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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-EIGHT (28<sup>TH</sup>) ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that the (28<sup>th</sup>) Twenty-Eight AGM of the Members of Eli Lilly and Company (India) Private Limited (the “Company”) will be held on Tuesday 19<sup>th</sup> October 2021, at 1:30Pm (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 2021, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on 31 March 2021, 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 2020-21 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 2021, 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.”

**SPECIAL BUSINESS**

- 2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. YUSUF BILAL BIRINC (DIN: YET TO BE ALLOTTED) AS A DIRECTOR ON 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 provisions of section 152, 153 and 154 read with Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded to appoint Mr. Yusuf Bilal Birinc (DIN: Yet to be allotted) as the Director of the Company subject to obtaining Director Identification Number.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby 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.”

- 3. TO APPOINT MR. YUSUF BILAL BIRINC (DIN: YET TO BE ALLOTTED) AS A WHOLE TIME DIRECTOR ON BOARD OF THE COMPANY**



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**“RESOLVED THAT** pursuant to the Section 196 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder including any statutory modification or re-enactment issued thereof for the time being in force, subject to allotment of DIN, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Yusuf Bilal Birinc (DIN: Yet to be Allotted) as the Whole time Director on the Board of Eli Lilly and Company (India) Private Limited (the ‘Company’) for a period of three years effective from date of appointment.

**RESOLVED FURTHER THAT** the terms and conditions (including remuneration) connected with the employment of Mr. Yusuf Bilal Birinc shall be governed by employment agreement executed between the Company and Mr. Yusuf Bilal Birinc.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby 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.”

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

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**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 January 13, 2021 read together with circulars dated May 5, 2020, 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. 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 2020-21 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\\_OTUzNjgzYTItYWUyNyooYjZkLThkZGMtNDU2MDNiZTA5ZGEw%40thread.v2/o?context=%7b%22Tid%22%3a%2218a59a81-eea8-4c30-948a-d8824cdc2580%22%2c%22Oid%22%3a%22b062boce-b40c-49e5-ae7e-0466667fc06a%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_OTUzNjgzYTItYWUyNyooYjZkLThkZGMtNDU2MDNiZTA5ZGEw%40thread.v2/o?context=%7b%22Tid%22%3a%2218a59a81-eea8-4c30-948a-d8824cdc2580%22%2c%22Oid%22%3a%22b062boce-b40c-49e5-ae7e-0466667fc06a%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 [visini\\_luca@lilly.com](mailto:visini_luca@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)