



Auro Laboratories Limited

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

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020 and General Circular No.39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**") and all other applicable rules framed under the Companies Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Auro Laboratories Limited ("**Company**"), to consider and if thought fit to pass the resolution set out herein below as a special resolution by way of a postal ballot.

The proposed resolutions along with the explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, is also appended. The proposed resolutions and explanatory statement are being sent to you for your consideration.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can



vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

SPECIAL BUSINESS:

Item no. 1 - Approval of Appointment of Mrs. Kavita Sharma (DIN: 07139910), as an Independent Director:

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

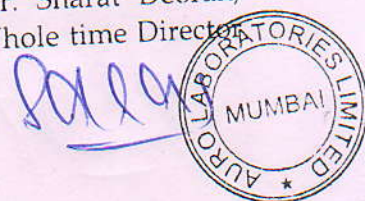
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Companies Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mrs. Kavita Sharma (DIN: 07139910), who meets the criteria for independence as provided in Section 149(6) of the Companies Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from February 11, 2021 to February 10, 2026, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel 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."

Item No.2 - To approve continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholders to Mr. Sharat Deorah, Chairman and Managing Director and Mr. Siddhartha Deorah, Whole time Director



of the Company, at the Annual General Meeting held on September 6, 2019 and who are Executive Directors and Promoters of the Company notwithstanding:

- i) annual remuneration to each of them exceeding Rs.5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their current term as such i.e. March 31, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

Registered Office:
K-56, M.I.D.C.,
TARAPUR INDUSTRIAL
AREA, THANE MH 401506.

Date: February 11, 2021.

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


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



NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.

2. The Notice is being sent to/ published/ displayed for all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on February 5, 2021 [Record Date], which will be considered for the purposes of remote e-voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only.

3. On account of threat posed by COVID-19 pandemic situation, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent ("RTA"), and expresses its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:

a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the RTA, by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may mail to: support@purvashare.com.

b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with Purva Sharegistry (India) Private Limited, Unit no.9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (E), Mumbai 400 011, India by following due procedure.

c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ RTA to enable servicing of notices and documents electronically to their email address.



4. The Notice has also been placed on Company's website: www.aurolabs.com and RTA's website: www.purvashare.com and will also be available on the website of stock exchange i.e. www.bseindia.com.

5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, February 5, 2021 [Record Date].

6. The Board of Directors of the Company has appointed Mr. Mahesh Soni, Partner, GMJ & Associates, Company Secretary (FCS No. 3706, COP No. 2324) as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner ("Scrutinizer").

7. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

8. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.

9. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, February 18, 2021, 9.00 AM (IST) and ends on Friday, March 19, 2021, 5.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 5, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant AURO LABORATORIES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details



- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 with a copy marked to cs@aurolabs.com for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT"; The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT"; The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT";



m. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at HYPERLINK <http://www.evotingindia.com> www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

10. All relevant documents referred to in the explanatory statement would be made available for inspection at the registered and corporate offices of the Company on all working days during business hours until the last date for receipt of votes by remote e- voting i.e., Friday, March 19, 2021, 05:00 PM. During the lockdown, a member may write to the Compliance officer of the Company at cs@aurolabs.com requesting supply of relevant documents referred in the explanatory statement. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Compliance officer of the Company at cs@aurolabs.com.

11. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on the websites of the Company i.e., www.aurolabs.com, Purva website i.e. www.purvashare.com, the stock exchange i.e., www.bseindia.com and on the website of the depositories. The Company will also display the results at its registered and corporate office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., March 19, 2021.



EXPLANATORY STATEMENT
(Pursuant to provisions of Section 102 of the Companies Act, 2013)

Item No. 1:

Your Board proposes to appoint Mrs. Kavita Sharma, as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from February 11, 2021.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act and the Listing Regulations, Mrs. Kavita Sharma, being eligible for appointment as Independent Director offers herself for appointment, is proposed to be appointed as an Independent Director for one term of five consecutive years from February 11, 2021 upto February 10, 2026.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Mrs. Kavita Sharma has registered with the Independent Directors Databank.

In the opinion of the Board, Mrs. Kavita Sharma fulfills the conditions specified under the Companies Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for her appointment as Independent Director of the Company and is independent of the management.

The Board considers that Mrs. Kavita Sharma continued association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Kavita Sharma as Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 1 of the Notice with respect to eligibility and appointment of Mrs. Kavita Sharma as Independent Director of the Company for one term of five consecutive years with effect from February 11, 2021 upto February 10, 2026, for approval of the members.

Except Mrs. Kavita Sharma and her relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.



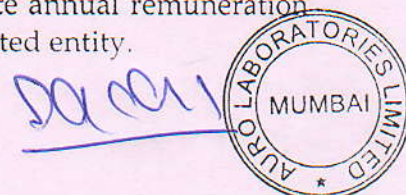
DETAILS OF DIRECTOR SEEKING APPOINTMENT AS INDEPENDENT DIRECTOR VIDE POSTAL BALLOT AND AS SET OUT IN ITEM NO. 1 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name	Mrs. Kavita Sharma
Directors Identification Number (DIN)	07139910
Brief resume & Nature of expertise in specific functional areas	She is associated with the Company since March 27, 2015 and has an experience of over 10 years in the field of Marketing.
Disclosure of relationship between directors inter-se	None
Names of listed entities in which the person also holds the directorship	NIL
No. of Shares held in the Company	NIL
Membership & Chairmanships of Committees of the Board*	Membership - Nomination & Remuneration Committee

Item No.2:

As per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs.5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.



At present, on the Board of Directors of the Company, there are 2(two) Executive directors who are promoters. They are Mr. Sharat Deorah, Chairman & Managing Director and Mr. Siddhartha Deorah, Whole time Director of the Company. The shareholders have approved remuneration payable to them within the limits as prescribed at that time as per Companies Act, 2013, while approving their appointment on April 1, 2019, which is in excess of 2.5% of the net profits of the Company, individually and more than 5% of the net profits of the Company in aggregate. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term in order to comply with the above mentioned Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board approved the above proposal at their meeting held on February 11, 2021 after considering the valuable contributions of Mr. Sharat Deorah, Chairman & Managing Director and Mr. Siddhartha Deorah, Whole time Director of the Company in the growth of the Company and remuneration prevalent for the similar positions in the companies of the like size.

The Board recommends the special resolution set out at Item No. 2 of the Notice for approval by the Members.


Except Mr. Sharat Deorah, Chairman & Managing Director and Mr. Siddhartha Deorah, Whole time Director of the Company and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Registered Office:

K-56, M.I.D.C.,
TARAPUR INDUSTRIAL
AREA, THANE MH 401506.

Date: February 11, 2021

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


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

