

Share Capital

During the year, the paid-up equity share capital of your Company rose by ₹2.2 million consequent to the allotment of 1,112,531 equity shares of ₹2/- each to eligible employees on exercise of stock options under the 'Lupin Employees Stock Option Plan 2003', 'Lupin Employees Stock Option Plan 2005', 'Lupin Subsidiary Companies Employees Stock Option Plan 2005', 'Lupin Employees Stock Option Plan 2011' and 'Lupin Subsidiary Companies Employees Stock Option Plan 2011'.

Credit Rating

ICRA Limited (ICRA) had assigned the rating "ICRA A1+" (pronounced 'ICRA A one Plus') for the Company's short-term credit facilities of ₹13100 million and "ICRA AA+" (pronounced 'ICRA double A Plus') for long-term credit facilities of ₹1900 million. During the year, ICRA upgraded the rating of long-term credit facilities from "ICRA AA+" to "ICRA AAA" (pronounced 'ICRA triple A'), indicating the highest degree of safety regarding timely servicing of financial obligations. The outlook on the long-term rating is 'Stable'. ICRA affirmed the rating of "ICRA A1+" for short-term credit facilities which is the highest rating.

ICRA had assigned the rating "ICRA AA+" to the Company's Non-Convertible Debenture programme of ₹1000 million. ICRA also upgraded the same from 'ICRA AA+' to 'ICRA AAA', indicating the highest degree of safety regarding timely servicing of financial obligations. The outlook on the rating is 'Stable'.

Acquisitions

In its strategy to pursue inorganic growth for further accelerating its progress and expanding its presence in select geographies, the following acquisitions were made: -

Lupin acquired the entire shareholding of Laboratorios Grin, S.A. de C.V., Mexico, ('Lab Grin'), a 60-year old company specializing in ophthalmics. Lab Grin was ranked 4th in the ophthalmics segment in the Mexican market, commanding 11% market share with a CAGR of 10%. It has superior brand recognition, an outstanding reputation with the medical community, a state-of-the-art manufacturing facility, highly regarded management team and attractive profit margins. The acquisition would add value in the ophthalmic pharmaceutical and ophthalmic vision care segments.

The Company held 60% stake in Pharma Dynamics (Proprietary) Ltd., South Africa (Pharma Dynamics), a subsidiary of the

Company. The balance 40% was held by the 'Anley Group' which had a 'Put Option' to sell its stake to the Company. The minority shareholders exercised their 'Put Option' and accordingly, Pharma Dynamics has become a wholly-owned subsidiary of the Company as on March 31, 2015. Payment under 'Put Option' is based on the audited financials as on March 31, 2015, reconciliation of the EBIDTA and net cash as also subject to due diligence. This acquisition represents significant foreign investment into South Africa and is a major vote of confidence in the business. It would add additional global muscle to the operations of Pharma Dynamics and support the next phase of growth for the Company.

Subsidiary Companies/Joint Venture

As on March 31, 2015, the Company had 23 subsidiaries and a joint venture.

On April 23, 2014, the Company through its wholly-owned subsidiary entered into a joint venture, YL Biologics Ltd., Japan, with Yoshindo Inc., Japan, for clinical development of Biosimilars. Max Pharma Pty Ltd., Australia, was liquidated on December 17, 2014.

Pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial statements, performance and financial position of each subsidiary and a joint venture is given in Form AOC - 1 as **Annexure 'A'** to this Report.

The Company has framed a policy for determining material subsidiaries, which has been uploaded on the Company's website (web link: http://www.lupin.com/pdf/Policy_for_determining_material_subsiidiaries.pdf).

Management Discussion and Analysis

A detailed Management Discussion and Analysis forms part of this Annual Report.

Corporate Governance

A Report on Corporate Governance forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement is also annexed to this Report.

Business Responsibility Report

In compliance with Clause 55 of the Listing Agreement, the

Business Responsibility Report forms part of this Annual Report.

Corporate Social Responsibility

Long before the Corporate Social Responsibility (CSR) concept formally came into vogue, the Company, through its CSR arm, Lupin Human Welfare and Research Foundation (LHWRF), has been promoting numerous sustainable rural development programmes across chosen geographies with a view to improve the human development indices. LHWRF which was set up in 1988 has collaborated with various institutions, governments, individuals, visionaries and domain experts on multiple projects to ensure growth and progress of the rural poor.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, during the year, the Company ought to have spent ₹396 million on CSR activities. The actual spend was ₹126 million. The Company broadly undertakes the following CSR activities: -

- Rural development activities at various locations (including local areas near the plants of the Company);
- Learn and Earn programme which is aimed at providing opportunity to worthy students who are not financially capable of pursuing their graduation; and
- TB detection.

The Board is committed to help the poorest of the poor and the marginalised sections of the society at large and has plans to increase CSR expenses especially in the areas of TB detection, medical camps, etc. The Company also intends to undertake deeper and sustainable long-term projects such as Hospitals or Universities or similar institutions which shall increase its CSR spend manifold in the coming years.

Details of CSR activities are given in **Annexure 'B'** to this Report. The policy on CSR as approved by the Board has been uploaded on the Company's website www.lupin.com.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 (Act), your Directors confirm: -

- i) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- ii) they had selected such accounting policies and applied

them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year March 31, 2015 and of the profit of your Company for that year;

- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual financial statements have been prepared on a going concern basis;
- v) that they had laid down proper internal financial controls and that the same are adequate and were operating effectively; and
- vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Directors

The Company, led by the Board of Directors and a strong senior management team, is poised to enter higher orbits of growth. In this direction, the Board at its meeting held on May 13, 2015, re-appointed Dr. Desh Bandhu Gupta, Chairman, for a period of five years, effective January 1, 2016, Dr. Kamal K. Sharma, Vice Chairman, for a period of two years, effective September 29, 2015 and Mrs. M. D. Gupta, Executive Director, for a period of five years, effective January 1, 2016, on such terms and conditions as may be finalised and subject to approvals of the Members and such approvals as may be necessary.

Dr. Gupta has displayed leadership of exceptionally high order and provided the Company, the benefit of his insight into the pharmaceutical industry, business acumen and vast experience. Under his stewardship, the Company has grown exponentially and is poised to seek newer heights in the years to come. Dr. Sharma has effectively led the team and as Vice Chairman, is involved in setting vision of the Company, building strategy and mentoring the management team. Mrs. Gupta is one of the promoters of the Company with intimate knowledge of the working of the Company, wide business experience and expertise.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, ('Act') Ms. Vinita Gupta, Director, retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.

Pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Act and Rules made thereunder, Dr. Vijay Kelkar, Mr. R. A. Shah, Mr. Richard Zahn, Dr. K. U. Mada and Mr. Dileep C. Choksi are being appointed as Independent Directors of the Company for a fresh term of five years by passing Special Resolutions. Dr. Kelkar, Mr. Shah, Mr. Zahn, Dr. Mada and Mr. Choksi have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement.

During the year, four Board meetings were held viz. on May 7, 2014, July 30, 2014, October 28, 2014 and February 3, 2015, the details of which are given in the Corporate Governance Report.

Board Evaluation

In compliance with the provisions of Section 134(3)(p) of the Companies Act, 2013, the Board carried out an annual evaluation of its own performance and individual directors. It also evaluated the performance of the Audit, Nomination & Remuneration, Stakeholders Relationship and Corporate Social Responsibility Committees. The evaluation inter alia covered different aspects viz. composition of the Board and its Committees, qualifications, experience, expertise, leadership qualities, attendance at the meetings, contribution, responsibilities shouldered etc. In compliance with Clause 49(1)(D)(2)(i) of the Listing Agreement, the Board monitors and reviews the Board evaluation framework.

Audit Committee

The Audit Committee comprises Dr. K. U. Mada, Chairman and Mr. Dileep C. Choksi, independent directors, and Dr. Kamal K. Sharma, Vice Chairman of the Company. The functions performed by the Audit Committee and the particulars of meetings held and attendance thereat are given in the Corporate Governance Report.

Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy. In compliance with the provisions of Sections 134(3)(e) and 178 of the Companies Act, 2013 and Clauses 49(II)(B) (5) and 49(IV)(B) of the Listing Agreement, the Nomination & Remuneration Committee:

- i) has formulated criteria for determining qualifications, positive attributes and independence of a director;
- ii) identifies persons who are qualified to become directors or may be appointed in Senior Management in accordance

with criteria laid down and recommend to the Board their appointment and removal;

- iii) recommends to the Board, Policy relating to remuneration for directors, KMP and other employees;
- iv) has formulated the evaluation criteria for performance evaluation of independent directors and the Board;
- v) carries out evaluation of every director's performance and the Board; and
- vi) devises a policy on Board diversity.

Related Party Transactions

All related party transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. No related party transaction was in conflict with the interest of the Company. Material related party transactions were entered into by the Company only with its subsidiaries. No materially significant related party transaction was made by the Company with the Key Managerial Personnel. As prescribed by Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of related party transactions are given in Form AOC-2, as **Annexure 'C'** to this Report. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website www.lupin.com and web link for which is http://www.lupin.com/pdf/POLICY-RELATED_PARTY_TRANSACTIONS.pdf.

Risk Management

In terms of Clause 49(VI) of the Listing Agreement, the Board constituted a Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report. Ernst & Young LLP were appointed to assist the Company in implementing the Risk Management framework in a formal manner.

We are pleased to inform you that your Company has been awarded 'Firm of the Year' in the pharmaceutical sector at the India Risk Management awards by ICICI Lombard and CNBC - TV18.

Particulars of loans/guarantees/investments/securities

Pursuant to the provisions of Section 134(3)(g) of the Companies Act, 2013 (Act), particulars of loans/guarantees/investments/securities given under Section 186 of the Act are given in the notes to the Financial Statements forming part of the Annual Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed by Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in **Annexure 'D'** to this Report.

