

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Shareholders of Eli Lilly and Company (India) Private Limited will be held at shorter notice on Wednesday, September 28, 2016, at 03:00 P.M., at the Registered Office of the Company at Plot No. 92, Sector 32, Gurgaon, Haryana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016 and Statement of Profit and Loss Account for the year ended as on that date together with the Auditors' Report and Directors' Report thereon.
2. To ratify the appointment of Statutory Auditors of the Company, M/s S R Batliboi, Chartered Accountants (Firm Registration No.301003E) being eligible for appointment, from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in September, 2017 at such remuneration as may be approved by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS

3. Appointment of Mr. Deepak Arora as Director

“**RESOLVED THAT** Mr. Deepak Arora (DIN: 07495638) who was appointed as an additional director w.e.f. 2nd May, 2016 by the Board of Directors in their meeting held on 29th March, 2016, 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**

Sd/-

**Vikram Arora
Director
DIN- 06540161**

**Date: 21.09.2016
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 AGM 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 Item Nos. 3 of the Notice, is annexed hereto.

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

**Sd/-
VIKRAM ARORA
DIRECTOR
DIN - 06540161**