



# Auro Laboratories Limited

314, T. V. Industrial Estate, S.K. Ahire Marg,  
Worli, Mumbai - 400 030. India  
Tel. : + 91 22 6663 5456  
Fax : +91 22 6663 5460  
E-mail : auro@aurolabs.com  
Web : www.aurolabs.com

Reg. Off. / Mfg. Unit :  
K-56, M. I. D. C. Tarapur,  
Dist. Palghar, Maharashtra - 401506.  
CIN No. L33125MH1989PLC051910

Date: August 6, 2021.

To,  
Corporate Relations Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Reg: Security Code No. 530233**

**Sub: Notice of 32<sup>nd</sup> Annual General Meeting**

Dear Sir,

Further to our letter dated August 5, 2021, we are enclosing herewith Notice of 32<sup>nd</sup> Annual General Meeting of **Auro Laboratories Limited** to be held on **Tuesday, August 31, 2021** at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and The Securities and Exchange Board of India (SEBI).

As per Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2013 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

The instructions such as registering / updating e-mail addresses, e-voting before and during the Meeting, attending the AGM through VC/ OAVM are mentioned in the Notice attached.

Kindly take the above on record.

Thanking you,

Yours sincerely,  
For AURO LABORATORIES LIMITED

*Siddhartha Deorah*  
SIDDHARTHA DEORAH  
WHOLE TIME DIRECTOR  
[DIN: 00230796]



Encl: A/a.

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 32nd Annual General Meeting (AGM) of the Members of **Auro Laboratories Limited** (CIN: L33125MH1989PLC051910) will be held on Tuesday, **August 31, 2021 at 11.30 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, including the audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Siddhartha Deorah (DIN 00230796) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Approval for appointment of Mr. Kiran Kulkarni as the Whole-time Director of the Company for a term of 3 years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** Mr. Kiran Kulkarni, who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 24, 2021 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment 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 of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee consent of the members be and is hereby accorded to appoint Mr. Kiran Kulkarni (DIN: 09175595) as the Whole-time Director of the Company for a period of 3 (Three) Years w.e.f May 24, 2021, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Kiran Kulkarni, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

4. **Re-Appointment of Mr. Sharat Deorah as Chairman & Managing Director of the Company for a term of 3 years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, 203 Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any

statutory modification (s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee consent of the members be and is hereby accorded to re-appoint Mr. Sharat Deorah (DIN: 00230784) as the Chairman & Managing Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2022, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sharat Deorah, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

5. **Re-Appointment of Mr. Siddhartha Deorah as Whole-Time Director of the Company for a term of 3 years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, 203 Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee consent of the members be and is hereby accorded to re-appoint Mr. Siddhartha Deorah (DIN: 00230796) as the Whole time Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2022, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Siddhartha Deorah, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

6. **Ratification of Remuneration payable to M/s. Poddar & Co., Cost Auditors for the Financial Year 2021-22:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 50,000/- (excluding Taxes plus out of pocket expenses at actual), as approved by the Board of Directors and set out in the explanatory statement annexed to the notice convening this Meeting, to be paid to M/s. Poddar & Co., Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors and/or key managerial personnel of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

For and on behalf of the Board  
**AURO LABORATORIES LIMITED**

Date: August 5, 2021  
Place: Mumbai

**SHARAT DEORAH**  
(DIN: 00230784)  
CHAIRMAN & MANAGING DIRECTOR

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/ HO/CFD/ CMD1/ CIR /P/2020/79 and SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue.
2. In continuation of this Ministry’s General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23 & 24. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
8. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system. The process and manner for e-voting and process of joining meeting through video conferencing along with other details also forms part of the Notice.
9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2021, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

- a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: [agm@aurolabs.com](mailto:agm@aurolabs.com) or [support@purvashare.com](mailto:support@purvashare.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [auro@aurolabs.com](mailto:auro@aurolabs.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
  11. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company at [agm@aurolabs.com](mailto:agm@aurolabs.com) or upload on the VC portal /e-voting portal.
  12. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
  13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32ND ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 3, 4 AND 5 OF THIS NOTICE, IN TERMS OF REGULATIONS 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:**

