NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the First Annual General Meeting of LUPINLIFE Consumer Healthcare, will be held on Thursday, July 30, 2026 at 01.00 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 for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and, if thought fit to pass, the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Ramesh Swaminathan (DIN: 01833346), who retires by rotation and being eligible, offers himself, for re-appointment and, in this regard, to consider and, if thought fit to pass, the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ramesh Swaminathan (DIN: 01833346), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby appointed as a Director of the Company."

3. To appoint Deloitte Haskins & Sells Chartered Accountants LLP as the Statutory Auditors of the Company and, in this regard, to consider and, if thought fit to pass, the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and based on the recommendations of the Board of Directors of the Company, Deloitte Haskins & Sells Chartered Accountants LLP (Firm Registration No. 117364W/W100739), be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth Annual General Meeting of the Company, on such remuneration and reimbursement of expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time.

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."

SPECIAL BUSINESS:

4. To approve increase in the overall Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass, the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as amended from time to time, 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 money, from time to time, for the business purposes of the Company, from banks, financial institutions, Non-Banking Financial Companies (NBFCs), 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."

5. To approve 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 and, in this regard, to consider and if thought fit, to pass, the following Resolution as a **Special Resolution:**

"**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, as amended from time to time, 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 LUPINLIFE Consumer Healthcare Limited

LUPINLIFE Consumer Healthcare Limited ★ INDIA MUMBAI

Ramesh Swaminathan
Director
(DIN: 01833346)

Mumbai, May 07, 2026

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. 3 to 5 are annexed hereto. Additional information in respect of Director seeking re-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

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. 3: Appointment of Deloitte Haskins & Sells Chartered Accountants LLP as the Statutory Auditors of the Company.

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 139 of the Act read with the Rules made thereunder, the Board of Directors at its meeting held on April 02, 2025, had appointed B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the first Statutory Auditors of the Company to hold office from the date of Incorporation i.e. March 08, 2025, till the conclusion of the First Annual General Meeting of the Company.

The Board of Directors of the Company, at its meeting held on May 07, 2026, has proposed the appointment of Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration No. 117364W/W100739) ('Deloitte'), as Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the First Annual General Meeting till the conclusion of the Sixth Annual General Meeting, on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.

The Board of Directors, while recommending the appointment of Deloitte as the Statutory Auditors of the Company, have evaluated various factors, including their independence, eligibility and qualifications, professional credentials, industry expertise, and experience in auditing companies of similar scale and complexity.

Deloitte Haskins & Sells was constituted in 1997 and has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells Chartered Accountants LLP w.e.f., June 02, 2021. Deloitte is registered with the Institute of Chartered Accountants of India ('ICAI') (Registration No. 117364W/W100739) and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. The Firm has around 120 Partners and has offices in Mumbai, Gurugram, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Pune. The registered office of the Firm is 19th Floor, Shapath – V, S G Highway, Ahmedabad – 380 015, India.

Pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014, Deloitte has furnished its consent and eligibility certificate, confirming that its appointment, if approved, shall be in compliance with all applicable legal and regulatory requirements.

In addition to statutory audit services, the Company may avail certifications and other permissible non-audit services from Deloitte, as permitted under Section 144 of the Act and subject to prior approval of the Board of Directors. The remuneration for such services shall be determined on mutually agreed terms.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the Members of the Company.

None of the Directors 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. 3 of the Notice.

Item No. 4: Approval for 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 of Directors of the Company can borrow money in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, only with the approval of the Members by way of a Special Resolution.

Considering the Company's present and future business requirements, growth plans, capital expenditure requirements and working capital needs, it may be necessary for the Company to raise additional funds from time to time through borrowings from banks, financial institutions, Non-Banking Financial Companies (NBFCs), bodies corporate or any other permissible sources and/or through issuance of debt instruments or any other mode permitted under applicable laws.

