar as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from April 1, 2027 to March 31, 2032. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Mangalam Ramasubramanian Kumar for the office of Director.

Mr. Mangalam Ramasubramanian Kumar (DIN 03628755) is eligible for appointment as an Independent Director and fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and other laws/ regulations for the time being in force, to the extent applicable to the Company.

The Company has also received from Mr. Mangalam Ramasubramanian Kumar (DIN 03628755), (i) the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Mangalam Ramasubramanian Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Mangalam Ramasubramanian Kumar has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Mangalam Ramasubramanian Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Mangalam Ramasubramanian Kumar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to the Regulation 17(1C) of the SEBI Listing Regulations, approval of the shareholders for appointment or reappointment of a person as a Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. And in case of reappointment of a director, it is subject to prior approval of the shareholders. Accordingly, the appointment of Mr. Mangalam Ramasubramanian Kumar requires the prior approval of the Members by way of a Special Resolution.

The profile and specific areas of expertise of Mr. Mangalam Ramasubramanian Kumar are provided as an annexure to this Notice.

In the opinion of the Board, Mr. Mangalam Ramasubramanian Kumar is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his reappointment as an Independent (Non-Executive) Director of the Company and he is independent of the management of the Company. The terms and conditions of appointment of Mr. Mangalam Ramasubramanian Kumar as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at ig@aurobindo.com.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives, except Mr. Mangalam Ramasubramanian Kumar, to whom the resolution relates, are concerned or interested in the Resolution mentioned in Item No. 1 of the Postal Ballot Notice.

The Board of Directors recommends the Special Resolution set forth at Item No.1 of the Postal Ballot Notice for the approval of the Members of the Company.

Item No.2: Revision of remuneration of Mr. K. Nithyananda Reddy (DIN: 01284195), Vice Chairman & Managing Director of the Company.

The Members of the Company at the 37th Annual General Meeting held on August 29, 2024 approved re-appointment of Mr. K. Nithyananda Reddy (DIN: 01284195) as Vice Chairman & Managing Director of the Company for a period of 3 years w.e.f. June 1, 2024 at a remuneration of ₹47.00 million per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. K. Nithyananda Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

The business operations of the Company are substantially growing and there has been an increase in Managing Director's responsibilities. In view of the same, the Board of Directors felt it appropriate to revise the remuneration of Mr. K. Nithyananda Reddy, Vice Chairman & Managing Director of the Company, to commensurate with his roles and responsibilities. Accordingly, it is proposed to increase the remuneration of Mr. K. Nithyananda Reddy, Vice Chairman & Managing Director from ₹47.00 million per annum to ₹67.00 million per annum with effect from November 1, 2026, and other perquisites with no changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013. The proposed revision of remuneration of Mr. K. Nithyananda Reddy was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. K. Nithyananda Reddy to whom the resolution relates, is interested or concerned in the Resolution mentioned in Item No.2 of the Postal Ballot Notice.

The Board of Directors recommends the Ordinary Resolution set forth at Item No.2 of the Postal Ballot Notice for the approval of the Members of the Company.

Item No.3: Revision of remuneration of Dr. M. Madan Mohan Reddy (DIN: 01284266), Whole-time Director of the Company.

The Members of the Company at the 37th Annual General Meeting held on August 29, 2024 approved re-appointment of Dr. M. Madan Mohan Reddy (DIN: 01284266) as a Whole time Director of the Company for a period of 3 years w.e.f. June 1, 2024 at a remuneration of ₹60.00 million per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Dr. M. Madan Mohan

Reddy subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Considering the significant contribution made by him in the growth and development of the Company, the Board of Directors felt it appropriate to revise the remuneration of Dr. M. Madan Mohan Reddy to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Dr. M. Madan Mohan Reddy from ₹60.00 million per annum to ₹80.00 million per annum with effect from November 1, 2026 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013. The proposed revision of remuneration of Dr. M. Madan Mohan Reddy was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

No Director, Key Managerial Personnel or their relatives, except Dr. M. Madan Mohan Reddy, to whom the resolution relates, is interested or concerned in the Resolution mentioned in Item No.3 of the Postal Ballot Notice.

