

**[2] Board of Directors:**

The strength of the Board as on March 31, 2015 was ten, of which, four are executive promoter-directors, one an executive director and five are independent directors which is in conformity with Clause 49(II)(A)(2) of the Listing Agreement. Though Clause 49(II)(A)(1) of the Listing Agreement mandates that the Board shall have at least one woman director, the Company has two women directors. The requisite particulars are given below:

Sl. No.	Name of the director	Whether Promoter/ Executive/ Independent	No. of Board Meetings during the year		Attendance at the last AGM	Number of directorships of other companies	Member/ Chairman of committees other than the Company
			Held	Attended			
1.	Dr. Desh Bandhu Gupta, <i>Chairman</i>	P. & E.D.	4	4	Yes	10	-
2.	Dr. Kamal K. Sharma, <i>Vice Chairman</i>	E.D.	4	4	Yes	7	-
3.	Ms. Vinita Gupta, <i>Chief Executive Officer</i>	P. & E.D.	4	4	Yes	4	-
4.	Mr. Nilesh Gupta, <i>Managing Director</i>	P. & E.D.	4	4	Yes	7	-
5.	Mrs. M. D. Gupta, <i>Executive Director</i>	P. & E.D.	4	4	Yes	11	-
6.	Dr. Vijay Kelkar	I. N-E.D.	4	3	Yes	10	3/-
7.	Mr. Richard Zahn	I. N-E.D.	4	4	Yes	1	-
8.	Mr. R. A. Shah	I. N-E.D.	4	4	Yes	13	8/3
9.	Dr. K. U. Mada	I. N-E.D.	4	4	Yes	2	3/1
10.	Mr. Dileep C. Choksi	I. N-E.D.	4	3	No	11	9/5

**Notes:**

- (a) P. & E.D.: Promoter & Executive Director; E.D.: Executive Director; I. N-E.D.: Independent Non-Executive Director.
- (b) Mrs. M. D. Gupta is the wife of Dr. Desh Bandhu Gupta, Ms. Vinita Gupta their daughter and Mr. Nilesh Gupta their son.
- (c) Membership/Chairmanship of Committees includes only those of the Audit Committee and the Stakeholders' Relationship Committee.

**Board Meetings**

The Board of Directors play a pivotal role in providing strategic guidance, direction and leadership to the management in order to ensure the effectiveness of various policies with a view to achieve set goals. While overseeing management performance, the Board protects the interests of stakeholders and enhances value. Board meeting dates are finalised in consultation with all directors and agenda papers backed up by comprehensive notes as also detailed background information are circulated well in advance, thereby enabling the Board to take informed decisions and discharge its functions effectively and efficiently. Board Members are free to express their opinions and bring up matters for discussions at Board meetings. Directors inform the Company on an annual basis about the Board/Committee positions they occupy in other companies, including chairmanships and also notify changes, if any. The Board is regularly apprised about key business developments; detailed presentations are made at its meetings by business/functional heads

and key management personnel. Minutes of the Board Meetings are circulated to all the Directors in advance and confirmed at the subsequent meeting. Copies of minutes of various Committees of the Board, minutes of Board meetings of subsidiaries and Compliance Reports in respect of various laws as applicable are tabled at Board meetings. The performance evaluation of the Independent Directors was done by the entire Board (excluding the director being evaluated).

**Details of Board Meetings**

Board meetings are held at least four times a year and the time-gap between two meetings is not more than one hundred and twenty days, which is in compliance with Clause 49(II)(D) 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 Board also passed by circulation three resolutions dated September 19, 2014, October 8, 2014 and March 5, 2015.

**Brief profiles, other directorships and committee memberships etc. of directors seeking appointment/re-appointment at the 33<sup>rd</sup> Annual General Meeting:**

**Dr. Desh Bandhu Gupta**

Dr. Desh Bandhu Gupta has a Masters Degree in Science and is a prominent personality in the pharmaceutical industry. He is one of the promoters of the Company. Dr. Gupta has displayed leadership of an 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.

