February 22, 2019

BSE Limited
Department of Corporate Services,
P. J. Towers,
Dalal Street,
MUMBAI - 400 001.

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Dear Sirs,

Sub: Postal Ballot Notice and Form.

Pursuant to Regulation 30(2) read with Schedule III Part A Para A(12) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a copy of Notice of Postal Ballot dated February 18, 2019 together with Postal Ballot Form being sent by the Company to Members whose names appear as beneficial owners at the end of business hours on Friday, February 8, 2019, as per lists furnished by Central Depository Services (I) Limited and National Securities Depository Limited in respect of shares held in electronic form and on the Register of Members of the Company as on Friday, February 8, 2019, in respect of shares held in physical form.

The said Notice of Postal Ballot seeks approval of Members vide Special Resolutions for: -

1. the continuation of directorship, effective April 1, 2019, of Mrs. Manju D. Gupta, Chairman, Non-Executive Director, who has attained the age of 75 years;
2. the continuation of non-executive directorship, effective April 1, 2019, of Dr. Vijay Kelkar, Independent Director, who has attained the age of 75 years;
3. the continuation of non-executive directorship, effective April 1, 2019, of Mr. R. A. Shah, Independent Director, who has attained the age of 75 years; and
4. the continuation of non-executive directorship, effective April 1, 2019, of Dr. K. U. Mada, Independent Director, who has attained the age of 75 years;

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For LUPIN LIMITED

ACS11973

R. V. SATAM
COMPANY SECRETARY

LUPIN LIMITED MUMBAI INDIA

Encl.: a/a

LUPIN LIMITED

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

NOTICE

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to the provisions of Sections108 and 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015, that Special Resolutions are proposed to be passed by Postal Ballot for the following matters: -

1. To approve the continuation of directorship, effective April 1, 2019, of Mrs. Manju D. Gupta, *Chairman*, Non-Executive Director, who has attained the age of 75 years;

2. To approve the continuation of non-executive directorship, effective April 1, 2019, of Dr. Vijay Kelkar, *Independent Director*, who has attained the age of 75 years;

3. To approve the continuation of non-executive directorship, effective April 1, 2019, of Mr. R. A. Shah, *Independent Director*, who has attained the age of 75 years; and

4. To approve the continuation of non-executive directorship, effective April 1, 2019, of Dr. K. U. Mada, *Independent Director*, who has attained the age of 75 years.

The proposed Resolutions and Explanatory Statements under Section 102(2) of the Act, stating material facts are enclosed for your consideration.

The Company has appointed Ms. Neena Bhatia, Practising Company Secretary, (Membership No. FCS 9492), as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015, the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means as an alternative, which would enable them to cast their votes electronically, instead of physical mode. In this connection, the Company has entered into an Agreement with Link Intime India Pvt. Ltd**.,** ('Link Intime'), Registrar and Share Transfer Agent of the Company, for facilitating e-voting. You are requested to follow the procedure stated in the attached notes and instructions on the Postal Ballot Form/Email forwarded to you for casting your votes.

This Notice is being sent to all the Members whose names appear in the Register of Members/Records of the Depositories as at the close of business hours on Friday, February 8, 2019.

Those Members who have registered their e-mail IDs with the Depositories/Company, shall receive this Notice along with Explanatory Statement through e-mail. Notice can also be downloaded from the websites, www.linkintime.co.in or www.lupin.com or obtained from the Investors' Services Department of the Company.

Also enclosed, along with this Notice, is a physical Postal Ballot Form, for those Members who have not registered their e-mail IDs with the Depositories/Company. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so that it reaches the Scrutiniser on or before the close of working hours (5.30 p.m.) on Wednesday, March 27, 2019.

The Scrutiniser will submit her Report after completion of scrutiny and the result of the voting by Postal Ballot shall be announced on Friday, March 29, 2019, at the Registered Office of the Company and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Results along with the Scrutiniser's Report shall also be displayed on the websites of the Company and 'Link Intime'.

By Order of the Board of Directors

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

Mumbai, February 18, 2019

LUPIN

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 6270
Toll Free No.: 1800 1020 878
E-mail: rnt.helpdesk@linkintime.co.in

PROPOSED RESOLUTIONS

1. To consider and if thought fit, to pass the following Resolution as a Special Resolution: -

"RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of directorship, effective April 1, 2019, of Mrs. Manju D. Gupta, Chairman, Non-Executive Director, who has attained the age of 75 years, on the existing terms and conditions of her appointment.