The Board of Directors recommends the Ordinary Resolution set forth in Item No.3 of the Postal Ballot Notice for the approval of the Members of the Company.

Item No. 4: Revision in the commission payable to the independent directors of the Company.

The members of the Company at their 37th Annual General Meeting held on August 29, 2024, had approved pursuant to the provisions of Section 149, 197 of the Companies Act, 2013 (the "Act") and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment by way of commission up to 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, but not exceeding ₹2.00 million (Rupees two million) per independent director in any financial year be paid to and distributed amongst the independent directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, commencing from April 1, 2024.

The Company's Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Independent Directors are actively involved in various decision-making processes and are making valuable contributions towards business development, governance, long-term strategy and compliance.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (the "Act") and the SEBI Listing Regulations with key emphasis on effective governance, risk management, statutory compliances, etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board, particularly the independent directors, have increased more, requiring greater time commitment and attention.

The Board of Directors of the Company has at its meeting held on November 4, 2026, on recommendation of Nomination and Remuneration/Compensation Committee, subject to the approval of the Members, approved to increase the limit of commission payable to the independent directors not exceeding a sum up to 1% (one percent) of the net profits of the Company per annum calculated in accordance with the provisions of Section 198 of the Act, but not exceeding ₹3.50 million (Rupees three million and five

hundred thousand) per independent director in any financial year commencing from April 1, 2026. The Commission be paid to and distributed amongst the independent directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors of the Company within the aforesaid limits.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the non-executive directors is outside the purview of the above limits.

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

No other Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set forth in Item No.4 of the Postal Ballot Notice for approval of the Members of the Company.

Annexure

Details of the Director proposed to be appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS – 2), issued by the Institute of Company Secretaries of India are given below:

Profile of Mr. Mangalam Ramasubramanian Kumar (DIN 03628755)

Mr. Mangalam Ramasubramanian Kumar is a Science graduate from University of Madras. He served as Chairman, LIC of India from March 2019 to March 2023. He joined LIC of India in 1983 as a Direct Recruit Officer. In a career spanning more than three and a half decades, he has had the unique privilege of heading three Zones of LIC of India, viz. Southern Zone, North Central Zone and Northern Zone, head quartered at Chennai, Kanpur and Delhi, respectively.

As an Executive Director, he headed the Personnel Department as well as the Pension and Group Insurance vertical of the Corporation. During his tenure, several initiatives were rolled out for the benefit of the employees. Moreover, working in different streams of life insurance management viz., administrative, marketing, group and social securities, has given him the twin advantages of enriched knowledge and clarity on processes and procedures in the life insurance industry.

In addition to being Chairman of LIC, he was also the Non-Executive Chairman of LIC Housing Finance Ltd., LIC Pension Fund Ltd, LIC Mutual Fund AMC Ltd., LIC Cards Services Ltd., IDBI Bank, LIC Singapore Pte. Ltd., LIC Lanka Ltd., LIC (International) BSC, Bahrain, LIC Nepal. Ltd. As Non-Executive Chairman of IDBI Bank, he was involved in strategizing the turnaround of IDBI Bank from a loss making entity to profitable one. He also held position as Director on the Board of Kenindia Assurance Co. Ltd, Kenya and ACC Ltd., India. He was also Chairman of the Governing Board of National Insurance Academy, President of Insurance Institute of India and Chairman of Council of Insurance Ombudsman.

Currently, he is Director on the Board of Cholamandalam Investment and Finance Company Limited, Aurobindo Pharma USA Inc., and Non-executive Chairman of Bank of India.