List of other directorships	Chairman/Member of the Committees of the board of the companies on which he is a director
Zyma Laboratories Ltd., <i>Director</i> Rahas Investments Pvt. Ltd., <i>Director</i> Visiomed Investments Pvt. Ltd., <i>Director</i> Lupin Holdings Pvt. Ltd., <i>Director</i> Lupin Investments Pvt. Ltd., <i>Director</i> Lupin International Pvt. Ltd., <i>Director</i> Polynova Industries Ltd., <i>Director</i> Lupin Properties Ltd., <i>Director</i> (formerly known as Lupin Performance Chemicals & Real Estate Ltd.) Novamed Investments Pvt. Ltd., <i>Director</i> Synchem Investments Pvt. Ltd., <i>Director</i>	-

**Dr. Kamal K. Sharma**

Dr. Kamal K. Sharma is a chemical engineer from the Indian Institute of Technology (IIT), Kanpur, with a post-graduate diploma in industrial management from the Jammalal Bajaj Institute of Management Studies, Mumbai, and a Ph.D. in Economics from IIT, Mumbai. He has also completed an advanced management programme from Harvard Business School, Boston. Dr. Sharma has vast industry experience

spanning over four decades and has held a range of senior management positions in the fields of projects, operations, corporate development and general management in pharma and chemical industries. Dr. Sharma has effectively led the team and as Vice Chairman, he is involved in setting vision of the Company, building strategy and mentoring the management team.

List of other directorships	Chairman/Member of the Committees of the board of the companies on which he is a director
Kyowa Pharmaceutical Industry Co. Ltd., Japan, <i>Director</i> Generic Health Pty Ltd., Australia, <i>Director</i> Pharma Dynamics Proprietary Ltd., South Africa, <i>Director</i> Lupin Healthcare Ltd., <i>Director</i> Lupin GmbH, Switzerland, <i>Managing Officer</i> Faisa Financial Pvt. Ltd., <i>Director</i> Templetree Properties Pvt. Ltd., <i>Director</i>	-

**Mrs. M. D. Gupta**

Mrs. M. D. Gupta is a Bachelor of Arts. She is one of the promoters of the Company. She has wide business experience and expertise with intimate knowledge of the working of the Company and is on the various Committees of the Board. Mrs. Gupta is also involved in the Corporate Social Responsibility activities of the Company.

List of other directorships	Chairman/Member of the Committees of the board of the companies on which she is a director
Zyma Laboratories Ltd., <i>Director</i> Rahas Investments Pvt. Ltd., <i>Director</i> Visiomed Investments Pvt. Ltd., <i>Director</i> Lupin Holdings Pvt. Ltd., <i>Director</i> Lupin Investments Pvt. Ltd., <i>Director</i> Lupin International Pvt. Ltd., <i>Director</i> Polynova Industries Ltd., <i>Director</i> Lupin Properties Ltd., <i>Director</i> (formerly known as Lupin Performance Chemicals & Real Estate Ltd.) Novamed Investments Pvt. Ltd., <i>Director</i> Synchem Investments Pvt. Ltd., <i>Director</i> Element 119 Leasing and Finance Pvt. Ltd., <i>Director</i>	-

**Ms. Vinita Gupta**

Ms. Vinita Gupta, an M.B.A. from the J. L. Kellogg Graduate School of Management, U.S.A. and a pharmacy graduate from the University of Mumbai. She is responsible for the US, Canada, Europe, CIS, Latin America, Africa and Middle East businesses. She also leads the Company's M&A and Strategic Planning efforts. She was appointed as Chief Executive Officer of the Company w.e.f. September 1, 2013.

