

Notice to Members

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting of Lupin Limited will be held at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050, on Wednesday, August 7, 2019, at 2.30 p.m., to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone audited financial statements including Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated audited financial statements including Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Auditors thereon.
3. To declare dividend at ₹ 5 per equity share for the year ended March 31, 2019.
4. To consider the re-appointment of Ms. Vinita Gupta, as director, who retires by rotation and being eligible, offers herself, for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution for the appointment of Ms. Christine Mundkur as an Independent Director: -

“RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Sections 149, 150 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Christine Mundkur (DIN: 08408494), who was appointed by the Board of Directors as an Additional Director w.e.f. April 1, 2019 and in terms of Section 161 of the Act, holds office up to the date of this Annual General Meeting and who meets the criteria of independence as prescribed by Section 149(6) of the Act and has submitted a declaration to that effect and is eligible for appointment and in respect of whom, the Company has received notices in writing pursuant to Section 160 of the Act, from Members proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from April 1, 2019, till the conclusion of the Thirty-Ninth Annual General Meeting and she shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for ratifying remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year ending March 31, 2020: -

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 including any amendments or re-enactments thereof, Mr. S. D. Shenoy (FCMA, Membership No. 8318), practicing cost accountant, Cost Auditor, appointed by the Board of Directors, to conduct audit of the cost records of the Company, for the year ending March 31, 2020, be paid remuneration of ₹ 700,000/- (Rupees Seven Hundred Thousand only) plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

“RESOLVED THAT in partial supersession of previous Resolutions passed in this behalf and pursuant to the provisions of Section 62(1)(b) 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), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Foreign Exchange Management Act, 1999, approval of the Reserve Bank of India and such other approvals, permissions and sanctions as may be necessary, consent and approval of the Company be and is hereby accorded to modify the Lupin Subsidiary Companies Employees Stock Option Plan 2014, to increase the maximum number of equity shares of the Company (of face value ₹ 2/- each) that may be issued pursuant to exercise of options granted to the eligible employees under this Plan by an additional 400,000 equity shares (i.e. from 1,125,000 to 1,525,000 equity shares).

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) be

and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

“RESOLVED THAT in partial supersession of previous Resolutions passed in this behalf and pursuant to the provisions of Section 62(1)(b) 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), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Foreign Exchange Management Act, 1999, approval of the Reserve Bank of India and such other approvals, permissions and sanctions as may be necessary, consent and approval of the Company be and is hereby accorded to modify the Lupin Employees Stock Option Plan 2014, to reduce the maximum number of equity shares of the Company (of face value ₹ 2/- each) that may be issued pursuant to exercise of options granted to the eligible employees under this Plan by 400,000 equity shares (i.e. from 3,375,000 to 2,975,000 equity shares).

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

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. IN ORDER TO BE EFFECTIVE, THE PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY 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, then such proxy shall not act as a proxy for any other person or Member.
2. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (‘Act’) in respect of Item nos. 4 to 8 is annexed and forms part of this Notice.
3. Register of Members and Share Transfer Register will be closed from Wednesday, July 31, 2019 to Wednesday, August 7, 2019, (both days inclusive).

4. Dividend for the year ended March 31, 2019 if declared, at the Annual General Meeting (AGM), shall be paid to those Members, whose names appear: -

- a. as beneficial owners at the end of business hours on Tuesday, July 30, 2019 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 30, 2019, after giving effect to valid transfers in respect of transfer requests lodged with the Company/ Registrars and Share Transfer Agent (‘RTA’) on or before the close of business hours on Tuesday, July 30, 2019 in respect of shares held in physical form.

5. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, 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 RTA.

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 RTA if the shares are held in physical form and to the DP concerned, if the same are held in electronic form.