<b>Name</b>	<b>Mr. Sharat Deorah</b>	<b>Mr. Siddhartha Deorah</b>	<b>Mr. Kiran Kulkarni</b>
<b>Directors Identification Number (DIN)</b>	00230784	00230796	09175595
<b>Date of Birth</b>	June 02, 1950	September 21, 1978	June 09, 1971
<b>Age</b>	71 Years	42 Years	50 Years
<b>Brief resume &amp; Nature of expertise in specific functional areas</b>	He is associated with the Company since May 26, 1989 as Director of the Company and has an experience of over 34 years to his credit. He looks after the Overall affairs of the Company.	He is associated with the Company since August 1, 1999 as Director of the Company and has an experience of over 17 years in Production & Marketing. He looks after the Purchase and Sales aspects of the Company	He has joined the Company wef May 24, 2021 and has an experience of more than 20 years in QC/QA department of API manufacturing companies. He looks after the quality control and general management functions at the manufacturing facility of the Company.
<b>Disclosure of relationship between directors inter-se</b>	Father of Mr. Siddhartha Deorah	Son of Mr. Sharat Deorah	Not Applicable
<b>Names of listed entities in which the person also holds the directorship</b>	Not Applicable	Not Applicable	Not Applicable
<b>No. of Shares held in the Company</b>	11,65,800 equity shares	4,31,192 equity shares	NIL
<b>Membership &amp; Chairmanships of Committees of the Board*</b>	Not Applicable	1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member)	Not Applicable

\*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.

14. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
16. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

18. The Company's shares are listed on BSE Limited, Mumbai.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at [agm@aurolabs.com](mailto:agm@aurolabs.com).
20. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**

[Unit: Auro Laboratories Limited]

Unit no.9 Shiv Shakti Ind. Estt.

J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011

**Tel:** 91-22-2301 2518 / 6761

**Email:** [support@purvashare.com](mailto:support@purvashare.com) **Web:** [www.purvashare.com](http://www.purvashare.com)

21. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
22. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
23. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:
  - a) The voting period begins on **August 28, 2021 Start Time: 9:00 a.m. (IST)** and ends on **August 30, 2021 End Time: 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **August 24, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors of the Company has appointed Mr. Mahesh Soni failing him Ms. Sonia Chettiar, Partners, GMJ & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e) Login method for e-Voting and joining virtual meeting for shareholders other than individual **shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.

- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> </ul>
	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for the relevant **AURO LABORATORIES LIMITED** on which you choose to vote.
- j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l) 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.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- n) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [agm@aurolabs.com](mailto:agm@aurolabs.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

24. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

25. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

#### **ITEM NO 3:**

Mr. Kiran Kulkarni was appointed as an Additional Director of the Company with effect from May 24, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only upto the date of the ensuing Annual General Meeting of the Company.

Your Board of Directors have appointed Mr. Kiran Kulkarni (DIN: 09175595) as the Whole-time Director of the Company for a period of 3 (Three) Years w.e.f May 24, 2021. He has an experience of more than 20 years in QC/QA Department of API manufacturing companies. He looks after the quality control and general management functions at the manufacturing facility of the Company. The terms of his appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- Salary: Rs. 20,00,000/- p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)

#### **Benefits, Perquisites and Allowance:**

- Gratuity payable at a rate of half month's salary for each completed year of service.
- Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

#### **Commission:**

- Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Kiran Kulkarni as the Whole time Director for a period of 3 years commencing w.e.f. May 24, 2021.

#### **MEMORANDUM OF INTEREST**

Mr. Kiran Kulkarni is not related to any of the Directors/KMP of the Company, and none of the Directors/KMP is concerned or interested in the resolution at Item No.3 except Mr. Kiran Kulkarni.

**ITEM NO. 4:**

Mr. Sharat Deorah, was appointed as Chairman & Managing Director of the Company at the 30th Annual General Meeting held on September 06, 2019 for a term of 3 years upto March 31, 2022. Mr. Sharat Deorah is on the Board of the Company since May 26, 1989 and has attained the age of 71 years and has an experience of over 34 years to his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company. Your Board of Directors at their Meeting held on August 5, 2021 recommended to re-appoint Mr. Sharat Deorah as Chairman & Managing Director of the Company w.e.f. April, 1, 2022 subject to approval of the members. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- Salary: Rs.1,20,00,000/- p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)

**Benefits, Perquisites and Allowance:**

- Gratuity payable at a rate of half month's salary for each completed year of service.
- Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

**Commission:**

- Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Sharat Deorah as the Chairman & Managing Director for a period of 3 years commencing April 01, 2022.

**MEMORANDUM OF INTEREST**

Mr. Siddhartha Deorah being closely related to Mr. Sharat Deorah as Son, is deemed to be concerned and interested in the resolution at Item no. 4. Except Mr. Siddhartha Deorah and Mr. Sharat Deorah, none of the Directors/KMP of the Company is concerned or interested in this resolution.

