

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of Lupin Diagnostics Limited will be held on Wednesday, July 30, 2025, at 11:30 a.m. (IST) at the Registered Office of the Company, at Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at March 31, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju D. Gupta (DIN: 00209461), who retires by rotation and being eligible, offers herself, for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for the re-appointment of Mr. Nilesh D. Gupta, as Managing Director of the Company for a period of five years effective December 01, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, subject such other approvals/ permission, as may be necessary, the consent and approval of the Company be and is hereby accorded for the re-appointment of Mr. Nilesh D. Gupta (DIN: 01734642), as Managing Director (designated as Key Managerial Personnel) of the Company, liable to retire by rotation for a period of 5 (five) years commencing from December 01, 2025 to November 30, 2030 (both days inclusive), on such terms and conditions as may be agreed between him and the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board of Directors
For Lupin Diagnostics Limited**



Amit Kumar Gupta
Company Secretary
(ACS - 15754)

Mumbai, May 14, 2025

Registered Office:

Kalpataru Inspire, 3rd Floor,
Off Western Express Highway,

Registered and Corporate Office:

Lupin Diagnostics Limited (formerly known as Lupin Healthcare Limited)
3rd Floor, Kalpataru Inspire, Off W. E. Highway, Santacruz (East)
Mumbai - 400 055, India.

CIN : U24100MH2011PLC214885

Contact Us:

 7030 300 400

 customerconnect@lupindiagnosics.com

 www.lupindiagnosics.com

Santacruz (East), Mumbai - 400 055.

Notes:


- 1.** An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act'), read with the relevant Rules made thereunder, which sets out the material facts to the Special Business proposed to be transacted at the Annual General Meeting ('AGM') is annexed herewith and reasons in respect of Item No. 3 of this Notice, is annexed hereto. Additional information in respect of Directors seeking appointment as required under Secretarial Standard on General Meetings i.e., SS-2, issued by the Institute of Company Secretaries of India, is given in **Annexure A** to this Explanatory Statement.
- 2.** A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. The proxy, in order to be effective, must be deposited at the Registered Office of the Company.
- 3.** Route map to the venue of the meeting is annexed.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3 – Re-appointment of Mr. Nilesh D. Gupta as the Managing Director of the Company for a further period of five years effective December 01, 2025 as an Ordinary Resolution:

Mr. Nilesh D. Gupta was appointed as the Managing Director of the Company for a period of five year effective December 01, 2020, after obtaining the approval of the Members of the Company in their Eleventh Annual General Meeting. Accordingly, his present term as a Managing Director is due to end on November 30, 2025.

Mr. Nilesh D. Gupta is a Chemical Engineer from the University Department of Chemical Technology (UDCT), Mumbai and a graduate with honours from the Wharton School, University of Pennsylvania, USA, where he specialised in healthcare, strategic management and finance. Mr. Gupta has been instrumental in formulating and executing the core strategy that has helped Lupin Limited, the holding company, emerge as a global specialty and complex generics pharmaceutical powerhouse.

Mr. Gupta does not draw any remuneration from the Company. Additional information in respect of Mr. Nilesh D. Gupta pursuant to Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is given in Annexure A to this Explanatory Statement.

The Board is of the opinion that the re-appointment of Mr. Nilesh D. Gupta as a Managing Director of the Company would have an immense benefit to the Company and accordingly it recommends an Ordinary Resolution for the proposed re-appointment, as set out at Item No. 3 of this Notice, for approval by the Members.

**By Order of the Board of Directors
For Lupin Diagnostics Limited**


Amit Kumar Gupta
Company Secretary
(ACS - 15457)

Mumbai, May 14, 2025

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Annexure 'A'

Additional information on Directors seeking re-appointment pursuant to Secretarial Standard-2:


Name of Director	Mrs. Manju D. Gupta	Nilesh D. Gupta
DIN	00209461	01734642
Date of Birth	September 22, 1943	February 15, 1974
Age	81 years	51 years
Date of first appointment on the Board	May 12, 2022	August 26, 2011
Qualifications	Mrs. Manju D. Gupta is a Bachelor of Arts, University of Delhi.	Mr. Nilesh D. Gupta is a Chemical Engineer from the University Department of Chemical Technology (UDCT), Mumbai and a graduate with honors from the Wharton School, University of Pennsylvania, USA.
Brief Profile and Experience	Mrs. Gupta has intimate knowledge of the working of the Company and a pillar of strength and inspiration for the Company.	Mr. Gupta specializes in healthcare, strategic management and finance and has been instrumental in formulating and executing the core strategy that has helped Lupin Limited, the holding company, emerge as a global specialty and complex generics pharmaceutical powerhouse.
Nature of expertise in specific functional area/skills and capabilities	Healthcare/Pharma, Leadership & General Management and Corporate Governance.	Healthcare/Pharma, Science & Technology, ESG, Risk Management, Leadership & General Management and Corporate Governance.
Terms of (re)appointment along with details of remuneration to be paid	Not Applicable	Not Applicable
Last drawn Remuneration	Not Applicable	Not Applicable
Directorships in other companies	Lupin Limited, Director; Polynova Industries Limited, Additional Director; Lupin Manufacturing Solutions Limited, Additional Director.	Lupin Limited, Managing Director; Synchem Properties Private Limited, Director; Zyma Properties Private Limited, Director; Lupin Investments Private Limited, Director; Polynova Industries Limited, Director; Lupin Biologics Limited, Director; Visiomed Investments Private Limited,

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		Director; Lupin Digital Health Limited, Director; Lupin Manufacturing Solutions Limited, Director; Lupin Life Sciences Limited, Director; LUPINLIFE Consumer Healthcare Limited, Director.
Memberships / Chairmanships of Committees in companies	<u>Lupin Limited:</u> <ul style="list-style-type: none"> Sustainability and Corporate Social Responsibility Committee – Member 	<u>Lupin Limited:</u> <ul style="list-style-type: none"> Sustainability and Corporate Social Responsibility Committee – Member Risk Management Committee – Member Stakeholders' Relationship Committee – Member
Number of Board meetings of the Company attended during FY25	Mrs. Vinita Gupta attended 6 Board Meetings out of 8 Board Meeting of the Company held during the Financial year 2024-25.	Mr. Nilesh D. Gupta attended all the Board Meetings of the Company held during the financial year 2024-25.
Listed entities from which proposed appointee has resigned as Director in past 3 years	Not Applicable	Not Applicable
No. of Shares held in the Company, including shareholding as a beneficial owner	Mrs. Gupta holds one equity share in the Company, as a nominee of Lupin Limited jointly with Lupin Limited.	Mr. Gupta holds one equity share in the Company, as a nominee of Lupin Limited jointly with Lupin Limited.
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Mr. Nilesh D. Gupta is related to Mrs. Manju D. Gupta.	Mrs. Manju D. Gupta is related to Mr. Nilesh D. Gupta.

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ROUTE MAP OF THE VENUE OF THE MEETING



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ATTENDANCE SLIP**(Fifteenth Annual General Meeting)**

I, hereby record my presence at the Fifteenth Annual General Meeting of Lupin Diagnostics Limited, will be held on **Wednesday, July 30, 2025 at 11.30 a.m.**, at the Registered Office of the Company at Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055.

Please fill the Attendance Slip and hand it over at the entrance of the Meeting venue

Name	
Address & Email-ID	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

Signature of member / proxy

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member	
Registered address	
Email ID	
Folio No./Client ID:	
DP ID:	

I/we, being the Member(s) holding _____ equity shares of the Company, hereby appoint:

Name: _____ Email ID: _____

Address: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Wednesday, July 30, 2025 at 11:30 a.m., at the Registered Office of the Company at Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055 and at any adjournment thereof in respect of such resolutions which are listed below:

Sl. No.	Resolutions	Voted for	Voted against
1.	To receive, consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2025.		
2.	To appoint a Director in place of Mrs. Manju D. Gupta (DIN: 00209461), who retires by rotation and being eligible, offers herself, for re-appointment		
3.	To re-appoint Mr. Nilesh D. Gupta (DIN: 01734642), as a Managing Director of the Company for a period of 5 years commencing from December 01, 2025 to November 30, 2030.		

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Signed this _____ day of _____ 2025.

Signature of the Member: _____

Signature of proxy holder(s): _____

Affix
Revenue
Stamp

Note:


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. The proxy, in order to be effective, must be duly filled, stamped, signed and deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

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