6. The Securities and Exchange Board of India (‘SEBI’) 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 if not submitted earlier. Members holding shares in physical form are requested to submit their PAN to the RTA if not submitted earlier.
7. Members who have not encashed their dividend warrants for the year ended March 31, 2012 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.
8. 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, 2011, has already been transferred to the said Fund.
9. Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts

or Arrangements in which Directors are interested, maintained under Sections 170 and 189 respectively 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 email addresses with either their DP or the Company. Notice of the AGM along with Annual Report for the year ended March 31, 2019 is being sent by electronic mode to those Members whose email 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 email addresses. Members desirous of receiving physical copies of the Annual Report are requested to write to the RTA. Annual Report for the year ended March 31, 2019 circulated to Members is also available on the website of the Company www.lupin.com.
11. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and business may be transacted through e-Voting platform provided by Link Intime India Private Limited on all Resolutions set-forth in this 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 website of the Company www.lupin.com or obtained from the RTA.
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 DP ID and Client ID/ledger folio numbers in all their correspondence;
 - b. Approach the RTA for consolidation of multiple ledger folios into one;
 - c. To avoid inconvenience, get 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 AGM, their copy of the Annual Report and Attendance Slip.

15. NRI Members are requested to inform the RTA immediately of: -

- a. 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; and
 - b. Change in their residential status and address in India on their return to India for permanent settlement.
16. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications at 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 traded under compulsory demat for all investors, Members are requested to dematerialise their shareholding to avoid inconvenience.
 19. The Company will be webcasting for its Members, the live streaming of the AGM, at the link: <https://instavote.linkintime.co.in>. Members who are unable to attend the meeting may take the advantage of this facility by using the same login credentials applicable for e-voting.

By Order of the Board of Directors

R. V. SATAM
Company Secretary
 (ACS - 11973)

Mumbai, May 15, 2019

Registered Office:

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

Corporate Identity Number: L24100MH1983PLC029442

Tel: +91 22 6640 2323 Ext: 2402/2403

E mail: investorservices@lupin.com

Website: www.lupin.com

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.

Unit: Lupin Limited

C 101, 247 Park, LBS Marg,
 Vikhroli (West), Mumbai - 400 083.

Tel: +91 22 4918 6000

Toll Free No.: 1800 1020 878

E-mail: rnt.helpdesk@linkintime.co.in

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

ITEM NO. 4

A brief profile of Ms. Vinita Gupta, Chief Executive Officer and the names of companies in which she is director are given in the Corporate Governance Report, which forms part of this Annual Report.

Ms. Vinita holds 327,424 fully paid-up equity shares of ₹ 2/- each in the Company.

Ms. Vinita Gupta and Mrs. Manju D. Gupta and Mr. Nilesh Deshbandhu Gupta who are related to her are interested in the said Resolution. None of the other Directors/Key Managerial Personnel or their relatives are interested in or concerned with the said Resolution.

The Board recommends passing of the said Resolution.

ITEM NO. 5

A brief profile of Ms. Christine Mundkur, her specific areas of expertise and name of the company in which she is director are given in the Corporate Governance Report, which forms part of this Annual Report.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide Resolution dated April 1, 2019, appointed Ms. Mundkur, as an Independent Director of the Company.

The Company has received from Ms. Mundkur, declarations pursuant to Section 149(7) of the Companies Act, 2013 (Act) and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), confirming that she meets the criteria of independence enumerated in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, respectively and that there has been no change in the circumstances affecting her status as Independent Director and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has also received from Ms. Mundkur (i) consent to act as a Director in terms of Section 152 of the Act; (ii) director identification number; (iii) a certificate in Form DIR-8 pursuant to Section 164(2) of the Act, certifying that she is not disqualified from acting as Director of the Company; and (iv) notice in Form MBP - 1 pursuant to Section 184(1) of the Act, disclosing her interest in companies/firms/ association of individuals.

In the opinion of the Board, Ms. Mundkur fulfills the conditions specified in the Act and Rules made thereunder and the Listing Regulations and is independent of the management. In terms of Section 160 of Act, the Company has received notices in writing from certain Members

proposing the candidature of Ms. Mundkur to be appointed as an Independent Director.

A copy of the letter of appointment of Ms. Mundkur setting out the terms and conditions of her appointment is hosted on the Company's website www.lupin.com and is open for inspection by Members at the Registered Office of the Company during normal business hours on working days.

Ms. Mundkur does not hold any shares in the Company.

Pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Act and Rules made thereunder and Regulation 17 of the Listing Regulations, it is proposed to appoint Ms. Mundkur as an Independent Director, for the period from April 1, 2019, till the conclusion of the Thirty-Ninth Annual General Meeting and she shall not be subject to retirement by rotation.