Human Resources

Human Resources are invaluable assets of the Company. In the survey conducted by 'Great Place to Work®' and 'The Economic Times', for four years in a row, your Company has been rated amongst the **TOP TWO 'Best Companies to Work for in the Biotechnology and Pharmaceutical Sector'**. It also achieved the distinction of being included in the list of **India's TOP 50 Best Companies to Work for** across all industries for the last two years. This recognition is a true testimony of superior people practices, pride of the employees as also overall employee orientation. The Company firmly believes that people are its most valued resource and their efficiency plays a key role in achieving set goals and building a competitive work environment. The Company regularly conducts several programmes across various levels which include development programmes and employee-friendly policies, in order to attract, retain and develop best available talents.

Employees Stock Options

Pursuant to the provisions of the Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations, 2014, the details of stock options granted by the Company during the year ended March 31, 2015 are given in **Annexure 'E'** to this Report.

Vigil Mechanism/Whistleblower Policy

In compliance with the provisions of Section 177(9) of the Companies Act 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49(II)(F) of the Listing Agreement, your Company has in place a 'Whistleblower Policy,' which provides an opportunity to the directors and employees to raise concerns about unethical and improper practices or any other wrongful conduct in or in relation to the Company. The details of the Whistleblower Policy are stated in the Corporate Governance Report and the said Policy has been uploaded on the Company's website www.lupin.com.

Particulars of Employees

Particulars of employees required to be furnished pursuant to

the provisions of Section 197 of the Companies Act, 2013 (Act), read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an Annexure to this Report. However, pursuant to the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the Members excluding the aforesaid Annexure. Members, who are interested in the information, may write to the Company Secretary at the registered office of the Company.

The statement of particulars of appointment and remuneration of managerial personnel pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 'F'** to this Report.

Auditors

At the 32nd Annual General Meeting (AGM), the Members appointed Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company, for a period of two years till the conclusion of the 34th AGM, subject to ratification by the Members at the 33rd AGM.

Pursuant to the provisions of Sections 139(1) and 141 of the Companies Act, 2013 (Act), the Company has received a Certificate from Deloitte Haskins & Sells LLP, certifying that if they are appointed as Auditors, their appointment would be as per the conditions prescribed by the said Sections.

Pursuant to the provisions of Section 139 of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, the Members will ratify the appointment of Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company, from the conclusion of the 33rd AGM till the conclusion of the 34th AGM or any adjournment thereof.

Internal Audit

Ernst & Young LLP, Mumbai, are the Internal Auditors of the Company. During the year, the Company appointed KPMG to conduct internal audit of a few of its international subsidiaries.

The Company has also appointed local Chartered Accountants firms as Internal Auditors to conduct audit of Carrying & Forwarding Agents and Central Warehouses.

Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records are required to be audited. Your Directors, on the recommendation of the Audit Committee, appointed Mr. S. D. Shenoy, practising Cost

Accountant (FCMA, Membership No.8318), to audit the cost accounts of the Company for the financial year 2015 -16 on a remuneration of ₹500,000/- plus applicable taxes and out of pocket expenses. In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members. Accordingly, a Resolution seeking ratification by the Members for the remuneration payable to Mr. Shenoy has been included in the Notice convening the 33rd Annual General Meeting.

Pursuant to Rule 5 of the Companies (Cost Audit Report) Rules, 2011, the Cost Audit Report (in XBRL mode) for 'Pharmaceutical Products' and 'Prepared Food Products', for the year ended March 31, 2014, was filed with the Central Government on September 24, 2014, well within the prescribed time.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Ms. Neena Bhatia, Company Secretary in Practice, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is given in **Annexure 'G'** to this Report. There is no qualification in the said Report.

Extract of Annual Return

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013, extract of the Annual Return in Form MGT-9 is given in **Annexure 'H'** to this Report.

Acknowledgements

Your Directors commend all employees of the Company for their hard work, continued dedication, commitment and significant contributions. Your Directors also wish to express their gratitude to the Central and State governments, members, analysts, banks, financial institutions, business associates, customers, medical professionals, distributors and suppliers, for their continued and whole-hearted support.

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman
Mumbai, May 13, 2015

ANNEXURE 'A' TO THE DIRECTORS' REPORT

FORM NO. AOC - 1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures [Pursuant to the first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014].

Part 'A' Subsidiaries

		(₹ in million)																						
Name of the Subsidiary	Lupin Pharmaceuticals Inc., U.S.A.	Kyowa Pharmaceutical Industry Co., Limited, Japan	Lupin Australia Pty Limited, Australia	Lupin Holdings B.V., Netherlands	Pharma Dynamics (Proprietary) Limited, South Africa	Hormosan Pharma GmbH, Germany	Multicare Pharmaceuticals, Philippines	Lupin Atlanta Holdings SA, Switzerland	Lupin (Europe) Limited, U.K.	Lupin Canada Limited, Canada	Generic Health Pty Limited, Australia	Bellweather Pharma Pty Limited, Australia	Max Pharma Pty Limited, Australia (December 17, 2014)	Lupin Mexico S.A. de C.V., Mexico	Lupin Philippines Inc., Philippines	Lupin Healthcare Limited, India	Generic Health SDN. BHD., Malaysia	Kyowa CritCare Co., Limited, Japan (formerly known as Irom Pharmaceutical Co., Limited, Japan)	Lupin Middle East FZLLC, U.A.E.	Lupin Inc., U.S.A.	Lupin GmbH, Switzerland	Lupin Farmaceutica do Brasil LTDA, Brazil (formerly known as Fama World Importacao E Exportacao De Medicamentos Ltda-EP, Brazil)	Namomi B.V., Netherlands	Laboratorios Grin S.A. de C.V., Mexico (w.e.f. October 1, 2014)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	April 1, 2014 to December 17, 2014	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	September 30, 2014 to March 31, 2015
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	US \$ and Exchange Rate is INR 62.50 for 1 US \$	JPY and Exchange Rate is INR 52.13 for 100 JPY	AU \$ and Exchange Rate is INR 47.54 for 1 AU \$	Euro and Exchange Rate is INR 67.19 for 1 Euro	ZAR and Exchange Rate is INR 5.12 for ZAR 1	Euro and Exchange Rate is INR 67.19 for 1 Euro	PHP and Exchange Rate is INR 1.40 for PHP 1	US \$ and Exchange Rate is INR 62.50 for 1 US \$	GBP and Exchange Rate is INR 92.47 for 1 GBP	CAD and Exchange Rate is INR 49.03 for 1 CAD	AU \$ and Exchange Rate is INR 47.54 for 1 AU \$	AU \$ and Exchange Rate is INR 52.18 for 1 AU \$ as on December 17, 2014	MXN \$ and Exchange Rate is INR 4.10 for 1 MXN \$	PHP and Exchange Rate is INR 1.40 for PHP 1	INR	RM and Exchange Rate is INR 16.88 for RM 1	JPY and Exchange Rate is INR 100 JPY	AED and Exchange Rate is INR 17.02 for AED 1	US \$ and Exchange Rate is INR 62.50 for 1 US \$	US \$ and Exchange Rate is INR 62.50 for 1 US \$	US \$ and Exchange Rate is INR 62.50 for 1 US \$	BRL and Exchange Rate is INR 19.22 for BRL 1	Euro and Exchange Rate is INR 67.19 for 1 Euro	MXN \$ and Exchange Rate is INR 4.10 for 1 MXN \$
Share Capital	624.2	34.9	35.3	6720.3	0.5	8.1	105.5	115.9	20.0	155.5	1344.3	264.5	125.1	52.1	59.9	26.2	3.6	124.3	32.3	3.1	1.3	57.0	1.6	854.2
Reserves and Surplus	548.5	6629.7	(11.9)	3032.0	1330.2	(163.7)	385.8	6159.0	(160.5)	(190.1)	(1218.6)	(272.9)	(125.1)	(41.0)	(14.5)	52.6	(3.1)	1586.5	(24.5)	1743.8	96.3	(711.5)	(190.4)	132.9
Total Assets	24544.8	13815.3	21.9	15905.9	1908.7	715.8	1079.3	12498.2	544.8	46.8	663.9	Nil	Nil	11.2	88.7	78.8	0.5	3283.0	8.6	3611.7	265.5	74.9	110.7	2037.9
Total Liabilities	23372.1	7150.7	0.5	6153.6	578.0	871.4	588.0	6223.3	685.3	81.4	538.2	8.4	Nil	0.1	43.3	0.0	0.0	1572.2	0.8	1864.8	168.9	89.4	299.5	1050.8
Investments (Other than in subsidiaries and jointly controlled entities)	Nil	0.2	Nil	Nil	Nil	0	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.2	Nil	Nil	Nil	Nil	Nil	Nil
Turnover	53647.1	10222.0	Nil	430.8	4218.1	1061.0	1584.3	1998.1	519.3	Nil	1371.5	Nil	Nil	Nil	192.6	Nil	Nil	3100.9	Nil	954.2	456.3	Nil	50.9	984.1
Profit/(Loss) before Taxation	1198.1	1396.4	(4.9)	563.7	1147.6	(236.7)	256.8	(3027.3)	(10.3)	(68.6)	(203.7)	Nil	(5.7)	(12.0)	5.3	0.4	(0.9)	90.1	(11.2)	980.0	9.2	(60.5)	(205.9)	145.6
Provision for taxation	542.4	487.4	Nil	200.0	336.8	Nil	73.9	0.1	2.8	0.9	Nil	Nil	Nil	Nil	1.8	Nil	Nil	37.0	Nil	(184.0)	6.4	Nil	Nil	44.4
Profit/(Loss) after Taxation	655.7	909.0	(4.9)	363.7	810.8	(236.7)	182.9	(3027.4)	(13.1)	(69.5)	(203.7)	Nil	(5.7)	(12.0)	3.5	0.4	(0.9)	53.1	(11.2)	1164.0	2.8	(60.5)	(205.9)	101.2
Proposed Dividend	1235.4	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
% of shareholding	100%	100%	100%	100%	100%	100%	51%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

Notes:

- 1) Lupin Mexico S.A. de C.V., Mexico, Lupin Healthcare Limited, India, Generic Health SDN. BHD., Malaysia, Lupin Middle East FZ-LLC, U.A.E., Lupin Farmaceutica Do Brasil LTDA, Brazil have not yet commenced commercial operations.
- 2) Max Pharma Pty Limited, Australia was liquidated w.e.f. December 17, 2014.
- 3) The shares of Lupin Pharmaceuticals Inc., U.S.A. are held by Lupin Inc., U.S.A. (97 %) and Lupin Limited (3 %).
- 4) The entire shareholding in Lupin Pharma Canada Limited, Canada, Generic Health Pty Limited, Australia, Pharma Dynamics Pty Limited, South Africa, Lupin Mexico S.A. de C.V., Mexico, Kyowa Pharmaceutical Industries Co., Limited, Japan, Hormosan Pharma GmbH, Germany, Generic Health SDN. BHD., Malaysia, Lupin Farmaceutica do Brasil LTDA, Brazil (formerly known as Farma World Importacao E Exportacao De Medicamentos Ltda- EPP, Brazil) and Lupin Philippines Inc., Philippines are held by Lupin Holdings B.V., Netherlands, the wholly-owned subsidiary of the Company.
- 5) Lupin Holdings B.V., Netherlands, the wholly-owned subsidiary of the Company holds 51% shares of Multicare Pharmaceutical Philippines Inc., Philippines.
- 6) The shares of Bellwether Pharma Pty Limited, Australia are held by Generic Health Pty Limited, Australia, a wholly-owned subsidiary of the Company.
- 7) The shares of Kyowa Criticare Co., Limited, Japan (formerly known as I'rom Pharmaceutical Co., Limited) are held by Kyowa Pharmaceutical Industries Co., Limited, Japan, a wholly-owned subsidiary of the Company.
- 8) The entire shareholdings in Lupin Inc., U.S.A., Lupin GmbH, Switzerland, Nanomi B.V., Netherlands and Laboratorios Grin S.A. de C.V., Mexico are held by Lupin Atlantis Holdings SA, Switzerland, the wholly-owned subsidiary of the Company.

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman

Ramesh Swaminathan
Chief Financial Officer

R. V. Satam
Company Secretary

Mumbai, May 13, 2015

Part 'B' Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to associate companies and joint ventures.

(₹ in million)	
Name of the Joint Venture	YL Biologics Limited, Japan
1) Latest Audited Balance Sheet Date	March 31, 2015
2) Shares of the Joint Venture held by the Company on the year end * (Refer note below)	
Number	450 Common Shares of JPY Nil
Amount of investment in the Joint Venture	33.0
Extent of Holding %	45%
3) Description of how there is significant influence	N.A.
4) Reason why the joint venture is not consolidated	N.A.
5) Networth attributable to Shareholding as per latest audited Balance Sheet	33.1
6) Profit/Loss for the year (from April 23, 2014 to March 31, 2015)	
(i) Considered in Consolidation (after inter company adjustment)	(93.4)
(ii) Not Considered in Consolidation	12.6

* Note: Shares are held by Lupin Atlantis Holdings SA, Switzerland, a wholly-owned subsidiary of the Company.

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman

Ramesh Swaminathan
Chief Financial Officer

R. V. Satam
Company Secretary

Mumbai, May 13, 2015

ANNEXURE 'B' TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES PURSUANT TO RULE 8 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014.

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programs.

The CSR Policy aims at:

- Building and replicating sustainable, evolving, dynamic models of social, economic, infrastructure and natural resource development models of macro, micro and mini scales in partnership with government bodies and other stakeholders at national, regional, district, block and village level.
- Providing services and solutions to address social issues with highest social priority for the poor, marginalized and under-privileged in line with the business philosophy of providing affordable medicines for most prevalent diseases.
- Planning and executing programmes that would benefit the communities in and around Company's work-sites, factory and plant locations and adopted-areas with low Human Development Indices - scores in order to enhance the quality of life of the community in general and the poor in particular.
- Act as a catalyst, integrating diverse resources through direct intervention and social investment, to address the immediate needs of the poor as also long-term development concerns.
- Respond to natural and anthropogenic disasters,

calamities and provide relief, reconstruction and rehabilitation support.

- Setting up deeper sustainable institutional projects for the long-term welfare of the nation.

Weblink: <http://www.lupin.com/pdf/LupinCSR-Policy.pdf>.

2. The Composition of the CSR Committee:

- i) Dr. Desh Bandhu Gupta - *Chairman*
- ii) Dr. Kamal K. Sharma - *Vice Chairman*
- iii) Mr. Nilesh Gupta - *Managing Director*
- iv) Dr. Vijay Kelkar - *Independent Director*

3. Average net profit of the Company for last three financial years:

The average net profit of the Company for the last three financial years as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 was ₹ 19817 million.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

₹ 396.3 million.

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year:

₹ 396.3 million.

(b) Amount unspent, if any:

₹ 270.5 million.

(c) Manner in which the amount spent during the financial year is detailed below:

(₹ in million)

1.	2.	3.	4.	5.	6.	7.	8.
Sl. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/Programs (1) Local area or other (2) Specify the State and district where projects/ programs were undertaken	Amount outlay (budget) project/ program-wise	Amount spent on the projects/ programs Sub-heads: (1) Direct Expenditure on projects/ programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct/through implementing agency*
1.	Rural Support Programme	Social and Economic Development	Bharatpur, Alwar (Rajasthan), Pune, Sindhudurg (Maharashtra) and Bhopal (Madhya Pradesh)	80.0	83.1	83.1	LHWRF*/MSGDJSN**
2.	Rural Support Programme	Social and Economic Development	Factory locations: Ankleshwar, Dabhasa (Gujarat), Aurangabad, Nagpur, Tarapur (Maharashtra), Mandideep, Indore (Madhya Pradesh) and Goa.	40.0	21.3	21.3	LHWRF
3.	Learn & Earn Programme	Social Development	Aurangabad, Tarapur (Maharashtra), Indore (Madhya Pradesh) and Goa.	11.1	11.1	11.1	LHWRF
4.	Tuberculosis Eradication	Health	Mumbai	2.5	1.8	1.8	LHWRF
5.	Salary and Administrative Expenses	-	-	6.0	6.0	6.0	Direct
6.	Others	-	-	-	2.5	2.5	Direct
Total:				139.6	125.8	125.8	

*LHWRF: Lupin Human Welfare & Research Foundation

**MSGDJSN: Mata Shree Gomati Devi Jan Seva Nidhi

- The actual spend of the Company on CSR was less than 2% of the average net profit for the last three years. The Company has plans to increase the expenses in the coming years especially in the areas of TB detection, medical camps and also sustainable long term projects such as Hospitals and Universities.
- The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman

Nilesh Gupta
Managing Director

Mumbai, May 13, 2015

ANNEXURE 'C' TO THE DIRECTORS' REPORT

FORM NO. AOC - 2

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014].

- No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended March 31, 2015, which were not at arm's length basis.
- Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ in million)	Date(s) of approval by the Audit Committee/ Board	Amount paid as advances
1.	Lupin Pharmaceuticals Inc., U.S.A., (wholly-owned subsidiary)	Sale - Goods	Ongoing	Based on Transfer Pricing Guidelines. ₹44008.6	July 30, 2014 October 28, 2014 February 2, 2015 and May 13, 2015	Nil
2.	Lupin Atlantis Holdings SA, Switzerland (wholly-owned subsidiary)	Sale - Research Services	March 17, 2015	Based on Transfer Pricing Guidelines. ₹1003.2	May 13, 2015	Nil
3.	Lupin Atlantis Holdings SA, Switzerland (wholly-owned subsidiary)	R&D Services provided	Ongoing	Based on Transfer Pricing Guidelines. ₹664.1	July 30, 2014 October 28, 2014 February 2, 2015 and May 13, 2015	Nil
4.	Lupin Pharmaceuticals Inc., U.S.A., (wholly-owned subsidiary)	Services Received	Ongoing	Based on Transfer Pricing Guidelines. ₹1254.2	July 30, 2014 October 28, 2014 February 2, 2015 and May 13, 2015	Nil

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman

Ramesh Swaminathan
Chief Financial Officer

R. V. Satam
Company Secretary

Mumbai, May 13, 2015

ANNEXURE 'D' TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of energy:

- (i) steps taken or impact on conservation of energy;
- a) Installed 3-way modulating auto control valves in AHUs for chilled and hot water applications.
 - b) Replaced DAT blowers with high-efficient root blowers.
 - c) Replaced multiple AHUs with single AHU.
 - d) Installed heat pump in OSD HVAC system.
 - e) Installed variable frequency drives for optimizing pumps head and flow.
 - f) Installed CFL fixtures with electronic ballast.
 - g) Replaced fluorescent tubes with LED ones.
 - h) Shifted chilled water load on screw compressor from reciprocating compressor.
 - i) Installed GPS based digital clocks.
 - j) Reduced consumption in steam ejectors and candle filters cleaning and undertook network survey for detecting leakages.
 - k) Installed capacitors at motor end.
 - l) Installed auto power factor capacitor bank across the load side.
 - m) Installed variable refrigerant volume which lowered energy consumption.
 - n) Installed occupancy and motion sensors in certain operating areas.
 - o) Installed efficient cooling towers.
 - p) Installed lighting voltage transformer for street lighting.
 - q) Replaced re-winded motors with EEF1 high-efficiency ones.
- (ii) steps taken by the Company for utilising alternate sources of energy;
- a) Used solar energy for street lighting.
 - b) Steam boilers running on fossil fuel were replaced with agro waste thereby saving precious fossil fuel.

- (iii) capital investment on energy conservation equipments;
- a) Falling Film EVAPSS316SH/TI-TUBE ₹ 3.9 million.
 - b) Forced CIR EVAP SS316-SH/TI-TUBE ₹ 3.2 million.
 - c) Falling Film EVAPSS316SH/TI-TUBE ₹ 2.6 million.
 - d) KRIS CR5W 1400 2HP ₹ 2.0 million.
 - e) Variable Speed Drive 40 OHP ₹ 0.2 million.
 - f) Variable Speed Drive 75 OHP ₹ 0.1 million.