Name	Mr. Mangalam Ramasubramanian Kumar
Age	65 years
DIN	03628755
Qualification	Science graduate from University of Madras
Experience (including expertise in specific functional area)/ Brief Resume	He served as Chairman, LIC of India from March 2019 to March 2023. He joined LIC of India in 1983 as a Direct Recruit Officer. In a career spanning more than three and a half decades, he has had the unique privilege of heading three Zones of LIC of India, viz. Southern Zone, North Central Zone and Northern Zone, head quartered at Chennai, Kanpur and Delhi, respectively. As an Executive Director, he headed the Personnel Department as well as the Pension and Group Insurance vertical of the Corporation. During his tenure, several initiatives were rolled out for the benefit of the employees. Moreover, working in different streams of life insurance management viz., administrative, marketing, group and social securities, has given him the twin advantages of enriched knowledge and clarity on processes and procedures in the life insurance industry. In addition to being Chairman of LIC, he was also the Non-Executive Chairman of LIC Housing Finance Ltd., LIC Pension Fund Ltd, LIC Mutual Fund AMC Ltd., LIC Cards Services Ltd., IDBI Bank, LIC Singapore Pte. Ltd., LIC Lanka Ltd., LIC (International) BSC, Bahrain, LIC Nepal. Ltd. As Non-Executive Chairman of IDBI Bank, he was involved in strategizing the turnaround of IDBI Bank from a loss making entity to profitable one. He also held position as Director on the Board of Kenindia Assurance Co. Ltd, Kenya and ACC Ltd., India. He was also Chairman of the Governing Board of National Insurance Academy, President of Insurance Institute of India and Chairman of Council of Insurance Ombudsman. Currently, he is Director on the Board of Cholamandalam Investment and Finance Company Limited, Aurobindo Pharma USA Inc., and Non-executive Chairman of Bank of India.
Terms and Conditions of Appointment / Reappointment	As per Resolution No.1 in the Postal Ballot Notice read with explanatory statement thereto, Mr. Mangalam Ramasubramanian Kumar is proposed to be re-appointed as an Independent Director of the Company for the second term of 5 (Five) consecutive years w.e.f. April 1, 2027. Entitled for sitting fees for attending meetings of the Board and Board Committees and commission as may be approved by the Board from time to time
Remuneration last drawn (including sitting fees, if any)	For the financial year 2025-26 paid ₹ 2.00 million as Commission and ₹ 1.70 million as sitting fee.

<table>
<tr><td>Remuneration proposed to be paid</td><td>No remuneration other than sitting fee for attending Board / Committee meetings is payable apart from commission based on profits of the Company.</td></tr>
<tr><td>Date of first appointment on the Board</td><td>April 1, 2024</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors/ Key Managerial Personnel</td><td>Not related to any Director/Key Managerial Personnel/ Promoters</td></tr>
<tr><td>Number of meetings of the Board attended during the year 2026-27</td><td>He has attended all 4 Board meetings held during the period from 1st April 2026 till the date of this Notice.</td></tr>
<tr><td>Directorships of other Boards</td><td>
<table>
<tr><th>Name of Company / Firm</th><th>Designation</th></tr>
<tr><td>Cholamandalam Investment and Finance Company Limited</td><td>Independent Director</td></tr>
<tr><td>Aurobindo Pharma USA Inc.</td><td>Independent Director</td></tr>
<tr><td>Bank of India</td><td>Non-executive Independent Director and Chairman</td></tr>
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</td></tr>
<tr><td>Board Membership of other listed companies and the membership of Committees of the board</td><td>
<table>
<tr><td rowspan="11">Bank of India</td><td>Nomination & Remuneration Committee</td></tr>
<tr><td>Committee for Monitoring large frauds</td></tr>
<tr><td>Corporate Social Responsibility Committee</td></tr>
<tr><td>Independent Directors Committee</td></tr>
<tr><td>Group Governance Unit Committee</td></tr>
<tr><td>IT Strategy and Digital Payment Promotion Committee</td></tr>
<tr><td>Steering Committee of the Board on HR</td></tr>
<tr><td>Review Committee for Wilful Defaulters</td></tr>
<tr><td>Committee for Monitoring High Value NPAs and Loss Assets</td></tr>
<tr><td>Review Committee for Declaration of Non-Co-Operative Borrower</td></tr>
<tr><td>Board Committee for performance & evaluation of MD / CEO / ED / CGM / GM</td></tr>
<tr><td rowspan="4">Cholamandalam Investment and Finance Company Limited</td><td>Risk Management Committee</td></tr>
<tr><td>Audit Committee</td></tr>
<tr><td>Corporate Social Responsibility</td></tr>
<tr><td>Nomination & Remuneration Committee</td></tr>
</table>
</td></tr>
<tr><td>Directorships of other Listed Entities from which he resigned in the past three years</td><td>Ambuja Cements Limited</td></tr>
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