

## NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty-Second Annual General Meeting of Lupin Limited will be held at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050, on Wednesday, July 30, 2014 at 2.30 p.m., to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend at ₹ 3/- per equity share and declare final dividend at ₹ 3/- per equity share for the year ended March 31, 2014.
3. To appoint a director in place of Dr. Kamal K. Sharma, who retires by rotation and being eligible, offers himself, for re-appointment.
4. To re-appoint auditors to hold office from the conclusion of the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Fourth Annual General Meeting and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Regn. No.117366W/W-100018), who hold office till the conclusion of the Thirty-Second Annual General Meeting and are eligible for re-appointment, be and are hereby re-appointed as Statutory Auditors, to hold office from the conclusion of the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Fourth Annual General Meeting, subject to ratification by the members at the Thirty-Third Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as may be recommended by the Audit Committee."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Dr. Vijay Kelkar as an Independent Director of the Company: -

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vijay Kelkar (DIN 00011991), Non-Executive Director of the Company, who was liable to retire by rotation at this Annual General Meeting, who meets the criteria of independence as provided in Section 149 (6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one year from the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Mr. Richard Zahn as an Independent Director of the Company: -

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Richard Zahn (DIN 02937226), Non-Executive Director of the Company, who was liable to retire by rotation at this Annual General Meeting, who meets the criteria of independence as provided in Section 149 (6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one year from the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Mr. R. A. Shah as an Independent Director of the Company: -

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or

re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. A. Shah (DIN 00009851), Non-Executive Director of the Company, who meets the criteria of independence as provided in Section 149 (6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one year from the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Dr. K. U. Mada as an Independent Director of the Company: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. K. U. Mada (DIN 00011395), Non-Executive Director of the Company, who was liable to retire by rotation at this Annual General Meeting, who meets the criteria of independence as provided in Section 149 (6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one year from the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Mr. Dileep C. Choksi as an Independent Director of the Company: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dileep C. Choksi (DIN 00016322), Non-Executive Director of the Company, who meets the criteria of independence as provided in Section 149 (6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a period of one year from the Thirty-Second Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting.”

10. 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, 2015: -

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. S. D. Shenoy (FCMA, Membership No.8318), practicing cost accountant, Cost Auditor, appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the year ending March 31, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for creating charges on the Company’s properties to secure financial assistance availed/to be availed by the Company: -

**“RESOLVED THAT** in supersession of all previous resolutions passed in this behalf and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent and approval of the Company be and is hereby accorded for mortgaging and/or charging by the Board of Directors (hereinafter referred to as ‘the Board’ which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) of all the immovable and/or movable properties of the Company, wheresoever situate, both present and future and/or the whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public or private financial institutions, banks, mutual funds, bodies corporate or any other person whomsoever participating in extending financial assistance, to secure any term loans, working capital facilities, debentures/bonds or any other type of financial assistance, not exceeding ₹ 20000 million (Rupees twenty thousand million only) lent and advanced/to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges or expenses or monies payable by the Company to them under loan agreements/letters of sanction/debenture trust deed, etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to amongst the concerned parties.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company."

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/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 DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act) in respect of Item nos. 3 to 11 is annexed and forms part of this Notice.
3. The Register of Members and the Share Transfer Register will be closed from Wednesday, July 23, 2014 to Wednesday, July 30, 2014, both days inclusive.
4. Final dividend for the year ended March 31, 2014, if declared, at the AGM, shall be paid to those members, whose names appear: -
  - a. as beneficial owners at the end of business hours on Tuesday, July 22, 2014 as per lists furnished by Central Depository Services (I) Limited (CDSL) and National Securities Depository Limited (NSDL) in respect of shares held in electronic form and
  - b. on the Register of Members of the Company as on Tuesday, July 22, 2014, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Tuesday, July 22, 2014 in respect of shares held in physical form.

5. Members holding shares in dematerialised form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the Company.

In order to enable the Company to remit dividend electronically through National Electronic Clearing Service (NECS), National Electronic Funds Transfer (NEFT), etc. members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque. The said information should be submitted to the Company if the shares are held in physical form and to the concerned DP, if the same are held in electronic form.

6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. Members holding shares in physical form are requested to submit their PAN to the Company.
7. Members who have not encashed their dividend warrants for the year ended March 31, 2007 or any subsequent year(s) are requested to lodge their claims with the Company at the earliest.
8. Pursuant to the provisions of Section 124 of the Act (Section 205A of the erstwhile Companies Act, 1956), the amounts of dividend remaining unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund. Accordingly, unpaid dividend up to the year ended March 31, 2006, has already been transferred to the said Fund.