Ms. Mundkur is interested in the said Resolution. No other Director/Key Managerial Personnel of the Company and their relatives are interested in or concerned with the said Resolution. This Explanatory Statement may also be regarded as a disclosure pursuant to Regulation 36(3) of the Listing Regulations.

The Board recommends passing of the said Resolution.

ITEM NO. 6

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 audit of the cost records of the Company for the year ending March 31, 2020.

Mr. S. D. Shenoy is a cost accountant as defined in Section 2(1)(b) of the Cost and Works Accountants Act, 1959, holding a valid certificate of practice under Section 6(1) of the said Act. He has not been disqualified to act as cost auditor pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and his appointment, is in accordance with the limits specified by Section 141(3)(g) read with Section 148 of the Companies Act, 2013. Mr. Shenoy is independent and maintains an arm's length relationship with the Company; and no orders or proceedings are pending against him relating to professional matters of conduct before the Institute of Cost Accountants of India or any court or competent authority.

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 ₹ 700,000/- plus applicable taxes and out of pocket expenses payable to the Cost Auditor as approved by the Board of Directors, needs to be ratified by the Members. Thus, consent of Members is being sought for ratifying the remuneration payable to the Cost Auditor for year ending March 31, 2020.

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

The Board recommends passing of the said Resolution.

ITEM NOS. 7 and 8

Considering the competitive global business environment and the need to attract, retain and reward, qualified, talented and competent personnel, the Company had implemented various stock options plans for eligible employees of the Company and its subsidiaries.

The Members, vide Special Resolutions, approved the issuing of up to 3,375,000 and 1,125,000 equity shares (of the face value of ₹ 2/- each), pursuant to exercise of options granted to eligible employees under the 'Lupin Employees Stock Option Plan 2014' (ESOP 2014) and 'Lupin Subsidiary Companies Employees Stock Option Plan 2014' (SESOP 2014) respectively.

With growth in international operations of the Company, the number of grantees under SESOP 2014 has increased considerably. Thus, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Foreign Exchange Management Act, 1999, approval of the Reserve Bank of India and such other approvals, permissions and sanctions as may be necessary, consent of the Members is being sought for modifications of ESOP 2014 and SESOP 2014.

It is proposed to increase by an additional 400,000 equity shares (i.e. from 1,125,000 to 1,525,000 equity shares) that may be issued under SESOP 2014 and reduce by 400,000 equity shares that may be issued under ESOP 2014 (i.e. from 3,375,000 equity shares to 2,975,000 equity shares), so that there is no change in the total number of equity shares to be issued under both the Plans.

The Board of Directors, vide Resolution dated May 15, 2019, approved and recommended the modifications of ESOP 2014 and SESOP 2014 subject to the approval of the Members.

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

The Board recommends passing of the said Special Resolution.

By Order of the Board of Directors

R. V. SATAM
Company Secretary
(ACS -11973)

Mumbai, May 15, 2019

Registered Office:

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

Corporate Identity Number: L24100MH1983PLC029442

Tel: +91 22 6640 2323 Ext: 2402/2403

E mail: investorservices@lupin.com

Website: www.lupin.com

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.