(B) Technology absorption:

- (i) efforts made towards technology absorption;
- The Company continues to invest ahead of the curve and FY 2015 was no different. Investments were made not only in Research but also assimilating and absorbing new technologies and systems which have been the key to the Company's ascendancy as a global emerging pharmaceutical powerhouse. The Company operationalized its research facilities for inhalation and complex injectables and added new injectable product designs and development capabilities.
- (ii) benefits derived like product improvement, cost reduction, product development or import substitution;
- The pipeline of highly differentiated and innovative research targets in therapies continued to make rapid progress through various stages ranging from discovery to development. The product pipeline includes blockbuster molecules addressing niche therapeutic indications. Two biosimilar molecules are ready to be launched in India. While two out of four Phase-I studies were successfully completed, three molecules are ready to enter clinical studies. Scale of operations of Biotech manufacturing was augmented to meet global demands. Product development was supported by innovative and proprietary expression systems, innovative process designs and novel formulations. Milestone payments were received for products that are being jointly developed. The Company settled pending litigations and affected

smart settlements. All of this resulted in the Company filing 435 new Patents including 97 new inventions during FY 2015, taking the cumulative total to 2197 Patents. This included 45 Formulation Patents, 58 API Process Patents, 18 Biotech Patents and 314 NCE Patents. The Company further received approval for 12 Formulation Patents, 1 Biotech Patent, 3 NCE Patents and 6 API Process Patents.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):-

(a) details of technology imported;

Technology with an advanced technique for identification of microorganisms used for microbiological investigation purpose, in case of any failure, was imported. It is used for preparation of in-house microorganisms library 'House flora' used for different types of microbiological validation.

(b) the year of import;

FY 2014-15.

(c) whether the technology been fully absorbed;

Yes.

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons therefor.

N.A.

(iv) expenditure incurred on Research & Development;

(₹ in million)

a.	Capital	₹ 974.1
b.	Recurring (excluding depreciation of ₹ 776.5)	₹ 10211.3
	Total:	₹ 11185.4

(C) Foreign Exchange Earnings and Outgo:

Foreign exchange earned in terms of actual inflows and foreign exchange outgo in terms of actual outflows during the year.

(₹ in million)

Foreign Exchange earned in terms of actual Inflows	₹ 62556.2
Foreign Exchange outgo in terms of actual Outflows	₹ 16163.0

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman

Mumbai, May 13, 2015

ANNEXURE 'E' TO THE DIRECTORS' REPORT

DETAILS OF STOCK OPTIONS AS ON MARCH 31, 2015

The disclosure envisaged under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the particulars of options on March 31, 2015 were as under: -

No.	Description	Details	
a)	Options granted during the year	Plan	No. of options
		ESOP 2003	161000
		ESOP 2005	40500
		SESOP 2011	449210
		ESOP 2011	669250
		ESOP 2014	260022
		Total:	1579982
b)	The pricing formula	<ul style="list-style-type: none"> • Exercise price for 1269960 options is the market price of the share, as defined under the SEBI Regulations. • Exercise price for 260022 options is the face value of the equity shares of the Company. • Exercise price for 50000 options is 50% of the market price of the share, as defined under the SEBI Regulations. 	
		Plan	No. of options
		ESOP 2003	186750
		ESOP 2005	53125
c)	Options vested during the year	SESOP 2005	33850
		SESOP 2011	98124
		ESOP 2011	722538
		Total:	1094387
		Plan	No. of options
		ESOP 2003	343389
		ESOP 2005	82975
d)	Options exercised during the year	SESOP 2005	130377
		SESOP 2011	17016
		ESOP 2011	538774
		Total:	1112531
		Plan	No. of options
		ESOP 2003	343389
		ESOP 2005	82975
e)	Total number of shares arising as result of exercise of options	SESOP 2005	130377
		SESOP 2011	17016
		ESOP 2011	538774
		Total:	1112531
		Plan	No. of options
		ESOP 2003	343389
		ESOP 2005	82975

f)	Options lapsed during the year	Lapsed on account of resignation of employees:	
		Plan	No. of options
		ESOP 2003	14000
		ESOP 2005	6750
		SESOP 2005	220
		SESOP 2011	61283
		ESOP 2011	159664
		ESOP 2014	5783
Total:	247700		
g)	Variation in terms of options	There has been no variation in terms of the options granted during the year, from those approved by the shareholders.	
h)	Money realised by exercise of options	Plan	Amount (₹)
		ESOP 2003	80284162.03
		ESOP 2005	18261497.50
		SESOP 2005	28400021.91
		SESOP 2011	8888241.55
		ESOP 2011	277125335.95
		Total:	412959258.94
i)	Total no. of options in force	Plan	No. of options
		ESOP 2003	343000
		ESOP 2005	445304
		SESOP 2005	233536
		SESOP 2011	799944
		ESOP 2011	2715051
		ESOP 2014	254239
		Total:	4791074
j)	Employee-wise details of options granted to: -		
	i. Senior Managerial Personnel	No. of options	Plan
	Dr. Kamal K. Sharma	4000	ESOP 2003
		4000	ESOP 2005
	42000	ESOP 2011	
Total:	50000		
ii. Employees to whom options granted amounting to 5% or more, of the total options granted during the year.	Nil		
iii. Employees to whom options equal to or exceeding 1% of the issued capital have been granted during the year.	Nil		
k)	Diluted earnings per share (EPS) pursuant to issue of shares on exercise of options during the year and options outstanding as on 31.03.2015, calculated in accordance with Accounting Standard (AS) 20 'Earnings per share'	Diluted earnings per share as on 31.03.2015 - ₹53.07 Options outstanding as on 31.03.2015 - 4791074 shares	

l)	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Net Income would be lower by - ₹ 444.7 million. Adjusted EPS: Standalone - Basic : ₹ 52.42 - Diluted : ₹ 52.09 Consolidated - Basic : ₹ 52.55 - Diluted : ₹ 52.22
m)	Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	(i) Weighted average exercise price of options granted during the year whose:- a. Exercise price equals market price : ₹ 1177.06 b. Exercise price is greater than market price : N.A. c. Exercise price is less than the market price : ₹ 118.552 (ii) Weighted average fair value of options granted during the year whose:- a. Exercise price equals market price : ₹ 552.93 b. Exercise price is greater than market price : N.A. c. Exercise price is less than the market price : ₹ 1336.15
n)	Description of the method and significant assumptions used during the year to estimate the fair values of the options, including the following weighted average information: <ul style="list-style-type: none"> • Fair value calculated by using Black-Scholes option pricing model. • Stock price: The closing price on NSE as on the date of grant has been considered for valuing the options granted. • Expected Volatility: The historical volatility of the stock till the date of grant has been considered to calculate the fair value of the options. • Risk free interest rate: The risk free interest rate on the date of grant considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero coupon yield curve for Government Securities. • Time to Maturity / Expected Life: Time to Maturity / Expected Life of option is the period for which the Company expects the options to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised. • Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for the four financial years preceding the date of the grant. 	

Variables	Weighted Average Information							
	1	2	3	4	5	6	7	8
Plan	ESOP 2003	ESOP 2003	ESOP 2005	ESOP 2005	SESOP 2011	SESOP 2011	SESOP 2011	SESOP 2011
Grant date	14.08.14	20.11.14	14.08.14	20.11.14	02.04.14	13.05.14	02.07.14	05.08.14
Risk free rate (%)	8.72	8.23	8.72	8.23	9.07	8.84	8.66	8.69
Expected life (years)	6.25	5.50	6.25	5.50	6.25	6.25	6.25	6.25
Volatility (%)	30.32	26.93	30.32	26.93	31.71	31.05	30.59	30.37
Dividend yield (%)	0.70	0.70	0.70	0.70	0.70	0.70	0.70	0.70
Stock price (NSE closing rate) ₹	1183.40	1468.60	1183.40	1468.60	958.80	965.10	1074.20	1176.50
Option Fair Value ₹	550.20	959.54	550.20	959.54	459.62	451.81	502.34	539.60

Variables	Weighted Average Information							
	9	10	11	12	13	14	15	16
Plan	SESOP 2011	SESOP 2011	SESOP 2011	SESOP 2011	ESOP 2011	ESOP 2011	ESOP 2011	ESOP 2011
Grant date	14.08.14	11.11.14	20.11.14	11.02.15	26.05.14	14.08.14	08.10.14	20.11.14
Risk free rate (%)	8.72	8.25	8.23	7.75	8.65	8.72	8.55	8.23
Expected life (years)	6.25	6.25	6.25	6.25	6.25	6.25	6.25	5.50
Volatility (%)	30.32	29.52	29.31	28.56	30.96	30.32	29.95	26.93
Dividend yield (%)	0.70	0.70	0.70	0.70	0.70	0.70	0.70	0.70
Stock price (NSE closing rate) ₹	1183.40	1430.40	1468.60	1590.50	909.40	1183.40	1331.25	1468.60
Option Fair Value ₹	550.20	635.43	657.05	689.93	414.46	550.20	590.70	959.54

Variables	Weighted Average Information	
	17	18
Plan	ESOP 2014	ESOP 2014
Grant date	20.11.14	27.01.15
Risk free rate (%)	8.23	7.75
Expected life (years)	6.25	6.25
Volatility (%)	29.31	28.61
Dividend yield (%)	0.70	0.70
Stock price (NSE closing rate) ₹	1468.60	1524.25
Option Fair Value ₹	1404.39	1457.61

- ESOP 2003 - Lupin Employees Stock Option Plan 2003
ESOP 2005 - Lupin Employees Stock Option Plan 2005
SESOP 2005 - Lupin Subsidiary Companies Employees Stock Option Plan 2005
SESOP 2011 - Lupin Subsidiary Companies Employees Stock Option Plan 2011
ESOP 2011 - Lupin Employees Stock Option Plan 2011
ESOP 2014 - Lupin Employees Stock Option Plan 2014

