



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Second Annual General Meeting of Lupin Manufacturing Solutions Limited, will be held on Wednesday, July 30, 2025 at 12.30 p.m. at the Registered Office of the Company at Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055. The following business will be transacted at the meeting: -

ORDINARY BUSINESS

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 Mr. Ramesh Swaminathan (DIN: 01833346), who retires by rotation and being eligible, offers himself, 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 appointment of Mrs. Manju D. Gupta, Additional Director, as a Director of the Company: -

"RESOLVED THAT pursuant to the provisions Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, (Including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mrs. Manju D. Gupta (DIN: 00209461), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 28, 2025 and in respect of whom, the Company has received notices in writing pursuant to Section 160 of the Act, from Members proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for ratifying the remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year ending March 31, 2026: -

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and other applicable Rules, if any, (Including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the Remuneration of ₹ 2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and reimbursement

Lupin Manufacturing Solutions Limited

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Corporate Identity Number: U21001MH2023PLC407210

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of out-of-pocket expenses payable to Mr. Suresh D. Shenoy (FCMA Membership No. 8318), Practising Cost Accountant, to audit the cost records of the Company for the financial year ending on March 31, 2026, as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

**By Order of the Board of Directors
For Lupin Manufacturing Solutions Limited**




Ramesh Swaminathan
Director
(DIN: 01833346)

Mumbai, May 13, 2025

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 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 AGM is entitled to appoint a proxy to attend and vote at the AGM, 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 - Appointment of Mrs. Manju D. Gupta as Director of the Company as an Ordinary Resolution:

The Board of Directors, at its meeting held on March 28, 2025, appointed Mr. Ramesh Swaminathan as an Additional Director of the Company with immediate effect. He shall hold office up to the date of ensuing Annual General Meeting.

Mrs. Manju D. Gupta has been on the board of Lupin Limited for over four decades and is also on its various committees. She has vast business experience and expertise and is actively involved with CSR activities of Lupin Limited. Mrs. Gupta has a deep understanding of the pharma industry.

Considering Mrs. Gupta's experience and expertise, it would be in the best interest of the Company to appoint her as a director of the Company.

The Company had received notice from a Member under Section 160 of the Companies Act, 2013 proposing the appointment of Mrs. Manju D. Gupta as a Director of the Company. She is not disqualified from holding office of a director by virtue of any statutory authority.

Mrs. Manju D. Gupta and Mr. Nilesh D. Gupta are interested in the Resolution. None of the other Directors of the Company or their relatives is interested or concerned with the said Resolution.

The Board recommends passing of the Resolution.

Item No. 4 - Ratification of the remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year ending March 31, 2026, as an Ordinary Resolution:

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to maintain cost records in accordance with the provisions of the Act and get the same audited by a qualified Cost Accountant.

The Board of Directors at its meeting held on May 13, 2025, have approved the re-appointment of Mr. Suresh D. Shenoy, Practising Cost Accountants, (FCMA Membership No. 8318), as the Cost Auditor to audit the cost records of the Company for the financial year ending on March 31, 2026 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses. There has been no change in the remuneration payable to Mr. Suresh D. Shenoy from that paid for the previous financial year 2024-25 for conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Suresh D. Shenoy for the financial year ending on March 31, 2026, needs to be ratified by the Members of the Company. Accordingly, the Board recommends passing of the Ordinary Resolution for ratification of the remuneration payable to Mr. Suresh D. Shenoy, as set out at Item No. 4 of this Notice.

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None of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way deemed to be concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 4 of this Notice.

**By Order of the Board of Directors
For Lupin Manufacturing Solutions Limited**



Ramesh Swaminathan
Director
(DIN: 01833346)

Mumbai, May 13, 2025

Registered Office:

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

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Annexure 'A'

Additional Information of Directors seeking re-appointment/ appointment pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings i.e., SS -2:

Name of Director	Mr. Ramesh Swaminathan	Mrs. Manju D. Gupta
Director Identification Number (DIN)	01833346	00209461
Date of Birth	June 17, 1965	September 22, 1943
Age (as on the date of this notice)	60 years	81 years
Date of first appointment on the Board	May 21, 2025	March 28, 2025
Qualifications	Mr. Ramesh Swaminathan is a qualified Chartered Accountant, Cost Accountant, Company Secretary from India and Chartered Management Accountant from UK. In addition to being a Lord Chevening Scholar from UK, he has completed an advanced management program from INSEAD, France.	Mrs. Manju D. Gupta is Bachelor of Arts from Delhi University.
Brief Profile and Experience	Mr. Ramesh Swaminathan brings to the Company rich experience of over three decades. Additionally, he holds Board position in Lupin Limited, the holding company. He has also worked with reputed organizations in diverse sectors such as VST Industries Ltd., SPIC Group, Standard Chartered Bank, Henkel and L&T.	Mrs. Manju D. Gupta has been on the board of Lupin Limited for over four decades and is also on its various committees. She has vast business experience and expertise and is actively involved with CSR activities of Lupin Limited. Mrs. Gupta has a deep understanding of the pharma industry.
Directorships in other companies	<ul style="list-style-type: none"> Medquimica Industria Farmaceutica LTDA, Brazil, Director 	<ul style="list-style-type: none"> Lupin Limited, Chairperson Lupin Diagnostics Limited, Director Polynova Industries Limited, Director

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	<ul style="list-style-type: none"> • Lupin Limited, Executive Director, Global CFO, Head of IT and API Plus SBU • Lupin Biologics Limited, Director • Lupin Digital Health Limited, Director • Lupin Manufacturing Solutions Limited, Director • Lupin Diagnostics Limited, Director • LUPINLIFE Consumer Healthcare Limited, Director 	
The Number of Meetings of the Board attended during the financial year 2024-25	Mr. Ramesh Swaminathan attended all seven Board Meetings of the Company held during the Financial Year 2024-25.	Mrs. Manju D. Gupta attended a Board Meeting held after her appointment in the Company.
No. of Shares held in the Company, including shareholding as a beneficial owner	1 share as a nominee of Lupin Limited	-
Relationship with the other Directors	Not Applicable	Mr. Nilesh D. Gupta is related to Mrs. Manju D. Gupta.
Membership / Chairmanship of Committee(s) of other Companies	Member of Risk Management Committee of Lupin Limited.	Member of Sustainability and Corporate Social Responsibility Committee of Lupin Limited.

Lupin Manufacturing Solutions Limited

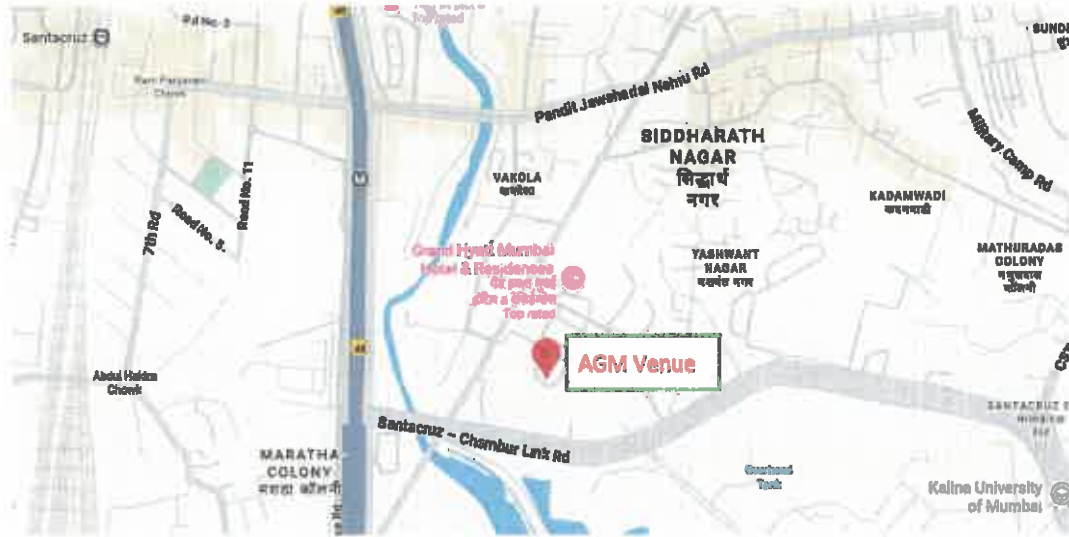
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ROUTE MAP OF THE VENUE OF THE MEETING



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ATTENDANCE SLIP

(Second Annual General Meeting)

I, hereby record my presence at the Second Annual General Meeting of Lupin Manufacturing Solutions Limited, will be held on **Wednesday, July 30, 2025 at 12.30 p.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 Second Annual General Meeting of the Company to be held on Wednesday, July 30, 2025 at 12.30 p.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 Mr. Ramesh Swaminathan (DIN: 01833346), who retires by rotation and being eligible, offers himself, for re-appointment.		
3.	To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for the appointment of Mrs. Manju D. Gupta, Additional Director, as a Director of the Company.		

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Signed this _____ day of _____ 2025.

Signature of the Member: _____

Signature of proxy holder(s): _____



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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