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**Eli Lilly and Company (India) Private Limited**  
Registered Office address: PlotNo.92, Sector-32, Gurgaon-122001  
Phone: +91-124-4753000  
Fax: +91- 124- 4753012- 13- 14  
CIN: U24239HR1993PTC034844  
Website: www.lillyindia.co.in  
PAN No: AAACE8901F

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## **SHORTER NOTICE FOR THE TWENTY-NINTH (29<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the (29<sup>th</sup>) Twenty-Ninth Annual General Meeting (AGM) of the Members of **Eli Lilly and Company (India) Private Limited** (the “Company”) will be held on Friday, 30 Sep 2022, at 5:00 PM (IST) through Video Conferencing (“VC”)/ Other Audiovisual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To consider and adopt the audited Balance Sheet for the financial year ended on 31 March 2022 the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on 31 March 2022, together with the Independent Auditors’ Report and Board’s Report**

In this regard the members of the Company are requested to consider and if thought fit, to pass with or without modification(s), if any following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year 2021-22 comprising the Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement along with the notes thereon of the Company for the financial year ended on 31 March 2022, together with the Independent Auditors’ Report and Board’s Report, be and hereby considered and adopted by the Members of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorised to file the audited financial statements of the Company for the aforementioned period with the concerned Registrar of Companies and/ or Ministry of Corporate Affairs, along with such other forms and returns and to do all such acts, deeds and things and other matters as may be required in this regard.”

- 2. To re-appoint M/s S. R. Batliboi & Co LLP (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company for a period of 5 (five) consecutive financial years and to authorise the Board of Directors of the Company to fix their remuneration.**

In this regard the members of the Company are requested to consider and if thought fit, to pass with or without modification(s), if any following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139, 141 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or enactments thereof for the time being in force, the consent of the shareholders of the Company be and hereby accorded to appoint M/s S. R. Batliboi & Co LLP (Firm Registration No. 301003E/E300005) as Statutory Auditors for a further period of five (05) consecutive financial years, from the conclusion of 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting i.e. for the period starting from 01<sup>st</sup> April 2022 to 31<sup>st</sup> March 2027, on such remuneration as may be mutually agreed upon between the Company and the Auditors along with out of pocket charges, travel expenses and other costs.



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**RESOLVED FURTHER THAT** Directors or Company Secretary of the Company be and is hereby severally authorized to make requisite filings with the Registrar of Companies, Delhi and Haryana and do all such acts, matters, deeds, and things as may be necessary to give effect to above resolution.”

**SPECIAL BUSINESS**

**3. To consider and approve appointment of Mr. Vineet Gupta (DIN: 05293864) as a Director of the Company**

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 152,161 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Vineet Gupta (DIN 05293864), who was appointed as an additional director and further appointed as a Managing Director by Board of Directors on 17 February 2022 and 25 March 2022 respectively and his office as additional Director will conclude at the ensuing Annual General Meeting, be and is hereby appointed as a Director with continuation of his designation as Managing Director on the Board of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to do such acts, deeds, matters and things as may be required to give effect to the above resolution including filings with the Registrar of Companies and other statutory authorities, as may be considered necessary.”

By Order of the Board  
**For Eli Lilly and Company (India) Private Limited**

Date: 30<sup>th</sup> Sep 2022  
Place: Gurgaon

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**Rohan Agarwal | Company Secretary**  
**Membership No.:** ACS-057869  
**Address:** B-62 FF, BPTP Astaire Gardens  
Sector 70 A, Gurgaon 122005, Haryana



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## NOTES

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13,2021 read together with circulars dated May 5, 2020, April 8, 2020, April 13, 2020 and recently issued circular no. 02/2022 dated 05 May 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) the AGM of the Company is being held through VC / OAVM.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence Attendance Slip are not annexed hereto. However, corporate members are required to send to the Company, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The explanatory statements as per provision of the Companies Act, 2013 is attached herewith the notice.
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
6. The shareholders may submit in advance the questions on the email address of the Company. Alternatively, the shareholders may pose questions concurrently.
7. The Company will provide VC /OAVM facility to its Members for participating at the AGM. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
8. The Company shall send the Notice to such members whose e-mail ids is registered enabling them to participate in the meeting and cast their votes.
9. All the statutory registers maintained by the Company and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [agarwal\\_rohan@lilly.com](mailto:agarwal_rohan@lilly.com).
10. Guidelines for joining AGM through Video Conference (VC)/ Other Audio-Visual Mode (OAVM)-
  - The Shareholders can join the VC Meeting by clicking the following attendee link –