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman
Mumbai, May 13, 2015

ANNEXURE 'F' TO THE DIRECTORS' REPORT

STATEMENT OF PARTICULARS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Sl. No.	Name of the Director/Key Managerial Personnel and Designation	Remuneration of Director/Key Managerial Personnel for the year ended March 31, 2015 (₹ in million)	% increase in the remuneration in the year ended March 31, 2015	Ratio of the remuneration of each Director to the median remuneration of the employees	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company
1.	Dr. Desh Bandhu Gupta, <i>Chairman</i>	375.77	1%	1168	Consolidated Profit after Tax (PAT) increased by 30.9% during the financial year 2014-15.
2.	Dr. Kamal K. Sharma, <i>Vice Chairman</i>	166.07	23%	516	
3.	Mr. Nilesh Gupta, <i>Managing Director</i>	82.35	36%	256	
4.	Mrs. M. D. Gupta, <i>Executive Director</i>	5.05	-	16	
5.	Dr. Vijay Kelkar, <i>Independent Director</i>	3.64	16%	11	
6.	Mr. R. A. Shah, <i>Independent Director</i>	3.68	17%	11	
7.	Mr. Richard Zahn, <i>Independent Director</i>	2.60	-	8	
8.	Dr. K. U. Mada, <i>Independent Director</i>	3.36	17%	10	
9.	Mr. Dileep C. Choksi, <i>Independent Director</i>	3.18	17%	10	
10.	Mr. Ramesh Swaminathan, <i>Chief Financial Officer</i>	100.21	356%	Not Applicable	
11.	Mr. R. V. Satam, <i>Company Secretary</i>	5.90	166%	Not Applicable	

- i) The median remuneration of employees of the Company during the year ended March 31, 2015 was ₹0.32 million.
- ii) During the year ended March 31, 2015, there was an increase of 3% in the median remuneration of employees.
- iii) As on March 31, 2015, the Company had 14,198 permanent employees.
- iv) Relationship between average increase in the remuneration and performance of the Company: -
PAT for the year ended March 31, 2015 increased by 30.9% and the median remuneration by 3%.
- v) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company: -
While PAT rose by 30.9% from ₹ 18363.7 million in 2013-14 to ₹ 24032.4 million in 2014-15, the total remuneration of Key Managerial Personnel rose by 21.8% from ₹ 603.83 million in 2013-14 to ₹ 735.35 million in 2014-15.
- vi) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
1.	Market Capitalisation	BSE ₹902145.6 million	BSE ₹419634.9 million
		NSE ₹902752.4 million	NSE ₹418401.9 million
2.	Price Earnings Ratio	BSE 37.5	BSE 22.9
		NSE 37.6	NSE 22.8

The Company came with an Initial Public Offer in August 1993 at the price of ₹ 10/- per equity share of ₹ 10/- each. As on March 31, 2015, the closing price of the Company's share of ₹ 2/- each was ₹ 2007.05 on BSE Limited and ₹ 2008.40 on The National Stock Exchange of India Limited.

- vii) During the financial year 2014-15, there was an average 12.15% increase in the salaries of employees other than the key managerial personnel. Remuneration of the key managerial personnel rose by 21.8% in line with the volume of the Company's business and profits earned by it and their responsibilities.
- viii) The key parameters for any variable component of remuneration availed by the directors: -
 In terms of his appointment, Dr. Desh Bandhu Gupta, Chairman, is entitled to commission @ 1% of the net profit calculated in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013.
 Similarly, in terms of their appointments, Dr. Kamal K. Sharma, Vice Chairman and Mr. Nilesh Gupta, Managing Director, are eligible to Performance-linked incentives not exceeding 50% of the fixed cost to the Company, as may be determined by the Board including any Committee constituted by the Board.
- ix) During the year ended, March 31, 2015, there was no employee, who is not a director of the Company and received remuneration in excess of the highest paid director of the Company.
- x) We affirm that the remuneration paid is as per the Remuneration policy of the Company.

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman
 Mumbai, May 13, 2015

ANNEXURE 'G' TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel Rules), 2014].

To,
The Members,
Lupin Limited

I have conducted the Secretarial Audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by Lupin Limited (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes book, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and
 - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

To the best of my understanding, I am of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. Trademark Act, 1999;
- b. Patents Act, 1970;
- c. Drugs and Cosmetics Act, 1940 and Drugs and Cosmetics Rules 1945;
- d. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
- e. Drugs (Prices Control) Order, 2013;
- f. Narcotics Drugs and Psychotropic Substances Act, 1985;
- g. Factories Act, 1948;
- h. Indian Boilers Act, 1923;
- i. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- j. Information Technology Act, 2000; and
- k. Standards of Weights and Measures Act, 1976.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with my letter of even date which is annexed as Annexure - I and forms integral part of this report.

Ms. Neena Bhatia

ACS No: 11950

CP. No.: 2661

Place: Mumbai

Date: May 13, 2015

ANNEXURE 'G'-1

(TO THE SECRETARIAL AUDIT REPORT OF LUPIN LIMITED FOR YEAR ENDED MARCH 31, 2015).

To,
The Members,
Lupin Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Ms. Neena Bhatia
ACS No: 11950
CP. No.: 2661

Place: Mumbai
Date: May 13, 2015

ANNEXURE 'H' TO THE DIRECTORS' REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN
as on the year ended March 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014].

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identity Number (CIN)	:	L24100MH1983PLC029442
(ii)	Registration Date	:	March 1, 1983
(iii)	Name of the Company	:	LUPIN LIMITED
(iv)	Category/Sub-Category of the Company	:	Company having Share Capital
(v)	Address of the Registered office and contact details	:	159, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098, India Tel. No. + 91 22 6640 2323
(vi)	Whether listed Company	:	Yes
(vii)	Name, address and contact details of Registrar and Transfer Agent, if any	:	The Company has an in-house Investors' Services Department at the Registered Office address. Tel. No. + 91 22 6640 2323 Ext: 2402/2403/2714/2715

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Pharmaceuticals	210	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Lupin Pharmaceuticals Inc., HarborPlace Tower, 111 South Calvert Street, 21st floor, Baltimore, MD 21202, U.S.A.	N. A.*	Subsidiary	100%	2(87)
2.	Kyowa Pharmaceutical Industry Co., Ltd., Shin - Osaka, MT Building I, Nishinakajima, Yodogawa - ku, Osaka 532-0011, Japan.	N. A.*	Subsidiary	100%	2(87)
3.	Pharma Dynamics (Proprietary) Ltd., 1st Floor, Grapevine House, Steenberg Office Park, Silverwood Close, Westlake, Cape Town, 7945, P.O. Box 30958, South Africa.	N. A.*	Subsidiary	100%	2(87)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
4.	Hormosan Pharma GmbH, Wilhelmshoher Strabe 106 D-60389, Frankfurt, Germany.	N. A.*	Subsidiary	100%	2(87)
5.	Multicare Pharmaceuticals Philippines, Inc., 26th Floor, Rufino Tower 6784 Ayala Avenue, Makati City, 1226 Philippines.	N. A.*	Subsidiary	51%	2(87)
6.	Generic Health Pty Ltd., Level 1, East/1100-1102, Toorak Road, Camberwell, Victoria 3124, Australia.	N. A.*	Subsidiary	100%	2(87)
7.	Kyowa CritiCare Co., Ltd., (formerly, I'rom Pharmaceutical Co., Ltd., 4-8-29, Asahicho, Atsugi-City, Kanagawa 243-0014, Japan.	N. A.*	Subsidiary	100%	2(87)
8.	Lupin Holdings B.V., Naritaweg 165, Telestone 8, 1043 BW Amsterdam, Netherlands.	N. A.*	Subsidiary	100%	2(87)
9.	Lupin Atlantis Holdings SA, Muhlentalstrasse 2, 8200 Schaffhausen, Switzerland.	N. A.*	Subsidiary	100%	2(87)
10.	Lupin (Europe) Ltd., Suite 1, Victoria Court, Bexton Road, Knutsford, Cheshire, WA 16, OPF, UK.	N. A.*	Subsidiary	100%	2(87)
11.	Lupin Australia Pty Ltd., Level 1, East/1100-1102, Toorak Road, Camberwell, Victoria 3124, Australia.	N. A.*	Subsidiary	100%	2(87)
12.	Lupin Pharma Canada Ltd., 40 King Street West, 2100 Scotia Plaza, Toronto, Canada M5H 3C2.	N. A.*	Subsidiary	100%	2(87)
13.	Lupin Mexico S.A. de C.V., Matias Romera No.216, 5 Piso, Oficina 502, Col. Del Valle, Mexico – 03100.	N. A.*	Subsidiary	100%	2(87)
14.	Bellwether Pharma Pty Ltd., Level 1, East/1100-1102, Toorak Road, Camberwell, Victoria 3124, Australia	N. A.*	Subsidiary	100%	2(87)
15.	Max Pharma Pty Ltd., Level 1, East/1100-1102, Toorak Road, Camberwell, Victoria 3124, Australia. (up to December 17, 2014).	N. A.*	Subsidiary	100%	2(87)
16.	Lupin Philippines, Inc., 1135 Chino Roces Avenue, Makati City, 1231, Philippines.	N. A.*	Subsidiary	100%	2(87)

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
17.	Lupin Healthcare Ltd., 159, C.S. T. Road, Kalina, Santacruz (East), Mumbai - 400 098.	U24100MH2011PLC214885	Subsidiary	100%	2(87)
18.	Generic Health SDN. BHD., Upper Penthouse, Wisma RKT, No.2, Jalan Raja Abdulla, Off Jalan Sultan Ismail, 50300 Kuala Lumpur, Malaysia.	N. A.*	Subsidiary	100%	2(87)
19.	Lupin Middle East FZ-LLC, Executive Office No. 109, Floor No. 1, Block No. 03, Dubai International Academic City, P.O. Box - 345029, Dubai, U.A.E.	N. A.*	Subsidiary	100%	2(87)
20.	Lupin Inc., HarborPlace Tower, 111 South Calvert Street, 21st floor, Baltimore, MD 21202, U.S.A.	N. A.*	Subsidiary	100%	2(87)
21.	Lupin GmbH, Muhlentalstrasse 2, 8200 Schaffhausen, Switzerland.	N. A.*	Subsidiary	100%	2(87)
22.	Lupin Farmaceutica do Brasil LTDA, Alameda Tuca, 150, Sala 02, Jar.din Dos IPES - Cotia - SP CEP 06716-190, Brazil.	N. A.*	Subsidiary	100%	2(87)
23.	Nanomi B.V., Zutphenstraat 51, 7575 EJ OLDEN ZAAL, Netherlands.	N. A.*	Subsidiary	100%	2(87)
24.	Laboratorios Grin, S.A. de C.V., Rodriguez Saro numero 630, Colonial del Valle, Delegacion Benito, Juarez, C.P., 03100, en Mexico D.F., Mexico.	N. A.*	Subsidiary	100%	2(87)