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, proper and expedient to give effect to this Resolution."

2. To consider and if thought fit, to pass the following Resolution as a Special Resolution: -

"RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of non-executive directorship, effective April 1, 2019, of Dr. Vijay Kelkar, Independent Director, who has attained the age of 75 years, on the existing terms and conditions of his appointment.

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, proper and expedient to give effect to this Resolution."

3. To consider and if thought fit, to pass the following Resolution as a Special Resolution: -

"RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of non-executive directorship, effective April 1, 2019, of Mr. R. A. Shah, Independent Director, who has attained the age of 75 years, on the existing terms and conditions of his appointment.

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, proper and expedient to give effect to this Resolution."

4. To consider and if thought fit, to pass the following Resolution as a Special Resolution: -

"RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of non-executive directorship, effective April 1, 2019, of Dr. K. U. Mada, Independent Director, who has attained the age of 75 years, on the existing terms and conditions of his appointment.

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, proper and expedient to give effect to this Resolution."

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

Item No. 1

Late Dr. Desh Bandhu Gupta started Lupin 50 years ago with the seed capital that came from Mrs. Manju D. Gupta, one of the promoters of the Company.

At the 33rd Annual General Meeting ('AGM') held on July 23, 2015, Mrs. Manju D. Gupta, 75, was appointed as an Executive Director for a period of five years effective January 1, 2016. She resigned from the Executive role in the Company effective August 11, 2017.Thereafter, she was appointed as Non-Executive Chairman of the Company for a period of two years effective August 11, 2017. Mrs. Gupta shall not be liable to retire by rotation.

Mrs. Manju D. Gupta is a Bachelor of Arts. She has intimate knowledge of the working of the Company and has been a Member of the Board since inception and has been a pillar of strength and inspiration for the Company for nearly four decades. Mrs. Gupta is the Chairman of the Corporate Social Responsibility (CSR) Committee which monitors the implementation of the CSR policy and recommends and approves the amount of expenditure incurred by the Company on CSR activities. Mrs. Gupta chairs the Share Transfer Committee constituted pursuant to Regulation 40(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which deals with transfer of shares held in physical form. She also chairs the Share Allotment Committee constituted by the Board for approving allotment of shares to employees of the Company and those of its subsidiaries upon exercise of stock options granted to them under various Stock Option Plans formulated by the Company. Her wide business experience, expertise, moderating influence and quiet demeanor has been an asset to the Company. Mrs. Gupta has been the sounding board for all key decisions made at Lupin. She has made significant contribution in building the Company as one of the top corporates in India.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years.

At its meeting held on February 6, 2019, the Board of Directors approved the continuation of the appointment of Mrs. Manju D. Gupta, as Non-Executive Director of the Company, effective April 1, 2019, on the existing terms and conditions of her appointment.

Considering the rich experience of Mrs. Manju D. Gupta, it would be in the best interest of the Company, to continue to avail of her expertise by continuing her as Non-Executive Director, effective April 1, 2019.

Mrs. Manju D. Gupta holds 3,871,162 fully paid-up equity shares of the face value of ₹ 2/- each in the Company.

Mrs. Manju D. Gupta and Ms. Vinita 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.

This matter need not be compulsorily transacted by Postal Ballot, however, for the sake of urgency, your approval is sought by Postal Ballot in compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder.

The Board recommends passing of the said Resolution.

Item No. 2

Dr. Vijay Kelkar, 76, was appointed as an Independent Director, for a second term, pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, ('Act'), vide a Special Resolution passed at the 33rd Annual General Meeting ('AGM') held on July 23, 2015. Dr. Kelkar shall hold office till the conclusion of the 38th AGM scheduled in July/August 2020.