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- [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_NjQ1MjY4ZjItYTBJZiooOWMoLTk3ZjYtMzUwODJkYTYwOTc4%40thread.v2/o?context=%7b%22Tid%22%3a%2218a59a81-eea8-4c30-948a-d8824cdc2580%22%2c%22Oid%22%3a%22bee8631e-677c-4fc0-9171-a4dabb178601%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_NjQ1MjY4ZjItYTBJZiooOWMoLTk3ZjYtMzUwODJkYTYwOTc4%40thread.v2/o?context=%7b%22Tid%22%3a%2218a59a81-eea8-4c30-948a-d8824cdc2580%22%2c%22Oid%22%3a%22bee8631e-677c-4fc0-9171-a4dabb178601%22%7d)
- The facility for joining the meeting will be available 15 minutes before the start of the Meeting and will be kept open for 15 minutes after the designated time of meeting.
- During the Meeting, where poll on any item is demanded, the members shall exercise their voting right only by sending emails through their email addresses registered with the Company to the email ID of [agarwal.rohan@lilly.com](mailto:agarwal.rohan@lilly.com) if poll is not demanded, the voting will be conducted by show of hands.
- If any of the member has any queries or needs any technical assistance for using the VC facility, the member may get in touch with –

Name: Mr. Rohan Agarwal  
Phone No.: 9910644423  
Email ID: [agarwal.rohan@lilly.com](mailto:agarwal.rohan@lilly.com)



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### **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013, the following Statement sets out all the material facts relating to each item of the Special Business mentioned in the accompanying Notice and should be taken as forming part of the said Notice)

#### **Item No. 3**

#### **To consider and approve appointment of Mr. Vineet Gupta (DIN: 05293864) as a Director of the Company**

The Board of Directors of the Company in its meeting held on 14 December 2021 have appointed Mr. Vineet Gupta (DIN 05293864) as an Additional Director on the Board of the company (appointment effective from 17 February 2022) to hold office till the conclusion of this Annual General Meeting.

Considering that the office of Mr. Vineet Gupta (DIN 05293864) is valid upto the date of ensuing Annual General Meeting, it is required to appoint them as Director of the Company. Given this, the Board at its meeting held on 27 September 2022 recommended the appointment of Mr. Vineet Gupta (DIN 05293864) as a Director with continuation of his designation as Managing Director on the Board of the Company to the Shareholders of the Company.

None of the Director holds himself or through any other person on beneficial basis, any shares in the Company.

We further wish to state that your Company has not employed any relative of the Directors and accordingly, there is no monetary or other interest(s) of the Director with respect to passing the resolution relating to above said appointment of Mr. Vineet Gupta (DIN 05293864) as a director with continuation of his designation as a Managing Director on the Board of the Company to the Shareholders of the Company.

Mr. Vineet Gupta (DIN 05293864) have provided his consent to act as Director and a declaration that he is not disqualified under the provision of the Companies Act, 2013 to act as Director of the Company.

Accordingly, your approval is sought for appointment of Mr. Vineet Gupta (DIN 05293864) as a director with continuation of his/her designation as Managing Director on the Board of the Company at the ensuing Annual General Meeting.

Further, a brief profile of Mr. Vineet Gupta (DIN 05293864) is provided hereunder for your reference:

<b>Particulars</b>	<b>Information</b>
Name	Mr. Vineet Gupta
Directors Identification Number (DIN)	05293864
Date of Birth	28 <sup>th</sup> January 1978
Age	44 years



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Experience	15 + Years
Terms and Conditions of Appointment and remuneration	The Director shall continue to hold unless otherwise resigned under section 168 of Companies Act, 2013
Date of first appointment as additional Director on the Board	17 February 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Number of Board Meetings attended since appointment	1 (One)
Directorship held in other companies	Nil
Chairman/Member of Committee of the Board of other Companies in which he is a director	Nil
Inter-se relationship between Directors/Key Managerial Personnel/Managers	None

The Board recommends the Ordinary Resolution as set out at item No. 3 for the approval of the Members.

By Order of the Board  
**For Eli Lilly and Company (India) Private Limited**

Date: 30 Sep 2022  
Place: Gurgaon

**Rohan Agarwal | Company Secretary**  
**Membership No.:** ACS-057869  
**Address:** B-62 FF, BPTP Astaire Gardens  
Sector 70 A, Gurgaon 122005, Haryana