Accordingly, to ensure adequate operational and financial flexibility in meeting the Company's funding requirements, the approval of the Members is being sought to authorize the Board of Directors to borrow monies, from time to time, up to an aggregate outstanding limit of ₹ 2,000 Crores (Rupees Two Thousand Crores only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Board of Directors at its meeting held on May 07, 2026, approved the proposal to borrow monies up to an aggregate outstanding limit of ₹ 2,000 Crores (Rupees Two Thousand Crores only), subject to the approval of the Members. The Board is of the view that the proposed Resolution is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors 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 the Notice.

Item No. 5: 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.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ('Act'), the Board of Directors of a company may sell, lease, transfer, mortgage, create charge on, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company only with the approval of the Members by way of a Special Resolution.

To meet the Company's funding requirements for its business operations, growth initiatives, capital expenditure, working capital requirements and general corporate purposes, the Company may, from time to time, raise funds through borrowings from banks, financial institutions, Non-Banking Financial Companies (NBFCs), bodies corporate, investors, trustees or any other lenders, and/or by issuance of debentures or other debt instruments as may be permitted under applicable laws.

Such borrowings may require the Company to create security by way of mortgage, charge, hypothecation, pledge or other encumbrances over its movable and/or immovable properties, assets and undertaking(s), both present and future, in favour of lenders, trustees, security agents or any other persons acting for the benefit of the lenders. As the creation of such security may be regarded as disposal of the whole or substantially the whole of the undertaking(s) of the Company within the meaning of Section 180(1)(a) of the Act, the approval of the Members is being sought by way of a Special Resolution.

Accordingly, Members are requested to authorize the Board of Directors of the Company to create such mortgages, charges, hypothecation, pledges and other security interests on all or any of the movable and/or immovable properties and assets of the Company, both present and future, in such form, manner and ranking as may be considered necessary by the Board, for securing borrowings and other credit facilities, provided that the aggregate amount secured thereby shall not exceed the borrowing limits approved by the Members pursuant to Section 180(1)(c) of the Act.

The Board of Directors at its meeting held on May 07, 2026, approved the aforesaid proposal, subject to the approval of the Members. The Board is of the opinion that the proposed authority is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For LUPINLIFE Consumer Healthcare Limited

LUPINLIFE Consumer Healthcare Limited
INDIA
MUMBAI

Ramesh Swaminathan
Director
(DIN: 01833346)

Mumbai, May 07, 2026

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

Annexure 'A'

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

Name of Director	**Mr. Ramesh Swaminathan**
Director Identification Number (DIN)	01833346
Date of Birth	June 17, 1965
Age (as on the date of this notice)	60 years
Date of first appointment on the Board	March 08, 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.
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.
Directorships in other companies	• Medquimica Industria Farmaceutica LTDA, Brazil, Director • 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 • Lupin Life Sciences Limited, Director • Lupin Lanka (Private) Ltd, Sri Lanka, Director • Laboratorios Grin, S.A. de C.V., Mexico, Director • Lupin Mexico S.A. de C.V., Mexico, Director • Generic Health Pty Ltd., Australia, Director • Lupin Australia Pty Ltd., Australia, Director • Southern Cross Pharma Pty. Ltd., Australia, Director • Multicare pharmaceuticals Philippines, Inc., Director • Lupin Pharmaceuticals Inc., USA, Director

	• Hormosan Pharma GmbH, Germany, Director • Lupin Atlantis Holdings SA, Switzerland, Director • Pharma Dynamics (Proprietary) Ltd., South Africa, Director • Lupin Healthcare (UK) Limited, UK, Director • Lupin Philippines Inc., Philippines, Director • Generic Health SDN. BHD., Malaysia, Director
The Number of Meetings of the Board attended during the period ended March 31, 2026.	Mr. Ramesh Swaminathan attended 7 (seven) out of 9 (nine) Board Meetings of the Company held from March 08, 2025 to March 31, 2026.
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
Membership / Chairmanship of Committee(s) of other Companies	Member of Risk Management Committee of Lupin Limited

ROUTE MAP OF THE VENUE OF THE MEETING