LUPIN

Dr. Vijay Kelkar was awarded 'Padma Vibhushan', the second highest Civilian Award for distinguished and exceptional service to the nation. Dr. Kelkar is a Ph.D. in Development Economics from the University of California at Berkeley, M.S. from the University of Minnesota and B.S. from Pune University. He is currently, Chairman of India Development Foundation as also the National Institute of Public Finance and Policy. Earlier, Dr. Kelkar was Non-Executive Chairman of the National Stock Exchange of India Limited, prior to which, he was Finance Secretary to the Government of India. He held senior positions in the Government of India including the most recent position as Chairman of the Finance Commission; Advisor to Minister of Finance; Secretary of Ministry of Petroleum & Natural Gas and Chairman of the Tariff Commission. Dr. Kelkar was Chairman/Member of several high-powered committees, councils, task forces, working groups, set up by different ministries and departments of the Government of India. Dr. Kelkar has also served in several key posts in international organisations such as Director and Coordinator of International Trade Division, UNCTAD, Switzerland and Executive Director for India, Sri Lanka, Bangladesh and Bhutan at the International Monetary Fund, USA. Dr. Kelkar has delivered lectures at the Universities of California, Pennsylvania, Vanderbilt, Harvard and Cornell in the US and was visiting Professor at the South Asia Institute, Heidelberg University, West Germany and Center for Economic Development and Administration, Government of Nepal. He was a senior faculty member of the Administrative Staff College of India, Hyderabad, and Instructor - Micro economics, University of California, U.S.A. Dr. Kelkar has authored many books, publications and journals on micro and macro economics, reforms of union public sector, emerging challenges and on trade policies. He also serves on several Boards.

Dr. Vijay Kelkar is Chairman of the Stakeholders' Relationship Committee and Member of the Corporate Social Responsibility Committee of the Company.

Dr. Vijay Kelkar also holds directorship and membership of Committees of the Board of the following listed entity: -

Name of the Company	**Membership of Committees**
J. M. Financial Limited, *Independent Director*	*Member of Audit Committee;* *Chairman of Nomination & Remuneration Committee; and* *Chairman of Stakeholders' Relationship Committee.*

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years.

At its meeting held on February 6, 2019, the Board of Directors approved the continuation of the appointment of Dr. Vijay Kelkar, Independent Director, as Non-Executive Director of the Company, effective April 1, 2019, on the existing terms and conditions of his appointment.

Considering the rich experience of Dr. Vijay Kelkar, it would be in the best interest of the Company, to continue to avail of his expertise by continuing him as Non-Executive Director, effective April 1, 2019.

Dr. Vijay Kelkar does not hold any shares in the Company.

Dr. Vijay Kelkar is 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.

This matter need not be compulsorily transacted by Postal Ballot, however, for the sake of urgency, your approval is sought by Postal Ballot in compliance with the provisions of Section 110 of the Act and Rules made thereunder.

The Board recommends passing of the said Resolution.

Item No. 3

Mr. R. A. Shah, 87, was appointed as an Independent Director, for a second term, pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, ('Act'), vide a Special Resolution passed at the 33rd Annual General Meeting ('AGM') held on July 23, 2015. Mr. Shah shall hold office till the conclusion of the 38th AGM scheduled in July/August 2020.

Mr. R. A. Shah is an eminent Solicitor and senior partner of M/s. Crawford Bayley & Company, a leading firm of Solicitors and Advocates in Mumbai. He specializes in a broad spectrum of Corporate Laws in general, with special focus on foreign investments, joint ventures, technology and license agreements, intellectual property rights, mergers and acquisitions, competition law and insider trading regulations. Mr. Shah is a member of the Managing Committee of Bombay Chamber of Commerce and Indo German Chamber of Commerce.

Mr. R. A. Shah is Member of the Nomination & Remuneration Committee of the Company.

Mr. R. A. Shah also holds directorships and memberships of Committees of the Boards of the following listed entities: -

Names of the Company	Membership of Committees
Pfizer Ltd., *Independent Director* Procter & Gamble Hygiene and Healthcare Ltd., *Independent Director* Colgate Palmolive India Ltd., *Independent Director* Abbott India Ltd., *Independent Director* The Bombay Dyeing & Mfg. Co. Ltd., *Independent Director* BASF India Ltd., *Independent Director* Godfrey Phillips India Ltd., *Non-Independent Director* Atul Ltd., *Non-Independent Director*	Pfizer Ltd., *Chairman of Audit Committee and Member of Nomination & Remuneration Committee;* Procter & Gamble Hygiene and Healthcare Ltd., *Chairman of Audit Committee and Member of Nomination & Remuneration Committee;* Colgate Palmolive India Ltd., *Chairman of Audit Committee and Nomination & Remuneration Committee;* Abbott India Ltd., *Chairman of Audit Committee and Nomination & Remuneration Committee and Member of Stakeholders Relationship Committee;* The Bombay Dyeing & Mfg. Co. Ltd., *Member of Audit Committee and Nomination & Remuneration Committee;* BASF India Ltd., *Member of Audit Committee and Nomination & Remuneration Committee;* Godfrey Phillips India Ltd., *Member of Audit Committee and Nomination & Remuneration Committee and Chairman of Corporate Social Responsibility Committee;* Atul Ltd., *Member of Nomination & Remuneration Committee.*

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years.

