



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

SHORTER NOTICE FOR THE TWENTY SEVENTH (27TH) ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Twenty Seventh (27th) AGM of the Members of Eli Lilly and Company (India) Private Limited (the "Company") will be held on Wednesday, 30 September 2020, at 10.00 A.M (IST) through Video Conferencing ("VC")/ Other Audiovisual Means ("OAVM") at B-62 FF BPTP Astaire Gardens Sec 70 A, Gurgaon 122005, Haryana, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet for the financial year ended on 31 March 2020, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on 31 March 2019, together with the Independent Auditors' Report and Board's Report.

SPECIAL BUSINESS:

1. To appoint Mr. Rakesh Upadhyay (DIN: 08634102), as a Director on the Board 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. Rakesh Upadhyay (DIN: 08634102), who was appointed as an additional director and designated as a Whole-Time Director by Board of Directors on 11 December 2019 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 Whole Time 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."

2. To appoint Mr. Ranjeet Singh Walia (DIN: 06853549), as a Director on the Board 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. Ranjeet Singh Walia (DIN: 06853549), who was appointed as an additional director and designated as a Whole-Time Director by Board of Directors on 29 June 2020 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 Whole Time 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."



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3. To appoint Ms. Gunjan Kaul (DIN: 07709730), as a Director on the Board 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) Ms. Gunjan Kaul (DIN: 07709730), who was appointed as an additional director and designated as a Whole-Time Director by Board of Directors on 29 June 2020 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 her designation as Whole Time 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**

Rohan Agarwal | Company Secretary
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 May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (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. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the items of special business is annexed hereto as Appendix - 1.
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 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 dhoot_vishal@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 – 531592390@t.plcm.vc
 - 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.



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- 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 dhoot_vishal@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



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Annexure to The Notice

Explanatory Statement

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts relating to the special business mentioned under Item No. 1 of the accompanying notice dated 23 September 2020.

Special Business - Item No. 01, 02 and 03

Appointment Mr. Rakesh Upadhyay (DIN: 08634102), Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) as a Director on the Board of the Company

The Board of Directors of the Company had appointed Mr. Rakesh Upadhyay (DIN: 08634102) as an Additional Director and designated as Whole Time Director of the Company with effect from 11 December 2019, and as per the provisions of Section 161(1) of the Companies Act, 2013, his office as additional Director is valid up to the date of this ensuing AGM.

Further, the Board of Directors of the Company had appointed Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) as an Additional Director and designated as Whole Time Director of the Company with effect from 29 June 2019 and as per the provisions of Section 161(1) of the Companies Act, 2013, his office as additional Director is valid up to the date of this ensuing AGM.

Considering that the office of above-mentioned additional Directors 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 23 September 2020 recommended the appointment of Mr. Rakesh Upadhyay (DIN: 08634102), Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) as a Director with continuation of his/her designation as Whole Time Director on the Board of the Company to the Shareholders of the Company.

None of the Directors 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 Directors with respect to passing the resolution relating to above said appointment of Mr. Rakesh Upadhyay (DIN: 08634102), Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) as a Director with continuation of his/her designation as Whole Time Director on the Board of the Company to the Shareholders of the Company.

Mr. Rakesh Upadhyay (DIN: 08634102), Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) have provided their consent to act as Director and a declaration that they are 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. Rakesh Upadhyay (DIN: 08634102), Mr. Ranjeet Singh Walia (DIN: 06853549) and Ms. Gunjan Kaul (DIN: 07709730) as a Director with continuation of his/her designation as Whole Time Director on the Board of the Company at the ensuing Annual General Meeting.

Further, a brief profile of all the Directors are provided hereunder for your reference:

Sl. No.	Particulars	Mr. Rakesh Upadhyay	Mr. Ranjeet Singh Walia	Ms. Gunjan Kaul
1	Director Identification Number (DIN)	08634102	06853549	07709730
2	Name (in full)	Mr. Rakesh Upadhyay	Mr. Ranjeet Singh Walia	Ms. Gunjan Kaul



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3	e-mail id	Upadhyay_rakesh@lilly.com	walia_ranjeet_singh@lilly.com	singh_gunjan_kaul@lilly.com
4	Occupation	Service	Service	Service
5	Date of Birth	11 September 1983	12 August 1978	30 April 1982
6	Date of first appointment as Additional Director on the Board	11 December 2019	29 June 2020	29 June 2020
7	Number of Board meetings attended since appointment	2	Nil	Nil
8	Shareholding in the Company	Nil	Nil	Nil
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship	No relationship	No relationship
10	Experience and expertise in specific functional areas	> 10 years	> 10 years	> 10 years
11	Brief Resume	Director of Eli Lilly and Company (India) Private Limited	Director of Eli Lilly and Company (India) Private Limited	Director of Eli Lilly and Company (India) Private Limited
12	Directorship held in other Companies in India	Nil	Nil	Nil
13	Chairman/Member of Committee of the Board of other Companies in which he is a Director	Nil	Nil	Nil
14	Inter-se relationship between Directors/Key Managerial Personnel/Managers	None	None	None
15	Terms and Conditions of	The Director shall continue to hold	The Director shall continue to hold	The Director shall continue to hold



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	appointment/re-appointment and remuneration	unless otherwise resigned under section 168 of Companies Act, 2013	unless otherwise resigned under section 168 of Companies Act, 2013	unless otherwise resigned under section 168 of Companies Act, 2013
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