*Incorporated outside India.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding:

Category of shareholders	No. of Shares held at the beginning of the year i.e. as on 01.04.2014				No. of Shares held at the end of the year i.e. as on 31.03.2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individuals / HUF	6955570	0	6955570	1.55	6957870	0	6957870	1.55	0.00
(b) Central Government	-	-	-	-	-	-	-	-	-
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	201840570	0	201840570	45.02	201840570	0	201840570	44.90	-0.12
(e) Financials Institutions / Banks	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	208796140	0	208796140	46.57	208798440	0.00	208798440	46.45	-0.12

Category of shareholders	No. of Shares held at the beginning of the year i.e. as on 01.04.2014				No. of Shares held at the end of the year i.e. as on 31.03.2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
(a) NRIs - Individuals	803800	0	803800	0.18	803800	0	803800	0.18	0.00
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	803800	0	803800	0.18	803800	0	803800	0.18	0.00
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	209599940	0	209599940	46.75	209602240	0	209602240	46.63	-0.12
(B) Public shareholding									
(1) Institutions									
(a) Mutual Funds	22366711	34400	22401111	5.00	18741180	30700	18771880	4.18	-0.82
(b) Banks / FI	290278	5100	295378	0.07	169785	5100	174885	0.04	-0.03
(c) Central Government	-	-	-	-	-	-	-	-	-
(d) State Government(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	28029494	100	28029594	6.25	20013806	100	20013906	4.45	-1.80
(g) FIs	142829271	3600	142832871	31.85	155915326	3600	155918926	34.69	2.83
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Any other Foreign Bodies	7079	0	7079	0.00	7079	0	7079	0.00	0.00
Sub Total: (B) (1)	193522833	43200	193566033	43.17	194847176	39500	194886676	43.36	0.19
(2) Non-Institutions									
(a) Bodies Corporate									
i) Indian	6245021	59110	6304131	1.40	5058015	77800	5135815	1.14	-0.26
ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals -									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	19923764	2188399	22112163	4.93	21010609	1932376	22942985	5.10	0.17
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	14199858	0	14199858	3.17	13733880	0	13733880	3.06	-0.11
(c) Others (specify)									
Non-Resident Indians	984901	37600	1022501	0.23	1667237	21600	1688837	0.38	0.15
Foreign Nationals	49454	0	49454	0.01	111846	0	111846	0.02	0.01
Clearing Members	926304	0	926304	0.21	677658	0	677658	0.15	-0.06
Trusts	595420	0	595420	0.13	708398	0	708398	0.16	0.02
Sub Total: (B) (2)	42924722	2285109	45209831	10.08	42967643	2031776	44999419	10.01	-0.07
Total Public Shareholding (B) = (B)(1) + (B)(2)	236447555	2328309	238775864	53.25	237814819	2071276	239886095	53.37	0.12
(C) Shares held by Custodians for GDRs and ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL: (A) + (B) + (C)	446047495	2328309	448375804	100.00	447417059	2071276	449488335	100.00	0.00

ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year i.e. as on 01.04.2014			No. of Shares held at the end of the year i.e. as on 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Zyma Laboratories Ltd.	54960490	12.26	0.00	54960490	12.23	0.00	-0.03
2	Rahas Investments Pvt. Ltd.	45699510	10.19	0.00	45699510	10.17	0.00	-0.03
3	Visiomed Investments Pvt. Ltd.	43514660	9.70	0.00	43514660	9.68	0.00	-0.02
4	Lupin Holdings Pvt. Ltd.	40401000	9.01	0.00	40401000	8.99	0.00	-0.02
5	Lupin Investments Pvt. Ltd.	15401910	3.44	0.00	15401910	3.43	0.00	-0.01
6	Manju D. Gupta	3491820	0.78	0.00	3491820	0.78	0.00	0.00
7	D. B. Gupta	2807910	0.63	0.00	2807910	0.62	0.00	-0.01
8	Lupin International Pvt. Ltd.	1863000	0.42	0.00	1863000	0.41	0.00	0.00
9	Nilesh D. Gupta	625240	0.14	0.00	625240	0.14	0.00	0.00
10	Anuja D. Gupta	622320	0.14	0.00	622320	0.14	0.00	0.00
11	Richa D. Gupta	129880	0.03	0.00	129880	0.03	0.00	0.00
12	Vinita Gupta	51600	0.01	0.00	51600	0.01	0.00	0.00
13	Kavita Gupta	27600	0.01	0.00	27600	0.01	0.00	0.00
14	Veda Nilesh Gupta	2750	0.00	0.00	5050	0.00	0.00	0.00
15	Shefali Nath	250	0.00	0.00	250	0.00	0.00	0.00
	Total:	209599940	46.75	0	209602240	46.63	0	-0.12

iii) Change in Promoters' Shareholding:

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year i.e. as on 01.04.2014			No. of Shares held at the end of the year i.e. as on 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Veda Nilesh Gupta	2750	0.00	0.00	5050	0.00	0.00	0.00
	Total:	2750	0.00	0.00	5050	0.00	0.00	0.00

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	No. of Shares held at the beginning of the year i.e. as on 01.04.2014			Cumulative Shareholding during the year		
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Genesis Indian Investment Company Ltd	At the beginning of the year	-	15603832	3.48	-	-
		31.10.2014	(-)1586053	-	-	14017779	3.12
		07.11.2014	(-)371954	-	-	13645825	3.04
		14.11.2014	(-)821544	-	-	12824281	2.86
		21.11.2014	(-)659669	-	-	12164612	2.71
		20.03.2015	(-)125210	-	-	12039402	2.68
		At the end of the year	-	-	-	12039402	2.68

Sl. No.	Name of the Shareholder			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2.	ICICI Prudential Life Insurance Co. Ltd.	At the beginning of the year	-	9664778	2.16	-	-
		04.04.2014	(+)33079	-	-	9697857	2.16
		11.04.2014	(+)1937	-	-	9699794	2.16
		18.04.2014	(+)7132	-	-	9706926	2.16
		25.04.2014	(+)5282	-	-	9712208	2.17
		02.05.2014	(-)19259	-	-	9692949	2.16
		09.05.2014	(-)113592	-	-	9579357	2.14
		16.05.2014	(-)25673	-	-	9553684	2.13
		23.05.2014	(+)47233	-	-	9600917	2.14
		30.05.2014	(-)63690	-	-	9537227	2.13
		06.06.2014	(-)20247	-	-	9516980	2.12
		13.06.2014	(+)63219	-	-	9580199	2.14
		20.06.2014	(+)28803	-	-	9609002	2.14
		30.06.2014	(+)362	-	-	9609364	2.14
		04.07.2014	(+)53556	-	-	9662920	2.15
		11.07.2014	(+)35494	-	-	9698414	2.16
		22.07.2014	(+)227590	-	-	9926004	2.21
		01.08.2014	(-)55843	-	-	9870161	2.20
		08.08.2014	(+)33203	-	-	9903364	2.21
		15.08.2014	(+)9354	-	-	9912718	2.21
		22.08.2014	(+)24212	-	-	9936930	2.22
		29.08.2014	(-)297594	-	-	9639336	2.15
		05.09.2014	(-)98256	-	-	9541080	2.13
		12.09.2014	(-)1020	-	-	9540060	2.13
		19.09.2014	(-)59585	-	-	9480475	2.11
		30.09.2014	(+)12993	-	-	9493468	2.11
		03.10.2014	(-)1042	-	-	9492426	2.11
		10.10.2014	(-)284270	-	-	9208156	2.05
		17.10.2014	(-)700608	-	-	8507548	1.89
		24.10.2014	(-)30144	-	-	8477404	1.89
		31.10.2014	(-)330942	-	-	8146462	1.81
		07.11.2014	(-)1289	-	-	8145173	1.81
		14.11.2014	(-)222159	-	-	7923014	1.76
		21.11.2014	(-)78967	-	-	7844047	1.75
		28.11.2014	(-)18514	-	-	7825533	1.74
		05.12.2014	(+)41413	-	-	7866946	1.75
		12.12.2014	(-)1668	-	-	7865278	1.75
		19.12.2014	(+)76883	-	-	7942161	1.77
		31.12.2014	(+)19610	-	-	7961771	1.77

