July 24, 2015

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: Proceedings at the 33rd Annual General Meeting pursuant to Clause 31(d) of the Listing Agreement

Pursuant to Clause 31(d) of the Listing Agreement, we wish to state that the following Resolutions were passed by the Members by remote e-voting and poll at the Thirty-Third Annual General Meeting of the Company held on Thursday, July 23, 2015 at 2.30 p.m. at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050: -

ORDINARY BUSINESS

1. Approving and adopting the Standalone audited financial statements including Balance Sheet as at March 31, 2015, 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. Approving and adopting the Consolidated audited financial statements including Balance Sheet as at March 31, 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Auditors thereon.
3. Declaring dividend at ₹ 7.50 per equity share for the year ended March 31, 2015.
4. Appointing Ms. Vinita Gupta, as a Director of the Company.
5. Ratifying the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Regn. No.117366W/W-100018), as statutory auditors of the Company to hold office from the conclusion of Thirty-Third Annual General Meeting till the conclusion of the Thirty-Fourth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. Re-appointing Dr. Desh Bandhu Gupta as Executive Chairman of the Company, for a period of five years w.e.f. January 1, 2016 and the payment of remuneration. **(Special Resolution)**
7. Re-appointing Dr. Kamal K. Sharma as Vice Chairman of the Company, for a period of two years w.e.f. September 29, 2015 and the payment of remuneration. **(Ordinary Resolution)**
8. Re-appointing Mrs. M. D. Gupta as Executive Director of the Company, for a period of five years w.e.f. January 1, 2016 and the payment of remuneration. **(Special Resolution)**

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9. Appointing Dr. Vijay Kelkar as Independent Director of the Company for a term of five years from the conclusion of the Thirty-Third Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting. **(Special Resolution)**
10. Appointing Mr. R. A. Shah as Independent Director of the Company for a term of five years from the conclusion of the Thirty-Third Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting. **(Special Resolution)**
11. Appointing Mr. Richard Zahn as Independent Director of the Company for a term of five years from the conclusion of the Thirty-Third Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting. **(Special Resolution)**
12. Appointing Dr. K. U. Mada as Independent Director of the Company for a term of five years from the conclusion of the Thirty-Third Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting. **(Special Resolution)**
13. Appointing Mr. Dileep Choksi as Independent Director of the Company for a term of five years from the conclusion of the Thirty-Third Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting. **(Special Resolution)**
14. Payment of commission to the Non-Executive Directors of the Company for a period of five years commencing April 1, 2015. **(Ordinary Resolution)**
15. Ratifying the remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year ending March 31, 2015 **(Ordinary Resolution)**
16. To authorize the Board of Directors of the Company to raise funds for an amount not exceeding ₹ 75000 million through issue of Securities on private placement. **(Special Resolution)** and
17. Increasing the Authorised Share Capital of the Company from ₹ 1000 million to ₹ 2000 million. **(Ordinary Resolution)**

Kindly confirm having noted the above.

Thanking you,

Yours faithfully,
For **LUPIN LIMITED**

ACS 11973

LUPIN LIMITED MUMBAI INDIA

R. V. SATAM
COMPANY SECRETARY & COMPLIANCE OFFICER