At its meeting held on February 6, 2019, the Board of Directors approved the continuation of the appointment of Mr. R. A. Shah, Independent Director, as Non-Executive Director, of the Company, effective April 1, 2019, on the existing terms and conditions of his appointment.

Considering the varied experience of Mr. R. A. Shah, it would be in the best interest of the Company, to continue to avail of his expertise by continuing him as Non-Executive Director, effective April 1, 2019.

Mr. R. A. Shah holds 32,000 fully paid-up equity shares of the face value of ₹ 2/- each in the Company.

Mr. R. A. Shah is 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.

This matter need not be compulsorily transacted by Postal Ballot, however, for the sake of urgency, your approval is sought by Postal Ballot in compliance with the provisions of Section 110 of the Act and Rules made thereunder.

The Board recommends passing of the said Resolution.

Item No. 4

Dr. K. U. Mada, 85, was appointed as an Independent Director, for a second term, pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, ('Act'), vide a Special Resolution passed at the 33rd Annual General Meeting ('AGM') held on July 23, 2015. Dr. Mada shall hold office till the conclusion of the 38th AGM scheduled in July/August 2020.

Dr. K. U. Mada is an eminent economist and was a development banker. He holds a Ph.D. (Economics) degree from the University of Mumbai and a certificate in financial management from the Jamnalal Bajaj Institute, Mumbai. He was a Professor of Economics at Jai Hind College, Mumbai. Thereafter, he worked for the Reserve Bank of India and Industrial Development Bank of India (IDBI) and held senior positions, including as Executive Director, IDBI and chief of a bank. Dr. Mada was Chairman/Member of several committees constituted by IDBI / other financial institutions and the Government of India. He represented IDBI as Speaker/participant at several national and international conferences/seminars on economic, corporate and institutional affairs. He was a visiting faculty at management institutes. He brought out books and published articles in well-known journals. Dr. Mada has served on the boards of corporate entities and all-India financial institutions, including the Management Development Institute, Gurgaon.

LUPIN

Dr. K. U. Mada is Chairman of the Audit Committee and Nomination & Remuneration Committee and Member of Stakeholders' Relationship Committee of the Company.

Dr. K. U. Mada is also an Independent Director of Tamilnadu Petroproducts Limited, a Listed Company and Member of it's Audit Committee.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years.

At its meeting held on February 6, 2019, the Board of Directors approved the continuation of the appointment of Dr. K. U. Mada, Independent Director, as Non-Executive Director of the Company, effective April 1, 2019, on the existing terms and conditions of his appointment.

Considering the wide experience of Dr. K. U. Mada, it would be in the best interest of the Company, to continue to avail of his expertise by continuing him as Non-Executive Director, effective April 1, 2019.

Dr. K. U. Mada holds 4,000 fully paid-up equity shares of the face value of ₹ 2/- each in the Company.

Dr. K. U. Mada is 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.

This matter need not be compulsorily transacted by Postal Ballot, however, for the sake of urgency, your approval is sought by Postal Ballot in compliance with the provisions of Section 110 of the Act and Rules made thereunder.

The Board recommends passing of the said Resolution.

By Order of the Board of Directors

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

Mumbai, February 18, 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 6270
Toll Free No.: 1800 1020 878
E-mail: rnt.helpdesk@linkintime.co.in

LUPIN LIMITED

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

POSTAL BALLOT FORM

(To be returned to Scrutiniser appointed by the Company)

Sr.No.:

1. Name and Registered address of the Sole/ first named member/ beneficial owner :
2. Name(s) of Joint holder(s), if any :
3. Registered Folio No./ DP and Client ID No. :
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated February 18, 2019 by conveying my/our assent or dissent to the said Resolutions by placing the (√) mark at the appropriate box below.

