

NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of Lupin Diagnostics Limited will be held on Friday, August 01, 2025 at 11.00 a.m. (at Short Notice), 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: -

Special Business:

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for Reclassifying Authorized Share Capital and consequent alteration of Memorandum of Association of the Company:-

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from ₹ 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 20,00,00,000 (Twenty Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing Capital Clause V-A of the Memorandum of Association of the Company be substituted as: -

V-A. The Authorized Share Capital of the Company is ₹ 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any one of the Directors and Mr. Amit Kumar Gupta, Company Secretary (ACS - 15754) of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite e-forms with the Registrar of Companies. "

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



Amit Kumar Gupta
Company Secretary
(ACS - 15754)

Mumbai, July 29, 2025

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@lupindiagnostics.com
www.lupindiagnostics.com

Registered Office:

Kalpataru Inspire, 3rd Floor,
Off Western Express Highway,
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 Extra-Ordinary General Meeting ('EGM') is annexed herewith.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote at the EGM, 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. 1: Reclassifying the Authorized Share Capital of the Company as an Ordinary Resolution:**

The current Authorized Share Capital of the Company stands at ₹ 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 20,00,00,000 (Twenty Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each.

The Board of Directors at its meeting held on July 29, 2025, approved conversion of 5,00,00,000, 0.01% Optionally Convertible Non-cumulative Redeemable Preference Shares ('Preference Shares') - (Series I) of ₹ 10/- (Rupees Ten Only) each into Equity Shares of ₹ 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing equity share capital of the Company, including entitlement to dividend, voting rights, etc.

In view of the proposed conversion of Preference Shares into Equity Shares, a portion of the Authorized Preference Share capital would remain unutilized. In order to optimize the capital structure of the Company and facilitate future equity issuances or conversion, it is proposed to reclassify the existing Authorized Share Capital by increasing the number of Equity Shares and correspondingly reducing the number of Preference Shares, without altering the overall Authorized Capital.

The Board recommends the resolution, as set out at Item No. 1 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

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




Amit Kumar Gupta
Company Secretary
(ACS - 15754)

Mumbai, July 29, 2025

Registered Office:

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Off Western Express Highway,
Santacruz (East),
Mumbai - 400 055.

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ROUTE MAP OF THE VENUE OF THE MEETING



Registered and Corporate Office:

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ATTENDANCE SLIP**(Extra-Ordinary General Meeting)**

I, hereby record my presence at the Extra-Ordinary General Meeting of Lupin Diagnostics Limited, will be held on **Friday, August 01, 2025 at 11.00 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 Extra-Ordinary General Meeting of the Company to be held on Friday, August 01, 2025 at 11:00 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 amend the existing Capital clause of the Memorandum of Association of the Company for reclassifying the Authorized Share Capital.		

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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