Sl. No.	Name of the Shareholder			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		09.01.2015	(+)27859	-	-	7989630	1.78
		23.01.2015	(+)218507	-	-	8208137	1.83
		30.01.2015	(+)61774	-	-	8269911	1.84
		06.02.2015	(+)21050	-	-	8290961	1.85
		13.02.2015	(+)121	-	-	8291082	1.85
		20.02.2015	(-)6190	-	-	8284892	1.84
		28.02.2015	(-)32313	-	-	8252579	1.84
		06.03.2015	(+)68574	-	-	8321153	1.85
		13.03.2015	(-)10849	-	-	8310304	1.85
		20.03.2015	(-)534069	-	-	7776235	1.73
		31.03.2015	(-)716477	-	-	7059758	1.57
		At the end of the year	-	-	-	7059758	1.57
3.	Rakesh Jhunjunwala	At the beginning of the year	-	7390605	1.65	-	-
		04.04.2014	(+)12500	-	-	7403105	1.65
		11.04.2014	(-)25000	-	-	7378105	1.65
		18.04.2014	(+)200000	-	-	7578105	1.69
		02.05.2014	(-)50000	-	-	7528105	1.68
		16.05.2014	(-)430000	-	-	7098105	1.58
		23.05.2014	(-)62500	-	-	7035605	1.57
		30.05.2014	(+)200000	-	-	7235605	1.61
		06.06.2014	(-)17500	-	-	7218105	1.61
		13.06.2014	(-)382500	-	-	6835605	1.52
		20.06.2014	(+)55000	-	-	6890605	1.54
		30.06.2014	(+)140000	-	-	7030605	1.57
		04.07.2014	(-)100000	-	-	6930605	1.55
		22.07.2014	(-)50000	-	-	6880605	1.53
		01.08.2014	(-)250000	-	-	6630605	1.48
		15.08.2014	(-)65000	-	-	6565605	1.46
		22.08.2014	(+)65000	-	-	6630605	1.48
		12.09.2014	(+)400000	-	-	7030605	1.57
		30.09.2014	(+)122705	-	-	7153310	1.59
		31.10.2014	(+)128600	-	-	7281910	1.62
		14.11.2014	(-)124000	-	-	7157910	1.59
		21.11.2014	(-)35000	-	-	7122910	1.59
		31.12.2014	(+)32500	-	-	7155410	1.59
		09.01.2015	(-)500	-	-	7154910	1.59
		23.01.2015	(-)90000	-	-	7064910	1.57
		30.01.2015	(-)124100	-	-	6940810	1.54
		20.02.2015	(-)175000	-	-	6765810	1.51

Sl. No.	Name of the Shareholder			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		28.02.2015	(-)281100	-	-	6484710	1.44
		13.03.2015	(-)100000	-	-	6384710	1.42
		20.03.2015	(+)460000	-	-	6844710	1.52
		31.03.2015	(+)323395	-	-	7168105	1.59
		At the end of the year	-	-	-	7168105	1.59
4.	National Westminster Bank Plc	At the beginning of the year	-	5284229	1.18	-	-
		23.05.2014	(+)316340	-	-	5600569	1.25
		30.05.2014	(+)116233	-	-	5716802	1.27
		06.06.2014	(+)70351	-	-	5787153	1.29
		13.06.2014	(+)158444	-	-	5945597	1.33
		08.08.2014	(+)308	-	-	5945905	1.33
		15.08.2014	(+)74595	-	-	6020500	1.34
		14.11.2014	(+)226606	-	-	6247106	1.39
		28.11.2014	(+)846034	-	-	7093140	1.58
		05.12.2014	(+)95254	-	-	7188394	1.60
		At the end of the year	-	-	-	7188394	1.60
5.	Aberdeen Global Indian Equity (Mauritius) Limited	At the beginning of the year	-	4680000	1.04	-	-
		09.05.2014	(-)10000	-	-	4670000	1.04
		30.05.2014	(+)240678	-	-	4910678	1.09
		06.06.2014	(+)30073	-	-	4940751	1.10
		27.03.2015	(-)185000	-	-	4755751	1.06
		31.03.2015	(-)165000	-	-	4590751	1.02
		At the end of the year	-	-	-	4590751	1.02
6.	GMO Emerging Domestic Opportunities Fund	At the beginning of the year	-	3606410	0.80	-	-
		25.04.2014	(+)34179	-	-	3640589	0.81
		02.05.2014	(-)83006	-	-	3557583	0.79
		22.07.2014	(-)145727	-	-	3411856	0.76
		01.08.2014	(-)49450	-	-	3362406	0.75
		14.11.2014	(+)176812	-	-	3539218	0.79
		21.11.2014	(-)24436	-	-	3514782	0.78
		28.11.2014	(-)50000	-	-	3464782	0.77
		05.12.2014	(-)68980	-	-	3395802	0.76
		12.12.2014	(-)70000	-	-	3325802	0.74

Sl. No.	Name of the Shareholder			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		06.02.2015	(-)153327	-	-	3172475	0.71
		20.02.2015	(-)318735	-	-	2853740	0.64
		27.02.2015	(-)99779	-	-	2753961	0.61
		At the end of the year	-	-	-	2753961	0.61
7.	SBI Life Insurance Co. Ltd.	At the beginning of the year	-	3442940	0.77	-	-
		04.04.2014	(+)24625	-	-	3467565	0.77
		11.04.2014	(+)49701	-	-	3517266	0.78
		18.04.2014	(-)56169	-	-	3461097	0.77
		25.04.2014	(-)15297	-	-	3445800	0.77
		02.05.2014	(+)173787	-	-	3619587	0.81
		09.05.2014	(+)34903	-	-	3654490	0.81
		16.05.2014	(+)56565	-	-	3711055	0.83
		23.05.2014	(-)45792	-	-	3665263	0.82
		30.05.2014	(-)122366	-	-	3542897	0.79
		06.06.2014	(-)41741	-	-	3501156	0.78
		13.06.2014	(-)2129	-	-	3499027	0.78
		20.06.2014	(-)9309	-	-	3489718	0.78
		30.06.2014	(-)311245	-	-	3178473	0.71
		04.07.2014	(-)41219	-	-	3137254	0.70
		11.07.2014	(-)142377	-	-	2994877	0.67
		22.07.2014	(-)96989	-	-	2897888	0.65
		01.08.2014	(+)332343	-	-	3230231	0.72
		08.08.2014	(-)50449	-	-	3179782	0.71
		15.08.2014	(-)140144	-	-	3039638	0.68
		22.08.2014	(-)34492	-	-	3005146	0.67
		29.08.2014	(-)2207	-	-	3002939	0.67
		05.09.2014	(-)42035	-	-	2960904	0.66
		12.09.2014	(-)86475	-	-	2874429	0.64
		19.09.2014	(-)77916	-	-	2796513	0.62
		30.09.2014	(-)45781	-	-	2750732	0.61
		03.10.2014	(+)200	-	-	2750932	0.61
		10.10.2014	(-)67665	-	-	2683267	0.60
		17.10.2014	(+)1097	-	-	2684364	0.60
		24.10.2014	(-)13016	-	-	2671348	0.59
		31.10.2014	(-)5795	-	-	2665553	0.59
		07.11.2014	(+)80320	-	-	2745873	0.61
		14.11.2014	(+)31010	-	-	2776883	0.62
		21.11.2014	(-)19936	-	-	2756947	0.61

Sl. No.	Name of the Shareholder			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		28.11.2014	(-)179174	-	-	2577773	0.57
		05.12.2014	(-)36432	-	-	2541341	0.57
		12.12.2014	(-)84196	-	-	2457145	0.55
		19.12.2014	(-)18684	-	-	2438461	0.54
		31.12.2014	(+)22575	-	-	2461036	0.55
		09.01.2015	(+)151529	-	-	2612565	0.58
		16.01.2015	(+)758	-	-	2613323	0.58
		23.01.2015	(-)1669	-	-	2611654	0.58
		30.01.2015	(-)63179	-	-	2548475	0.57
		06.02.2015	(-)46854	-	-	2501621	0.56
		13.02.2015	(-)54283	-	-	2447338	0.54
		20.02.2015	(-)121582	-	-	2325756	0.52
		27.02.2015	(-)194989	-	-	2130767	0.47
		06.03.2015	(-)43729	-	-	2087038	0.46
		13.03.2015	(-)29216	-	-	2057822	0.46
		20.03.2015	(-)9509	-	-	2048313	0.46
		27.03.2015	(-)116584	-	-	1931729	0.43
		31.03.2015	(-)23639	-	-	1908090	0.42
		At the end of the year	-	-	-	1908090	0.42
8.	Government of Singapore	At the beginning of the year	-	3218441	0.72	-	-
		04.04.2014	(+)65534	-	-	3283975	0.73
		06.06.2014	(-)65145	-	-	3218830	0.72
		22.07.2014	(-)16146	-	-	3202684	0.71
		01.08.2014	(-)1243	-	-	3201441	0.71
		13.03.2015	(+)1079792	-	-	4281233	0.95
		20.03.2015	(+)143392	-	-	4424625	0.98
		At the end of the year	-	-	-	4424625	0.98
9.	Genesis Asset Mangers, LLP	At the beginning of the year	-	2951581	0.66	-	-
		28.11.2014	(-)118839	-	-	2832742	0.63
		05.12.2014	(-)80064	-	-	2752678	0.61
		19.12.2014	(-)35443	-	-	2717235	0.60
		31.12.2014	(-)64240	-	-	2652995	0.59
		09.01.2015	(-)111822	-	-	2541173	0.57
		16.01.2015	(-)20916	-	-	2520257	0.56
		23.01.2015	(-)19934	-	-	2500323	0.56
		At the end of the year	-	-	-	2500323	0.56

Sl. No.	Name of the Shareholder	No. of Shares held at the beginning of the year i.e. as on 01.04.2014			Cumulative Shareholding during the year		
		Date	Increase / decrease and reason* for the same	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
10.	Vanguard Emerging Markets Stock Index Fund	At the beginning of the year	-	2691878	0.60	-	-
		04.04.2014	(+)13000	-	-	2704878	0.60
		11.04.2014	(+)15925	-	-	2720803	0.61
		18.04.2014	(+)2275	-	-	2723078	0.61
		23.05.2014	(+)781	-	-	2723859	0.61
		11.07.2014	(+)11375	-	-	2735234	0.61
		01.08.2014	(+)46488	-	-	2781722	0.62
		22.08.2014	(+)11175	-	-	2792897	0.62
		12.09.2014	(+)12516	-	-	2805413	0.63
		19.09.2014	(-)80026	-	-	2725387	0.61
		30.09.2014	(-)296220	-	-	2429167	0.54
		28.11.2014	(+)11340	-	-	2440507	0.54
		05.12.2014	(+)10125	-	-	2450632	0.55
		09.01.2015	(-)16605	-	-	2434027	0.54
		16.01.2015	(-)7290	-	-	2426737	0.54
		23.01.2015	(-)6885	-	-	2419852	0.54
		06.02.2015	(-)2025	-	-	2417827	0.54
		13.02.2015	(-)8100	-	-	2409727	0.54
		20.03.2015	(+)118449	-	-	2528176	0.56
		27.03.2015	(+)975796	-	-	3503972	0.78
31.03.2015	(+)340634	-	-	3844606	0.86		
	At the end of the year	-	-	-	3844606	0.86	