Item No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for approving the continuation of directorship, effective April 1, 2019, of Mrs. Manju D. Gupta, Chairman, Non-Executive Director, who has attained the age of 75 years.			
2.	Special Resolution for approving the continuation of non-executive directorship, effective April 1, 2019, of Dr. Vijay Kelkar, Independent Director, who has attained the age of 75 years.			
3.	Special Resolution for approving the continuation of non-executive directorship, effective April 1, 2019, of Mr. R. A. Shah, Independent Director, who has attained the age of 75 years.			
4.	Special Resolution for approving the continuation of non-executive directorship, effective April 1, 2019, of Dr. K. U. Mada, Independent Director, who has attained the age of 75 years.			

Place:
Date:

_____
Signature of the Member/Beneficial Owner

Electronic Voting Particulars

EVENT No.	User ID	PAN / Sequence Number
190016		

NOTE: KINDLY READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF

(P.T.O.)

GENERAL INSTRUCTIONS

A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach the Scrutiniser, in the enclosed self-addressed business reply envelope. Postage will be borne by the Company. Envelope(s) containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.

1. Ms. Neena Bhatia, Practicing Company Secretary (Membership No.9492) has been appointed as the Scrutiniser to scrutinise the postal ballot and ensure that the e-voting process is conducted in a fair and transparent manner.

2. The self-addressed business reply envelope bears the name and postal address of the Scrutiniser appointed by the Board.

3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.

4. Duly completed Postal Ballot Form should reach the Scrutiniser not later than close of working hours i.e. 5.30 p.m. on **Wednesday, March 27, 2019**. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.

5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).

6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.

7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutiniser not later than the last date of receipt of Postal Ballot Form, i.e. 5.30 p.m. on **Wednesday, March 27, 2019.**

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. **Friday, February 8, 2019.**

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed business reply envelope, as all such envelopes will be sent to the Scrutiniser and any extra paper found in such envelope would be destroyed by the Scrutiniser.

10. The Scrutiniser's decision on the validity of a Postal Ballot will be final and binding.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

The results of the Postal Ballot will be announced on **Friday, March 29, 2019** and shall be communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Company's shares are listed. Results shall also be displayed on the websites of the Company at https://www.lupin.com and Link Intime India Pvt. Ltd. (LIIPL) at https://instavote.linkintime.co.in

The Company is pleased to offer e-voting facility as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. A note on instructions for casting vote electronically is enclosed. E-voting is optional.

The above details and a note containing instructions for e-voting on the LIIPL platform, form an integral part of the attached Notice dated February 18, 2019.

By Order of the Board of Directors

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

Mumbai, February 18, 2019

Link Intime India Pvt.Ltd
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
CIN: U67190MH1999PTC118368
Email : enotices@linkintime.co.in Website: www.linkintime.co.in Tel: 022 49186000

Unit: Lupin Limited **Event number : 190016**

Instructions for casting vote electronically on the e-voting platform of Link Intime India Private Limited (LIIPL) – InstaVote.

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

Those who are first time user of LIIPL e-voting platform or holding shares in physical mode has to mandatorily generate their own Password, as under:

➢ Click on **"Sign Up"**under **'SHARE HOLDER' tab** and register with your following details:

A. **User Id** : Printed on the e-mail / postal ballot form sent to you
B. **PAN** : Enter your 10 digit Permanent Account Number (PAN) (Members who have not updated their PAN with Depository Participant (DP)/ Company shall use the sequence number which is provided to them in the e-mail /postal ballot form).
C. **DOB/DOI** : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with Your DP / Company - in DD/MM/YYYY format)
D. **Bank Account Number:** Enter your Bank Account number (as recorded with your DP/Company)

- Members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Members holding shares in **NSDL demat account shall provide 'D', above**
- Members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in the 'D' above

➢ Set the password of your choice (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

➢ Click **"confirm"**.(Your password is now generated)

2. Click on **'Login'** under **'SHARE HOLDER' tab**
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon for **'Lupin Limited / Event number 190016'**
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link)
7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

(Once you confirm your vote on the resolution, you will not be allowed to modify or change it subsequently).

If you have forgotten the password

Click on **'Login'** under**' SHARE HOLDER'** tab and further Click **'forgot password'**

Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.

- In case shareholder is having valid email address, Password will be sent to his/her registered e-mail address.
- Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account number etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

General instructions / guidelines

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of times till they have voted on the Resolution(s).

- Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.

In case the Members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on:- Tel : 022 - 49186000.

Regards,

e-Voting Support Desk
Link Intime India Pvt. Ltd.