Unit: Lupin Limited

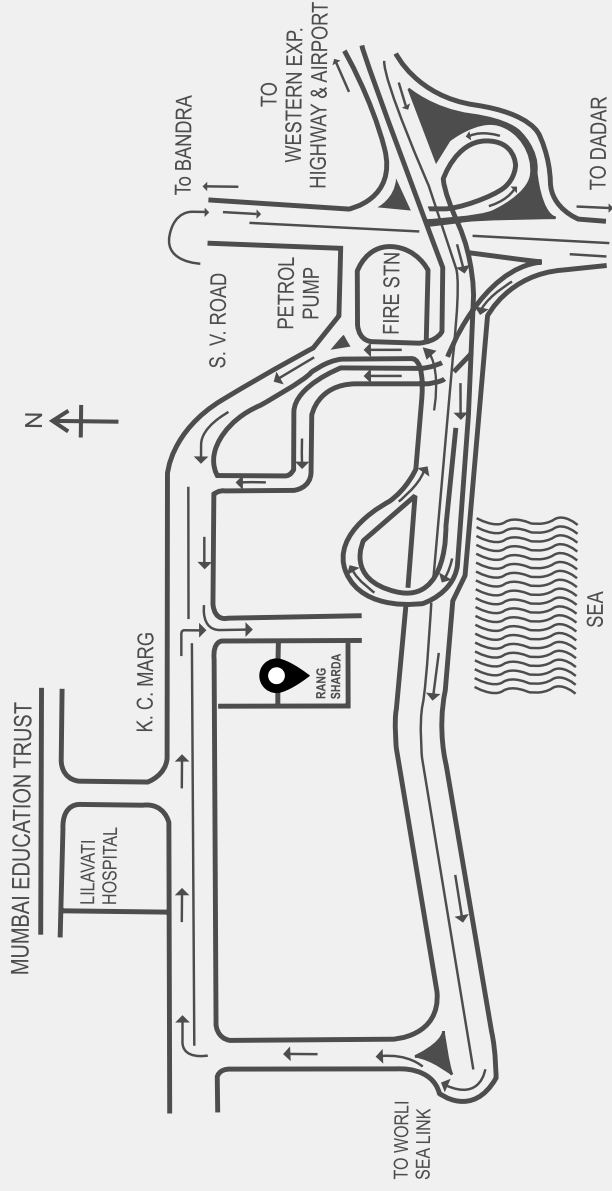
C 101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400 083.

Tel: +91 22 4918 6000

Toll Free No.: 1800 1020 878

E-mail: rnt.helpdesk@linkintime.co.in

Directions for: 37th Annual General Meeting of Lupin Limited
Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050



Bandra Station 2.7 Kms. | Dadar Station 5.5 Kms. | Kurla Station 7.7 Kms. | International Airport 8.7 Kms. |
Domestic Airport 6 Kms. | Lilavati Hospital 1 Km. | Worli - Bandra Sea Link 1 Km. |

LUPIN LIMITED
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 Corporate Identity Number: L24100MH1983PLC029442
 Tel: +91 22 6640 2323 Ext: 2402/2403
 E mail: investorservices@lupin.com Website: www.lupin.com



ATTENDANCE SLIP
 (To be handed over at the entrance of the meeting venue)
37th ANNUAL GENERAL MEETING - Wednesday, August 7, 2019 at 2.30 p.m.

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 Auditorium.
4. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

Please Cut Here

LUPIN LIMITED
Registered Office: Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055.
 Corporate Identity Number: L24100MH1983PLC029442
 Tel: +91 22 6640 2323 Ext: 2402/2403
 E mail: investorservices@lupin.com Website: www.lupin.com



FORM NO. MGT-11

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 holder(s) of Equity Shares of Lupin Limited, hereby appoint:

1. Name: Address:

E-mail ID: Signature: or failing him/her

2. Name: Address:

E-mail ID: Signature: or failing him/her

3. Name: Address:

E-mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050, on Wednesday, August 7, 2019, at 2.30 p.m. and at any adjournment thereof in respect of resolutions as indicated below: -

1. Adoption of the Standalone audited financial statements including Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Adoption of the Consolidated audited financial statements including Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Auditors thereon.
3. Declaration of dividend at ₹ 5.00 per equity share for the year ended March 31, 2019.
4. Re-appointment of Ms. Vinita Gupta, as director, who retires by rotation and being eligible, offers herself for re-appointment.
5. Appointment of Ms. Christine Mundkur as an Independent Director.
6. Ratifying the remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year March 31, 2020.
7. Modifying the Lupin Subsidiary Companies Employees Stock Option Plan 2014 by increasing the maximum number of equity shares of the Company to be issued under this Plan.
8. Modifying the Lupin Employees Stock Option Plan 2014 by reducing the maximum number of equity shares of the Company to be issued under this Plan.

Signed this day of 2019

Signature of Member Signature of Proxyholder(s)

Revenue
Stamp
₹ One

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.

The background of the entire page is a photograph of a man in a light blue button-down shirt carrying a young girl on his shoulders. They are both smiling and looking upwards, with their arms raised. The background is a lush green park with many trees and sunlight filtering through the leaves.

BUILDING
A PROMISING FUTURE



Dr. Desh Bandhu Gupta

1938 - 2017

**Founder and Former Chairman
Lupin Limited**