Since amounts once transferred to the said Fund cannot be claimed, you are advised to encash your dividend warrants promptly.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
10. Pursuant to the provisions of Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with their DP or the Company. The Notice of the AGM along with Annual Report for the

year ended March 31, 2014 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their e-mail addresses. The Annual Report for the year ended March 31, 2014 circulated to the members is available on the Company's website [www.lupinworld.com](http://www.lupinworld.com).

11. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by NSDL on all resolutions set forth in the Notice. The 'process and manner for availing e-voting facility' is explained in the annexure which forms part of this Notice.
12. Members holding shares in physical form in single name are advised to avail of nomination facility. Nomination forms can be downloaded from the Company's website [www.lupinworld.com](http://www.lupinworld.com) or obtained from the Investors' Services Department of the Company.
13. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members are requested to: -
  - a. Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
  - b. Approach the Company for consolidation of various ledger folios into one.
  - c. To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee and
  - d. Bring with them at the meeting, their copy of the Annual Report and Attendance Slip.
15. NRI members are requested to inform the Company immediately of: -
  - (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their communications to the Registered Office of the Company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.
17. Members, who hold shares in electronic form, are requested to notify their DP and Client ID numbers at the AGM for easier identification.
18. As shares of the Company are under compulsory demat for all investors, members are requested to dematerialize their shareholding to avoid inconvenience.

By Order of the Board of Directors

R. V. SATAM

*Company Secretary & Compliance Officer*

Mumbai, June 24, 2014

**Registered Office:**

159, C.S.T. Road, Kalina,  
Santacruz (East),  
Mumbai - 400 098.

**Corporate Identity Number:** L24100MH1983PLC029442

**Tel:** +91 22 6640 2402/2403, **Fax:** +91 22 2652 8806.

**E-mail:** [investorservices@lupinpharma.com](mailto:investorservices@lupinpharma.com)

**Website:** [www.lupinworld.com](http://www.lupinworld.com)

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

### **ITEM NO.3**

A brief profile of Dr. Kamal K. Sharma and names of companies in which he is a director are given in the Corporate Governance Report, which forms part of the Annual Report.

Dr. Sharma holds 259,400 equity shares of ₹ 2/- each in the Company.

Dr. Sharma is interested in or concerned with the said resolution. Also, his relatives may be interested in or concerned with the said resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives are interested in or concerned with the resolution.

The Board recommends passing of the said resolution.

### **ITEM NO.4**

This Explanatory Statement is provided though strictly not required pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act).

Deloitte Haskins & Sells LLP, Chartered Accountants, were appointed as Statutory Auditors by the members at the 22<sup>nd</sup> AGM of the Company held on Thursday, July 29, 2004. They complete two terms of five consecutive years each at the conclusion of this AGM.

Based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(1) of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors proposes to re-appoint Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company, for a period of two years from the conclusion of the 32<sup>nd</sup> AGM till the conclusion of the 34<sup>th</sup> AGM or any adjournment thereof, subject to ratification by the members at the 33<sup>rd</sup> AGM.

None of the Directors/Key Managerial Personnel of the Company/their relatives are interested in or concerned with the resolution.

The Board recommends passing of the said resolution.

### **ITEM NOS.5 to 9**

Pursuant to Clause 49 of the Listing Agreement, Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi are Independent Directors of the Company.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed company is required to have at least one-third of the total number of directors as Independent Directors who are not liable to retire by rotation. The Board of Directors decided to adopt the provisions with respect to appointment of Independent Directors which is consistent with the Act and Clause 49 of the Listing Agreement. Accordingly, it is proposed to appoint Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi as Independent Directors for a period of one year from the 32<sup>nd</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM pursuant to the provisions of Section 149 read with Schedule IV of the Act.

Dr. Vijay Kelkar, Mr. Richard Zahn and Dr. K. U. Mada were liable to retire by rotation at the ensuing AGM. Notices under Section 160 of the Act have been received from members along with requisite deposits proposing their candidature for the office of Directors of the Company.

The Company has received from Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi; (i) Consent letters in Form No. DIR-2 pursuant to the provisions of Section 152(5) of the Act read with Rule 8 of Companies (Appointment & Qualifications of Directors) Rules 2014, (ii) Certificates in Form No. DIR-8 pursuant to the provisions of Section 164(2) of the Act, read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and (iii) Declarations pursuant to the provisions of Section 149(7) of the Act, confirming meeting the criteria of independence enumerated in Section 149(6) of the Act.

In the opinion of the Board of Directors, Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi, who are proposed to be appointed as Independent Directors, fulfill the conditions specified in the Act and Rules made thereunder and are independent of the management. The terms and conditions of their appointment are posted on the Company's website [www.lupinworld.com](http://www.lupinworld.com) and are open for inspection by the members at the Registered Office of the Company during normal business hours on working days.

