



NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of Lupin Manufacturing Solutions Limited will be held on Monday, January 05, 2026, at 12.00 noon 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 Increasing Authorised Share Capital of the Company:-

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory amendment(s) or re-enactment(s) thereof, and such others approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for Increasing the Authorised Share Capital of the Company from ₹ 40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each by creating additional 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V: -

- V. The Authorised Share Capital of the Company is ₹ 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.

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.”

2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution for increasing Borrowing limits under Section 180(1)(c) of the Companies Act, 2013:-

“RESOLVED THAT In supersession of all previous resolutions passed in this regard and pursuant to the provisions of the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory amendment(s) or re-enactment(s) thereof, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the 'Board'), to borrow any sum or sums of monies, from time to time, for the business purposes of the Company, from banks, financial institutions, Non-Banking Financial Companies (NBFCs),

Lupin Manufacturing Solutions Limited

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bodies corporate or any other permissible sources or through any Instrument permitted under law, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any point of time, the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed ₹ 2,000 crores (Rupees Two Thousand Crores only) outstanding at any point of time.

RESOLVED FURTHER THAT the Board 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.”

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution for creation of mortgage or charge on the Assets, Properties or Undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013:-

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory amendment(s) or re-enactment(s) thereof, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the 'Board'), to create pledge, mortgage, hypothecate, charge (floating or otherwise), transfer, sell, lease or dispose-off, all or any part of the movable or immovable properties, or tangible or intangible properties of the Company of every nature and kind whatsoever, both present and future, comprising the whole or substantially the whole of the undertakings of the Company in favour of any banks/ financial Institutions/ Non-Banking Financial Companies (NBFCs)/Investors/trustees or any other lender or agent, for securing the borrowing of the Company by way of loans and securities (Debentures or any other debt Instruments) issued/to be issued by the Company, from time to time, together with interest, charges, costs, expenses and other monies payable by the Company in respect of such borrowings subject to the limits approved by the Members of the Company under Section 180 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board 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**

**Bhavika Shah
Company Secretary
(ACS - 21462)**

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Mumbai, December 12, 2025

Registered Office:

Kalpataru Inspire, 3rd Floor,
Off Western Express Highway,
Santacruz (East),
Mumbai - 400 055.

Notes:

1. 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.
2. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Item No. 1 to 3 is annexed hereto.
3. Route map to the venue of the meeting is annexed.

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

Item No. 1: Increase in the Authorised Share Capital of the Company.

The current Authorised Share Capital of the Company stands at ₹ 40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each. The Company proposes to increase its Authorised Share Capital to ₹ 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each, as resolved by the Board of the Company, to facilitate any fund raising in future via Rights Issue, Private Placement Issue etc. of equity shares of the Company.

In accordance with Section 61 and other applicable provisions of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

Consequent to the increase in Authorised Share Capital, the Members are requested to give their approval for alteration of Clause V of the Memorandum of Association of the Company to Increase the Authorised Share Capital of the Company to ₹ 70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupees Ten only) by passing an Ordinary Resolution.

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Accordingly, the Board of Directors recommends the Resolution set out in the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative(s) are in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in this Notice.

Item No. 2: Increase in the overall Borrowing Limits of the Company as per Section 180(1)(c) of the Companies Act, 2013.

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 ('Act'), the Board shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, only with the consent of the Members by passing a Special Resolution.

Accordingly, the Board of Directors at its Meeting held on November 09, 2023, approved to borrow a sum not exceeding ₹ 1,000 crores (Rupees one Thousand Crores only) from time to time. The Members of the Company at their Meeting held on November 10, 2023 authorized the Board of Directors to borrow, a sum not exceeding ₹ 1,000 crores (Rupees one Thousand Crores only) from time to time.

In view of the Company's existing and future financial requirements, the Company shall require additional funds and for this purpose, the Company is desirous of raising finance from banks, financial institutions, Non-Banking Financial Companies (NBFCs), bodies corporate or any other permissible sources or through any instrument permitted under law, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the limits obtained under Section 180(1)(c) of the Companies Act, 2013.

In order to facilitate such funding arrangements, the approval of the Members is sought to authorize the Board of Directors of the Company to borrow a sum not exceeding ₹ 2,000 crores (Rupees Two Thousand Crores only) from time to time, outstanding at any point of time.

The above proposal is in the interest of the Company, and the Board of Directors recommends the Resolution set out in the Notice for approval of the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice.

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Item No. 3: Approval for creation of mortgage or charge on the Assets, Properties or Undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.

In terms of the provisions of the Section 180(1)(a) of the Companies Act, 2013, the Board shall not without the consent of the members by way of a Special Resolution, sell, lease, transfer, mortgage, create charge or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company.

To meet the Company's funding requirements for its ongoing operations, expansion plans and general corporate purposes, it is proposed to borrow money by way of loans and issue of securities (Debentures or any other debt instruments), from time to time from/to banks, financial Institutions, Non-Banking Financial Companies (NBFCs), Investors, trustees or any other lender or agent, Such borrowings may require creation of security by way of mortgage, charge, hypothecation, pledge or otherwise on the movable and/or immovable properties and/or the undertaking(s) of the Company, whether present or future.

In order to facilitate such funding arrangements and to provide the required security for the borrowings, the approval of the members is sought to authorize the Board to create such security interests over the assets, properties and undertaking(s) of the Company. The proposed limit for secured such borrowings shall be as approved by the Members of the Company under Section 180 (1)(c) of the Companies Act, 2013.

The above proposal is in the interest of the Company, and the Board of Directors recommends the Resolution set out in the Notice for approval of the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice.

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

B.D.Shah.

**Bhavika Shah
Company Secretary
(ACS - 21462)**

Mumbai, December 12, 2025

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ROUTE MAP OF THE VENUE OF THE MEETING



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ATTENDANCE SLIP

(Extra-Ordinary General Meeting)

I, hereby record my presence at the Extra-Ordinary General Meeting of Lupin Manufacturing Solution Limited, will be held on **Monday, January 05, 2026, at 12.00 noon**, 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	
Follo 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 Monday, January 05, 2026 at 12.00 noon, 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 increase the Authorized Share Capital of the Company.		
2.	To increase the overall Borrowing Limits of the Company as per Section 180(1)(c) of the Companies Act, 2013.		
3.	To Approve for creating mortgage or charge on the Assets, Properties or Undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.		

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Signed this _____ day of _____ 2026.

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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