

## NOTICE

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of Lupin Diagnostics Limited (formerly known as Lupin Healthcare Limited) will be held at 11.30 a.m. on Monday, July 15, 2024, at the Registered Office of the Company, at Kalpataru Inspire, 3<sup>rd</sup> Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055, to transact the following business: -

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To consider the re-appointment of Mr. Nilesh D. Gupta (DIN: 01734642), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for the appointment of Mr. Ramesh Swaminathan, Additional Director, as a Director of the Company.

**"RESOLVED THAT** pursuant to the provisions of the Articles of Association of the Company, Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any re-enactment(s) thereof, Mr. Ramesh Swaminathan (DIN: 01833346), who was appointed by the Board of Directors as an Additional Director effective November 28, 2023 and in respect of whom, the Company has received notices in writing pursuant to Section 160 of the Act, from Members proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

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

### **Notes:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. The proxy, in order to be effective, must be deposited at the Registered Office of the Company.
2. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed and forms part of this Notice.

By Order of the Board of Directors



**R. V. SATAM**  
COMPANY SECRETARY  
(ACS - 11973)

Mumbai, May 4, 2024

### **Registered Office:**

Kalpataru Inspire, 3<sup>rd</sup> Floor,  
Off Western Express Highway,  
Santacruz (East),  
**Mumbai - 400 055.**

### **Registered and Corporate Office:**

Lupin Diagnostics Limited (formerly known as Lupin Healthcare Limited)  
3<sup>rd</sup> Floor, Kalpataru Inspire, Off W. E. Highway, Santacruz (East)  
Mumbai - 400 055, India.

**CIN : U24100MH2011PLC214885**

### Contact Us:

-  7030 300 400
-  [customerconnect@lupindiagnosics.com](mailto:customerconnect@lupindiagnosics.com)
-  [www.lupindiagnosics.com](http://www.lupindiagnosics.com)

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**
**ITEM NO. 2**

Mr. Nilesh D. Gupta, 50, is a Chemical Engineer from the University Department of Chemical Technology (UDCT), Mumbai and a graduate with honours from the Wharton School, University of Pennsylvania, USA, where he specialised in healthcare, strategic management and finance. Mr. Gupta has been instrumental in formulating and executing the core strategy that has helped Lupin Limited, the holding company, emerge as a global specialty and complex generics pharmaceutical powerhouse. Particulars of his other directorships are as under: -

List of other directorships	Chairman/Member of Committees of the Board of companies in which he is a director.
Lupin Limited, Managing Director Lupin Digital Health Limited, Director Lupin Biologics Limited, Director Lupin Manufacturing Solutions Limited, Director Lupin Life Sciences Limited, Director Lupin Investments Private Limited Synchem Properties Private Limited Zyma Properties Private Limited Polynova Industries Limited Visiomed Investments Private Limited	Lupin Limited - Member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

Mr. Gupta holds one share in the Company, as a nominee of Lupin Limited jointly with Lupin Limited. He attended all the 10 Board meetings of the Company held during the financial year. Mr. Gupta does not draw any remuneration from the Company.

Apart from Mrs. Manju D. Gupta, no other Director of the Company is related to Mr. Nilesh D. Gupta.

Mr. Nilesh D. Gupta and Mrs. Manju D. Gupta are interested in the said Resolution. None of the other Directors/Key Managerial Personnel of the Company or their relatives are interested in or concerned with the said Resolution.

Considering Mr. Gupta's experience and expertise, it would be in the best interest of the Company to re-appoint him as a director of the Company.

The Board recommends passing of the Resolution.

**ITEM NO. 3**

Mr. Ramesh Swaminathan, 59 is a qualified Chartered Accountant, Cost Accountant and Company Secretary. In addition to being a Lord Chevening Scholar at the UK for Management Studies, Mr. Ramesh completed an advanced management course from INSEAD, France.

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List of other directorships	Chairman/Member of Committees of the Board of companies in which he is a director.
Lupin Limited, Executive Director, Global CFO & Head Corporate Affairs Lupin Digital Health Limited, Director Lupin Biologics Limited, Director Lupin Manufacturing Solutions Limited, Director Medquimica Industria Farmaceutica LTDA, Brazil, Director	Lupin Limited - Member of Risk Management Committee.

Mr. Ramesh Swaminathan does not hold any share in the Company. He attended all the three Board meetings of the Company, which were held after his joining the Board on November 28, 2023. Mr. Swaminathan does not draw any remuneration from the Company.

Mr. Ramesh Swaminathan is interested in the said Resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, in the said Resolution.

Considering Mr. Swaminathan's experience and expertise, it would be in the best interest of the Company to re-appoint him as a director of the Company.

The Board recommends passing of the Special Resolution.

By Order of the Board of Directors



**R. V. SATAM**  
 COMPANY SECRETARY  
 (ACS - 11973)

Mumbai, May 4, 2024

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