* Transfer of shares i.e. Purchase and Sale of Shares were the reasons for Increase/Decrease.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director / Key Managerial Personnel			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Reason for increase / decrease	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Dr. D. B. Gupta	At the beginning of the year	-	2807910	0.63	-	-
		At the end of the year	-	-	-	2807910	0.62
2.	Mrs. M. D. Gupta	At the beginning of the year	-	3491820	0.78	-	-
		At the end of the year	-	-	-	3491820	0.78
3.	Ms. Vinita Gupta	At the beginning of the year	-	51600	0.01	-	-
		At the end of the year	-	-	-	51600	0.01
4.	Mr. Nilesh Gupta	At the beginning of the year	-	625240	0.14	-	-
		At the end of the year	-	-	-	625240	0.14
5.	Dr. Kamal K. Sharma	At the beginning of the year	-	359400	0.08	-	-
		20.06.2014	Market Sale of 50000 shares	-	-	309400	0.07
		23.06.2014	Market Sale of 50000 shares	-	-	259400	0.06
		24.06.2014	Market Sale of 40000 shares	-	-	219400	0.05
		25.06.2014	Market Sale of 10000 shares	-	-	209400	0.05
		24.11.2014	Market Sale of 5000 shares	-	-	204400	0.05
		25.11.2014	Market Sale of 11000 shares	-	-	193400	0.04
		26.11.2014	Market Sale of 9000 shares	-	-	184400	0.04
		12.12.2014	Market Sale of 7000 shares	-	-	177400	0.04
		15.01.2015	Market Sale of 14400 shares	-	-	163000	0.04
		19.01.2015	Market Sale of 5600 shares	-	-	157400	0.04
		22.01.2015	Market Sale of 30000 shares	-	-	127400	0.03
		09.03.2015	Market Sale of 5000 shares	-	-	122400	0.03
		10.03.2015	Market Sale of 5000 shares	-	-	117400	0.03
		19.03.2015	Market Sale of 5000 shares	-	-	112400	0.03
		24.03.2015	Market Sale of 5000 shares	-	-	107400	0.02
	At the end of the year	-	-	-	107400	0.02	

Sl. No.	Name of the Director / Key Managerial Personnel			No. of Shares held at the beginning of the year i.e. as on 01.04.2014		Cumulative Shareholding during the year	
		Date	Reason for increase / decrease	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
6.	Mr. R.A. Shah	At the beginning of the year	-	15000	0.00	-	-
		30.07.2014	Transmission of 15000 shares	-	-	30000	0.01
		23.03.2015	Market Purchase of 2000 shares	-	-	32000	0.01
		At the end of the year	-	-	-	32000	0.01
7.	Dr. K. U. Mada	At the beginning of the year	-	3500	0.00	-	-
		At the end of the year	-	-	-	3500	0.00
8.	Dr. Vijay L. Kelkar	At the beginning of the year	-	-	-	-	-
		At the end of the year	-	-	-	-	-
9.	Mr. Richard Zahn	At the beginning of the year	-	-	-	-	-
		At the end of the year	-	-	-	-	-
10.	Mr. Dileep C. Choksi	At the beginning of the year	-	-	-	-	-
		At the end of the year	-	-	-	-	-
11.	Mr. Ramesh Swaminathan <i>Chief Financial Officer</i>	At the beginning of the year	-	31360	0.01	-	-
		20.06.2014	Market Sale of 1931 shares	-	-	29429	0.01
		23.06.2014	Market Sale of 3069 shares	-	-	26360	0.01
		26.02.2015	Market Sale of 10000 shares	-	-	16360	0.00
		At the end of the year	-	-	-	16360	0.00
12.	Mr. R. V. Satam <i>Company Secretary</i>	At the beginning of the year	-	108	0.00	-	-
		At the end of the year	-	-	-	108	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	500.0	944.7	-	1444.7
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	12.0	-	12.0
Total (i + ii + iii)	500.0	956.7	-	1456.7
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-290.5	-711.5	-	-1002.0
Net Change	-290.5	-711.5	-	-1002.0
Indebtedness at the end of the financial year				
i) Principal Amount	209.5	242.6	-	452.1
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	2.6	-	2.6
Total (i + ii + iii)	209.5	245.2	-	454.7

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in million)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount
		Dr. Desh Bandhu Gupta	Dr. Kamal Sharma	Mr. Nilesh Gupta	Mrs. M. D. Gupta	
1.	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	36.66	87.30	50.80	4.57	179.33
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961.	12.31	2.20	0.81	0.48	15.80
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961.	-	-	-	-	-
2.	Stock Options	-	24.48	-	-	24.48
3.	Sweat Equity	-	-	-	-	-
4.	Commission	326.80	-	-	-	326.80
	- as % of profit	1%	-	-	-	-
	- others	-	-	-	-	-
5.	Others (Performance-linked Incentive)	-	52.09	30.74	-	82.83
	Total (A)	375.77	166.07	82.35	5.05	629.24
	Ceiling as per the Act	₹ 3268.1 million (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013).				

B. Remuneration to other directors:

(₹ in million)

Sl. No.	Particulars of Remuneration	Name of the Independent Directors					Total Amount
		Dr. Vijay Kelkar	Mr. R. A. Shah	Mr. Richard Zahn	Dr. K. U. Mada	Mr. Dileep C. Choksi	
1.	Independent Directors						
	• Fee for attending Board/ Committee Meetings	0.14	0.18	0.18	0.36	0.18	1.04
	• Commission	3.50	3.50	2.42	3.00	3.00	15.42
	• Others	-	-	-	-	-	-
	Total (B)(1)	3.64	3.68	2.60	3.36	3.18	16.46
2.	Other Non-Executive Directors						
	• Fee for attending Board/ Committee Meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others	-	-	-	-	-	-
	Total (B)(2)	-	-	-	-	-	-
	Total (B) = (B)(1)+ (B)(2)	3.64	3.68	2.60	3.36	3.18	16.46
	Total Managerial Remuneration						
	Overall Ceiling as per the Act	₹ 326.8 million (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013).					

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD:

(₹ in million)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Chief Financial Officer	Company Secretary	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	54.14	3.12	57.26
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961.	3.39	0.33	3.72
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961.	16.61	1.81	18.42
2.	Stock Options	0.97	0.09	1.06
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others (Performance-linked Incentive)	25.10	0.55	25.65
	Total (C)	100.21	5.90	106.11

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Details of Penalty / Punishment/ Compounding fees imposed	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Dr. Desh Bandhu Gupta
Chairman
 Mumbai, May 13, 2015

CORPORATE GOVERNANCE REPORT

[1] Company's Philosophy on Corporate Governance:

Your Company's philosophy on Corporate Governance is embedded in the legacy of transparent, fair and ethical practices. Responsible conduct has always been an integral part of the Company's business. Good Corporate Governance rests on the pillars of complete disclosures, professionalism, fairness, accountability and monitoring. Your Company firmly believes that good corporate governance emerges from the application of the best management practices and compliance with applicable laws. The Company adopts the highest standards of Corporate Governance on an on-going basis and is committed to benchmark itself with the best standards in true form and spirit.

The Company's Board has an optimum mix of executive and independent directors with two women directors bringing in key expertise across varied areas. The Company has Codes of Conduct for Directors and Senior Management personnel and a Code for Independent Directors. All the Codes are posted on the website of the Company (www.lupin.com). Directors and Senior Management personnel have affirmed compliance with the respective Codes and the Managing Director has given a declaration to this effect, pursuant to Clause 49(II) (E)(2) of the Listing Agreement.

Apart from complying with the mandatory requirements prescribed by Clause 49 of the Listing Agreement, the Company has complied with a few non-mandatory requirements, such as unqualified financial statements and appointed separate persons as Chairman, Managing Director and Chief Executive Officer.

'Where the mind is without fear, the head is held high'. In line with this belief, the Company instituted the 'PLEDGE' initiative - Preparing Lupin Emloyees to Demonstrate Governance and Ethical Conduct. This initiative enforces a common code of ethics, empowers employees to report unethical practices, ensures swift redressal and institutes mechanisms to deal with workplace harassment. This policy covers all employees across the globe, including Directors. The PLEDGE initiative encompasses three important and relevant policies, viz. **Code of Conduct**,

Prevention of Workplace Harassment and Whistle blower Policy, specifically aimed at safeguarding the rights of employees who wish to report violations at work. Employees are encouraged to make written complaints to the Office of the Ombudsperson in strictest confidence and anonymity. The Office of the Ombudsperson necessarily responds to complaints within three days of its receipt. PLEDGE is a well-entrenched and established programme which has not only reinforced employees' trust and confidence in the Management, but also promoted the highest level of professionalism, integrity and ethical conduct among employees. During the year, the Company did not receive any complaint of sexual harassment. The Office of Ombudsperson received 32 minor and 11 major complaints under the Whistle blower policy which were responded to within the stipulated time-frame.

The Company has sound systems of internal checks and balances which are evaluated and updated at regular intervals. A security initiative 'Kavach' is in place to create awareness and address various security concerns. It broadly encompasses protecting assets, evaluating security risks and ensuring compliances on a sustainable basis. Benchmarking of 'Kavach' for international standard was initiated and it has been recommended for ISO/IEC 27001 certificate for its Information Security Programme. The Company embarked upon an initiative in 'Business Continuity' with the objective of setting-up a preventive mechanism for addressing the gaps which may delay the recovery of processes in case of any incidents. This initiative, for which testing in plant is on the verge of completion, would help the Company sustain the competitive edge in current and future business environment.

The Company has complied with all the requirements of the Stock Exchanges, the SEBI and other statutory authorities on all matters relating to capital markets during the last three years and they have not imposed any penalties on, or passed any strictures against, the Company.

A detailed Management Discussion and Analysis report forms part of this Annual Report.