



Auro Laboratories Limited

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Worli, Mumbai - 400 030. India
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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

June 24, 2022

The Listing Department
BSE Limited
Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Ref: Security Code No. 530233

Dear Sir / Madam,

Sub: Notice of 33rd Annual General Meeting of Auro Laboratories Limited

We hereby inform you that the 33rd Annual General Meeting of Auro Laboratories Limited will be held on Wednesday, July 20, 2022 at 12:30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by Ministry of Corporate Affairs 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.

The Notice of the 33rd AGM is available on the Company's website at www.aurolabs.com.

This is for your information and records.

Thanking you

For, Auro Laboratories Limited

Siddhartha Deorah

(Siddhartha Deorah)

Whole Time Director

DIN: 00230796



Encl: A/a

Notice of the 33rd Annual General Meeting

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of **Auro Laboratories Limited** will be held on **Wednesday, July 20, 2022 at 12.30 PM (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, 2022, together with the reports of the Board of Directors and the Auditors thereon**

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

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted.”

- 2. To appoint a Director in place of Mr. Kiran Suresh Kulkarni (DIN 09175595) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Kiran Suresh Kulkarni (DIN 09175595) as a director, who is liable to retire by rotation.”

- 3. To re-appoint M/s. Khurdia Jain & Co., Chartered Accountants (Registration No. 120263W) as Statutory Auditors of the Company and to fix their remuneration.**

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

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013 and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Khurdia Jain & Co., Chartered Accountants (Registration No. 120263W), Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company for a period of 5(five) consecutive years, who shall hold office from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the year 2027, at such remuneration as may be decided by the Audit Committee and the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. Poddar & Co., Cost Auditors for the Financial Year 2022-2023:

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 ₹ 50000/- (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, 2023, be and is hereby ratified.

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are 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.”

5. Amendment of the object clause of the Memorandum of Association of the Company to align with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the modification, substitution, addition and deletion in Clause III i.e. the Objects Clause of the Memorandum of Association of the Company as follows:

- a) The existing sub-heading under Clause III(A) be substituted with the new sub-heading “III(A)- The Objects to be pursued by the Company on its incorporation are”;
- b) Substitute the entire existing Clause III(B) with the new clause “III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III (A)”; and
- c) Delete in entirety the “Clause III(C)- Other Objects”

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are 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.”

6. Amendment to the liability clause of the Memorandum of Association of the Company to align with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for altering Clause IV i.e. the Liability Clause of the Memorandum of Association of the Company by substituting the existing Clause IV with the following:

“IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are 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.”

7. Amendment to the Capital clause of the Memorandum of Association of the Company to align with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for altering Clause V i.e. the Capital Clause of the Memorandum of Association of the Company by substituting the existing Clause V with the following:

“V. The share capital of the company is Rs.7,00,00,000/-(Rupees Seven Crores Only), divided into 7000000(Seventy lakhs) equity shares of Rs.10/-(Rupees Ten only) each.”

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are 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 of Directors
Auro Laboratories Limited

CIN No. L33125MH1989PLC051910
Mumbai, June 21, 2022

(Sharat Deorah)
Chairman and Managing Director
DIN: 00230784

NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the **PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP** for the AGM are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at agm@aurolabs.com or upload on the VC portal /e-voting portal.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item Nos. 2 to 7 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM are annexed hereto.
6. As per the provisions of Clause 3.A.III of the General Circular No. 20/ 2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. 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. The large shareholders (i.e. 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. shall be allowed to attend the meeting without restriction.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, further extended by MCA General Circular no. 2/2022 dated May 05, 2022 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Notice of the AGM along with the Annual Report 2021- 22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.

Notice calling the AGM has also been uploaded on the website of the Company at www.aurolabs.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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

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 or support@purvashare.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

11. Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides risks associated with physical certificates such as fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

As per Regulation 40 of the Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form, with effect from 1st April 2019.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only and not to Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Registrar to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Registrar.

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.

13. SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.aurolabs.com In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

14. 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.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the registrar, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. The Company's shares are listed on BSE Limited, Mumbai.
17. 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. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company at agm@aurolabs.com and the same will be replied by the Company suitably.

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 Web: www.purvashare.com

18. 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.
19. 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. 22 & 23. 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.
20. 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.
21. The Company has appointed CS Mahesh Soni (FCS: 3706, COP: 2324) and/or CS Sonia Chettiar ACS: 27582 COP: 10130), Partners of GMJ & Associates, Company Secretaries as the scrutinizer for conducting e-voting process in a fair and transparent manner.

22. 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.

23. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

a) 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.

b) 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.

c) The voting period begins on **July 17, 2022 Start Time: 9:00 a.m. (IST)** and ends on **July 19, 2022 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. **July 13, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

d) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

e) 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 CDSL	1) Existing Users who have opted for Easi / Easiest <ol style="list-style-type: none"> a. Visit URL: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon b. Select New System Myeasi. c. Login through their existing user id and password d. The User will see the e-Voting menu, e. Click on e-Voting Service Provider name to cast your vote.

	<p>2) User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> a. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b. Proceed with completing the required details c. Follow the steps given in Point 1. <p>3) Alternatively, by directly accessing e-Voting website of CDSL</p> <ol style="list-style-type: none"> a. Visit www.cdslindia.com b. Provide your demat account number and PAN c. System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. d. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) USER already registered for NSDL IDeAS facility</p> <ol style="list-style-type: none"> a. Visit https://eservices.nsd.com b. Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. c. On the new screen, enter your User ID and Password. d. After successful authentication, click on “Access to e-Voting” under e-Voting services e. 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 & voting during the meeting. <p>2) User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> a. To register click on https://eservices.nsd.com b. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Proceed with completing the required details d. Follow the steps given in Point 1. <p>3) Alternatively, by directly accessing e-Voting website of NSDL</p> <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsd.com/ b. Click on icon “Login” which is available under ‘Shareholder/Member’ section. c. 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. d. 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 e. On successful selection, 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. II. 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. III. 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 above mentioned 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 helpdesk.evoting@cDSLindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f) 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
- 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 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:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
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"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.

- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant AURO LABORATORIES LIMITED on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) 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.
- q) 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 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
 - 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 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, 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 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 or call on 022-23058542/43.

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:**

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

M/s. Khurdia Jain & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 28th Annual General Meeting ('AGM') held on September 29, 2017 for a period of 5 years, i.e. up to the conclusion of 33rd AGM and are retiring at the ensuing AGM completing a block of five years.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, had in their meeting held on June 21, 2022, recommended for the approval of the members, re-appointment of M/s. Khurdia Jain & Co, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a period of five years from the conclusion of 33rd AGM till the conclusion of the 38th AGM.

M/s. Khurdia Jain & Co., Chartered Accountants, have given their consent for re-appointment as Statutory Auditors of the Company and has also issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

The Board of Directors has approved a remuneration of ₹ 100000/- (Rupees One Lakh Only) for conducting the audit for the financial year 2022-2023, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during this term would be in line with the existing remuneration paid and is commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Audit Committee considered various parameters like experience of the Auditors, more specifically in the Company's operating segment, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Khurdia Jain & Co., Chartered Accountants, to be best suited to handle the scale and complexity associated with the audit of the financial statements of the Company.

M/s. Khurdia Jain & Co., Chartered Accountants, are registered with the Institute of Chartered Accountants of India and have confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. M/s. Khurdia Jain & Co., Chartered Accountants, holds the 'Peer Review' certificate as issued by 'ICAI'. As confirmed to Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

ITEM NO 4:

Upon the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s. Poddar & Co., Cost Auditors to conduct the audit of the cost records maintained by the Company for the products manufactured at its Factory situated at K-56, MIDC Tarapur for the financial year ending March 31, 2023 at a remuneration of ₹ 50000/- (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.4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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.4 as an Ordinary Resolution.

ITEM NO. 5, 6 & 7

The Companies Act, 2013, has prescribed a format of Memorandum of Association (“MOA”) for companies limited by shares. In view of the same, it is perceived to be in the best interest of the Company to align the Memorandum of Association of the Company as per the provisions of Table A of the Schedule I and in accordance with Section 4 and 13 of the Companies Act, 2013 and make necessary changes therein.

Accordingly, the Board of Directors has proposed for approval of the members of the Company, the amendment in the Memorandum of Association of the Company with respect to the following:

Clause	Alteration	Explanation/Reason
Object Clause	a) The existing sub-heading under Clause III(A) be substituted with the new sub-heading “III(A)- The Objects to be pursued by the Company on its incorporation are”; b) Substitute the entire existing Clause III(B) with the new clause “III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)”; and c) Delete in entirety the entire “Clause III(C)- Other Objects”	In order to align the object clause as per the Table A of the Schedule I of the Companies Act, 2013
Liability Clause	The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 <i>“IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”</i>	In order to align the liability clause with the requirements under Section 4(1)(d) of the Companies Act, 2013.
Capital Clause	The existing capital clause be substituted in line of new clause provided as per Companies Act, 2013. <i>V. The share capital of the company is Rs.7,00,00,000/- (Rupees Seven Crores Only), divided into 7000000(Seventy lakhs) equity shares of Rs.10/- (Rupees Ten only) each.</i>	In order to align the capital clause as per the Table A of the Schedule I of the Companies Act, 2013. The additional rights as mentioned in the earlier clause are already covered in the Articles of Association of the Company.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members is required for proposed amendments in the Memorandum of Association of the Company. Your Directors recommend passing of resolution at item No. 5 and 6 by way of a special resolution and resolution at item no. 7 by way of ordinary resolution.

The draft of the amended Memorandum of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and also at the place of the meeting on the meeting day. A copy of the same is also made available for inspection by the Shareholders in electronic mode on the website of the Company at www.aurolabs.com

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

ITEM NO. 2

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM AS PER ITEM NO. 2 OF THE NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Explanation: Based on the terms of appointment, Mr. Kiran Suresh Kulkarni (DIN 09175595), Whole Time Director who was initially appointed on May 24, 2021 and last appointed on August 31, 2021, is subject to retirement by rotation. Mr. Kiran Suresh Kulkarni (DIN 09175595), whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

A. Details of Directors seeking re-appointment at the AGM pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings:

The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

Particulars	Mr. Kiran Suresh Kulkarni
Directors Identification Number (DIN)	09175595
Designation	Whole Time Director
Date of Birth & Age	June 09, 1971, 51years
Qualification	M.Sc. (Organic Chem) from North Maharashtra University, Jalgaon in 1994. B.Sc. (Chemistry) from Poona University in 1992.
Brief resume & Nature of expertise in specific functional areas	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.
Date of first Appointment	May 24, 2021
Terms and Conditions of re-appointment	Re-appointment upon retirement by rotation
Remuneration last Drawn	Kindly refer to the Corporate Governance report of the Annual report
Remuneration sought to be paid	Rs.20.00 Lakhs Per Annum
Number of Meetings of the Board attended during the year	4(four) Board meetings attended
Disclosure of relationship between directors inter-se	Not Applicable
Names of listed entities in which the person also holds the directorship	No other Directorship held
No. of Shares held in the Company	10 equity shares
Membership & Chairmanships of Committees of the Board*	No such position held

*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.

The Board recommends the resolution set forth in Item No. 2 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

CIN No. L33125MH1989PLC051910
Mumbai, June 21, 2022

(Sharat Deorah)
Chairman and Managing Director
DIN: 00230784