Brief profiles of Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi and names of companies in which they are directors are given in the Corporate Governance Report, which forms part of the Annual Report.

Mr. R. A. Shah holds 15,000 and Dr. K. U. Mada 3,500 equity shares of ₹ 2/- each in the Company. Dr. Vijay Kelkar, Mr. Richard Zahn and Mr. Dileep C. Choksi do not hold any shares in the Company.

Dr. Vijay Kelkar, Mr. Richard Zahn, Mr. R. A. Shah, Dr. K. U. Mada and Mr. Dileep C. Choksi, being appointees, are concerned with or interested in their respective resolutions as set out at Items Nos. 5 to 9. Also, their relatives may be concerned with or interested in their

respective resolutions. No Director and Key Managerial Personnel of the Company and their relatives are interested in or concerned with resolutions set out at Items Nos. 5 to 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail of services of these Independent Directors. Accordingly, the Board recommends the resolutions set out at Items Nos. 5 to 9 in relation to their appointments as Independent Directors, for the approval by the members.

#### ITEM NO.10

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. S. D. Shenoy (FCMA, Membership No.8318), practicing cost accountant, Cost Auditor, to conduct the audit of the cost records of the Company for the year ending March 31, 2015. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 500,000/- plus applicable taxes and out of pocket expenses payable to the Cost Auditor as approved by the Board of Directors, has to be ratified by the members.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No.10 of the Notice for ratifying the remuneration payable to the Cost Auditor for the year ending March 31, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are interested in or concerned with the resolution.

The Board recommends passing of the said resolution.

#### ITEM NO.11

Section 180(1)(a) of the Companies Act, 2013 inter alia provides that the Board of Directors shall not, without the consent of the Company by a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking(s) of the Company. Since the Company, may in future, avail of loans or other financial assistance, for acquisitions/capital expenditure/working capital requirements, it would be necessary to create mortgages/charges on the assets of the Company in favour of the lenders/trustees which may be regarded as a disposal of the whole or substantially the whole of the Company's undertaking(s) and therefore, the Special Resolution is proposed to be passed as an enabling resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are interested in or concerned with the said resolution.

The Board recommends passing of the Special Resolution.

By Order of the Board of Directors

R. V. SATAM

Company Secretary & Compliance Officer

Mumbai, June 24, 2014

#### Registered Office:

159, C.S.T. Road, Kalina,  
Santacruz (East),  
Mumbai - 400 098.

Corporate Identity Number: L24100MH1983PLC029442

Tel: +91 22 6640 2402/2403, Fax: +91 22 2652 8806.

E-mail: [investorservices@lupinpharma.com](mailto:investorservices@lupinpharma.com)

Website: [www.lupinworld.com](http://www.lupinworld.com)

#### Note for the kind attention of members who are yet to register their e-mail address

The Ministry of Corporate Affairs (MCA) has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies. Vide its Circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, MCA has permitted companies to send Notices, Annual Report, etc. to its members in electronic form, i.e. through e-mail.

Besides ensuring prompt receipt of communication and avoid loss of articles during postal transit, it shall also benefit the society at large through reduction in paper consumption thereby contributing towards a greener environment.

In view of the above, members who have not registered their e-mail address so far, are requested to register the same with their DP, if shares are held in demat form and with the Company, if shares are held in physical form, to receive documents and other communication from the Company in electronic form.

**LUPIN LIMITED**

Registered Office: 159, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098.  
 Corporate Identity Number: L24100MH1983PLC029442  
 Tel: +91 22 6640 2402/2403, Fax: +91 22 2652 8806.  
 Email: investorservices@lupinpharma.com Website: www.lupinworld.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)  
**32<sup>nd</sup> ANNUAL GENERAL MEETING - Wednesday, July 30, 2014**

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_  
 Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_  
 Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxyholder can attend the Meeting.
2. Interested joint members may obtain attendance slips from the Registered Office of the Company.
3. Members/joint members/proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the Auditorium.
4. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

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**LUPIN LIMITED**

Registered Office: 159, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098.  
 Corporate Identity Number: L24100MH1983PLC029442  
 Tel: +91 22 6640 2402/2403, Fax: +91 22 2652 8806.  
 Email: investorservices@lupinpharma.com Website: www.lupinworld.com

**PROXY FORM**

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

Name of the Member(s): \_\_\_\_\_  
 Registered address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_  
 I / We, being the member(s) of \_\_\_\_\_ Equity Shares of Lupin Limited, hereby appoint  
 1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_ Signature: \_\_\_\_\_  
 or failing him/her  
 2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_ Signature: \_\_\_\_\_  
 or failing him/her  
 3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050, on Wednesday, July 30, 2014 at 2.30 p.m. and at any adjournment thereof in respect of resolutions as indicated below: -

1. Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Confirmation of payment of interim dividend and declare final dividend on equity shares for the year ended March 31, 2014.
3. Re-appointment of Dr. Kamal K. Sharma, Director, who retires by rotation.
4. Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as auditors of the Company.
5. Appointment of Dr. Vijay Kelkar as an Independent Director of the Company.
6. Appointment of Mr. Richard Zahn as an Independent Director of the Company.
7. Appointment of Mr. R. A. Shah as an Independent Director of the Company.
8. Appointment of Dr. K. U. Mada as an Independent Director of the Company.
9. Appointment of Mr. Dileep C. Choksi as an Independent Director of the Company.
10. Ratification of remuneration of Mr. S. D. Shenoy, Cost Auditor, for cost audit for the year ending March 31, 2015.
11. Creating charges on the Company's properties to secure financial assistance availed/to be availed by the Company.

Revenue  
Stamp  
₹ One

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature of shareholder \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

**NOTE:** This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**LUPIN LIMITED**

Registered Office: 159, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098.

CIN:L24100MH1983PLC029442 Tel.: 022 6640 2402 / 2403 Fax: +91 26528806

Website: [www.lupinworld.com](http://www.lupinworld.com) Email: [investorservices@lupinpharma.com](mailto:investorservices@lupinpharma.com)

Registered Folio /  
P and Client ID No.:

Number of shares held:

Dear Member,

**Subject: Process and manner for availing e-voting facility**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 32<sup>nd</sup> Annual General Meeting (AGM) to be held on Wednesday, July 30, 2014, at 2:30 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The particulars of electronic voting are set out below: -

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password *</b>
<b>100298</b>		

\* If you have already registered for e-voting, no password has been provided above. Kindly refer instruction no. 3 overleaf.

The e-voting facility will be available during the following voting period: -

<b>Commencement of e-voting</b>	<b>Wednesday, July 23, 2014 at 9.00 a.m.</b>
<b>End of e-voting</b>	<b>Friday, July 25, 2014 at 6.00 p.m.</b>

These details and instructions form an integral part of the Notice convening the 32<sup>nd</sup> AGM to be held on July 30, 2014.

**Please read the instructions printed overleaf before exercising the e-voting.**

**(P.T.O.)**

## INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote electronically: -

1. Open the internet browser and launch the URL: <https://www.evoting.nsdl.com>
2. Click on **Shareholder – Login**
3. If you are already registered with NSDL for e-voting, no password has been provided overleaf. Please enter your User ID and existing Password and click **Login**. (For assistance: Contact NSDL on (022) 2499 4600 or e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in))
4. If you are logging in for the first time, please enter your User ID and Password provided overleaf. Click **Login**.
5. **Password Change** menu will appear. Change with the new Password of your choice with minimum 8 digits or characters or a combination of both. (Changing initial Password is mandatory) Please take utmost care to keep your Password confidential.
6. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the website to reset the same.
7. Home page of e-Voting opens. Click on **e-Voting** to activate voting cycles.
8. Select **EVEN (E-Voting Event Number)** of Lupin Limited (provided overleaf). Once you select the **EVEN**, the **Cast Vote** page will open. Now you are ready for e-voting.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained for that particular item.
10. Cast your vote by selecting your favoured option and click **Submit**. Also click **Confirm** when prompted. Upon confirmation, the message **Vote cast successfully** will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be modified.
11. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at : [njbhatia21@gmail.com](mailto:njbhatia21@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
12. In case of any queries, please refer to the **Frequently Asked Questions (FAQs) for members and e-voting user manual for members** available in the **Downloads** section of <https://www.evoting.nsdl.com> You can also contact NSDL through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on telephone no. 022-2499 4600

### GENERAL INSTRUCTIONS

- a. The e-voting period commences on Wednesday, July 23, 2014 at 9.00 a.m. and ends on Friday, July 25, 2014, at 6.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 20, 2014, may cast their vote electronically. The e-voting module shall be disabled for voting after the e-voting period ends.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Friday, June 20, 2014.
- c. You are advised to cast your vote only through one mode (E-voting or at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the AGM would be rejected.
- d. Ms. Neena Bhatia, Practicing Company Secretary (Membership No. ACS 11950) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- f. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.lupinworld.com](http://www.lupinworld.com) and on the NSDL website <https://www.evoting.nsdl.com> within two working days of the passing of the resolutions at the 32<sup>nd</sup> AGM of the Company on July 30, 2014 and also communicated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd.(NSE).

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 32<sup>nd</sup> Annual General Meeting of the Company.

By order of the Board of Directors  
For Lupin Limited

(R.V.SATAM)  
Company Secretary & Compliance Officer

Mumbai, June 24, 2014