**ITEM NO.5:**

Mr. Siddhartha Deorah, was appointed as Whole time Director of the Company at the 30th Annual General Meeting held on September 06, 2019 for a term of 3 years upto March 31, 2022. Mr. Siddhartha Deorah is on the Board of the Company since August 1, 1999 and has an experience of over 17 years in Production & Marketing. He looks after the Purchase and Sales aspects of the Company. Your Board of Directors at their Meeting held on August 5, 2021 recommended to re-appoint Mr. Siddhartha Deorah as Whole time Director of the Company w.e.f. April, 1, 2022 subject to approval of the members. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- Salary: Rs. 1,20,00,000/- p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)

**Benefits, Perquisites and Allowance:**

- Gratuity payable at a rate of half month's salary for each completed year of service.
- Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

**Commission:**

- Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Siddhartha Deorah as the Whole time Director for a period of 3 years commencing April 01, 2022.

**MEMORANDUM OF INTEREST**

Mr. Sharat Deorah being closely related to Mr. Siddhartha Deorah as Father is deemed to be concerned and interested in the resolution at Item no.5. Except Mr. Sharat Deorah and Mr. Siddhartha Deorah, none of the Directors/KMP of the Company is concerned or interested in this resolution.

**ITEM NO.6:**

Upon the recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. Poddar & Co., Cost Auditors to conduct the audit of the cost accounting records maintained by the Company for the products manufactured by the Company at its Factory situated at K- 56, MIDC Tarapur for the financial year ending March 31, 2022 on the remuneration Rs. 50,000/- (excluding Taxes plus out of pocket expenses at actual).

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No.6 as the Ordinary Resolution.

## ANNEXURE TO THE EXPLANATORY STATEMENT:

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment /re-appointment of Mr. Kiran Kulkarni, Mr. Sharat Deorah and Mr. Siddhartha Deorah:

### I. GENERAL INFORMATION:

1. Nature of Industry: Pharmaceutical
2. Date or expected date of commencement of commercial production: The Company commenced manufacturing activities of Active Pharmaceutical Ingredients (API's) since 1992.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

(Rs. in Lakhs)

Sr. No	Particulars	2019-2020	2018-2019	2017-2018
1	Revenue	4476.32	4778.13	4130.79
2	Profit after tax	405.55	439.94	352.95

5. Foreign Investments or collaborations, if any: Not Applicable

### II. Information about the appointee

Details	Mr. Sharat Deorah	Mr. Siddhartha Deorah	Mr. Kiran Kulkarni
Background details	Mr. Sharat Deorah is associated with the Company since May 26, 1989 as Director of the Company and has an experience of over 34 years to his credit.	Mr. Siddhartha Deorah is associated with the Company since August 1, 1999 as Director of the Company and has an experience of over 17 years in Production & Marketing.	He has joined the Company w.e.f. May 24, 2021 and has an experience of more than 20 years in QC/QA department of API manufacturing companies.
Past remuneration	1,20,00,000/-	1,20,00,000/-	20,00,000/-
Recognition or awards	Nil	Nil	Nil
Job profile and his suitability	Mr. Sharat Deorah looks after the overall affairs of the Company including long term strategies. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to direction and control of the Board of Directors.	Mr. Siddhartha Deorah looks after the Purchase and Sales aspects of the Company. He has vast experience and possesses all required competencies.	Mr. Kiran Kulkarni looks after the quality control and general Management functions at the manufacturing facility of the Company.
Remuneration proposed	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement



Details	Mr. Sharat Deorah	Mr. Siddhartha Deorah	Mr. Kiran Kulkarni
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Besides the proposed remuneration, Mr. Sharat Deorah does not have any pecuniary relationship with the Company. Mr. Sharat Deorah is related to Mr. Siddhartha Deorah	Besides the proposed remuneration, Mr. Siddhartha Deorah does not have any pecuniary relationship with the Company. Mr. Siddhartha Deorah is related to Mr. Sharat Deorah	Besides the proposed remuneration, Mr. Kiran Kulkarni does not have any pecuniary relationship with the Company.

### III. OTHER INFORMATION:

1. Reason of loss or inadequate profits : N.A
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurement terms: N.A.

### IV. DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No. 3, 4 and 5 subject to the approval of the Members at the ensuing Annual General Meeting.

For and on behalf of the Board of Directors  
**AURO LABORATORIES LIMITED**

**SHARAT DEORAH**

(DIN: 00230784)

CHAIRMAN & MANAGING DIRECTOR

Date: August 5, 2021  
 Place: Mumbai