

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extraordinary General Meeting of the Shareholders of Eli Lilly and Company (India) Private Limited will be held at shorter notice on Monday, July 24, 2017, at 12:30 P.M., at the Registered Office of the Company at Plot No. 92, Sector 32, Gurgaon, Haryana to transact the following business:

**SPECIAL BUSINESS**

**1. Alteration of the Memorandum of Association**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force), Clause III, the Objects Clause of the Memorandum of Association, reframed to align with the provisions of Companies Act, 2013, as submitted to this meeting be and are hereby approved and adopted in substitution to the existing Objects Clause of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. Alteration of the Articles of Association**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force), the draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the provisions contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**3. Appointment of Mr. Vishal Dhoot as Director**

“**RESOLVED THAT** Mr. Vishal Dhoot (DIN: 07764729) who was appointed as an additional director w.e.f. 15<sup>th</sup> March, 2017 by the Board of Directors in their meeting held on 3<sup>rd</sup> March, 2017, be and is hereby appointed as a Director of the Company and he shall continue to hold office as whole time director of the company.”

**4. Appointment of Mr. Dibakar Bhattacharya as Director**

“**RESOLVED THAT** Mr. Dibakar Bhattacharya (DIN: 07751840) who was appointed as an additional director w.e.f. 1<sup>st</sup> March, 2017 by the Board of Directors in their meeting held on 3<sup>rd</sup> March, 2017, be and is hereby appointed as a Director of the Company and he shall continue to hold office as whole time director of the company.”

**By order of the Board  
ELI LILLY AND COMPANY (INDIA) PRIVATE LIMITED**

**Aditya Singhal  
Company Secretary  
ACS-042291**

**Date: 17.07.2017  
Place: Gurgaon**

NOTES:

1. **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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. THE PROXIES IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
3. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a single proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under all Item Nos. of the Notice, is annexed hereto.

**BY ORDER OF THE BOARD  
ELI LILLY AND COMPANY (INDIA) PRIVATE LIMITED**

**Aditya Singhal  
Company Secretary  
ACS-042291**