List of other directorships	Chairman/Member of the Committees of the board of the companies on which she is a director
Lupin GmbH, Switzerland, <i>President of the Management</i> Lupin Pharmaceuticals Inc., U.S.A., <i>Managing Director</i> Kyowa Pharmaceutical Industry Co., Ltd., Japan, <i>Director</i> Lupin Inc., U.S.A., <i>Director</i>	-

**Dr. Vijay Kelkar**

Dr. Vijay Kelkar, 'Padma Vibhushan' awardee, is a Ph.D. from the University of California at Berkeley, M.S. from the University of Minnesota and B.S. from Pune University. He held senior positions in the Government of India and was Chairman/Member of several high-powered committees, councils, task forces, working groups, set up by different ministries and departments of the Government of India. Dr. Kelkar has delivered lectures at the Universities of California, Pennsylvania, Vanderbilt,

Harvard and Cornell in the US and was visiting Professor at the South Asia Institute, Heidelberg University, West Germany and Center for Economic Development and Administration, Government of Nepal. He was a senior faculty member of the Administrative Staff College of India, Hyderabad, and Instructor - Microeconomics, University of California, U.S.A. Dr. Kelkar has authored many books, publications and journals on micro and macroeconomics, reforms of union public sector, emerging challenges and on trade policies.

List of other directorships	Chairman/Member of the Committees of the board of the companies on which he is a director
Britannia Industries Ltd., <i>Director</i> CSIR - Tech Pvt. Ltd., <i>Chairman</i> Go Airlines (India) Ltd., <i>Director</i> Green Infra Ltd., <i>Director</i> Indian Institute for Human Settlements, <i>Director</i> J. M. Financial Ltd., <i>Director</i> JSW Steel Ltd., <i>Director</i> National Bulk Handling Corporation Ltd., <i>Chairman</i> Tata Consultancy Services Ltd., <i>Director</i> Tata Chemicals Ltd., <i>Director</i>	J. M. Financial Ltd., <i>Member of Audit Committee and Stakeholders Relationship Committee.</i> Tata Consultancy Services Ltd., <i>Member of Audit Committee.</i>



**Mr. Richard Zahn**

Mr. Richard Zahn is a B. S. (Business Administration) with Honors, Kansas State Teachers College, Kansas. He has completed Executive Education with Amos Tuck School, Dartmouth University, Harvard/MIT Programme on Negotiation, The Wharton School, University of Pennsylvania, National Association of Corporate Directors - Certificate of Director Education. Mr. Zahn has also completed programme in Executive Leadership, Cornell University. Mr. Richard is the Managing Partner of HMJ Global Partners, a corporate governance and not-for-profit public policy advisory group. With more than 30 years of experience in the biotechnology

and pharmaceutical industries, he is an established leader and strategist in healthcare research and development, marketing management, managed care, and human resources. He is widely recognised as an insightful speaker on economic and policy issues. Mr. Richard has worked with Schering Laboratories, Schering Corporation and Schering-Plough Corporation as also Johnson & Johnson. Mr. Richard has focused his efforts on rural economic development and public policy and has received several awards for his devoted work towards various organisations and charities with particular focus on health care and minority issues.

**List of other directorships**

Metagenics Private Ltd., *Director*

**Chairman/Member of the committees of the board of the companies on which he is a director**

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**Mr. R. A. Shah**

Mr. R. A. Shah is an eminent Solicitor and senior partner of M/s. Crawford Bayley & Company, a leading firm of Solicitors and Advocates in Mumbai. He specialises in a broad spectrum of Corporate Laws in general, with special focus on foreign investments, joint ventures, technology and

license agreements, intellectual property rights, mergers and acquisitions, competition law and insider trading regulations. Mr. Shah is a member of the Managing Committee of Bombay Chamber of Commerce and Indo German Chamber of Commerce.

**List of other directorships**

Godfrey Phillips India Ltd., *Chairman*  
 Pfizer Ltd., *Chairman*  
 Procter & Gamble Hygiene and Healthcare Ltd., *Chairman*  
 Colgate Palmolive India Ltd., *Vice-Chairman*  
 Abbott India Ltd., *Director*  
 The Bombay Dyeing & Mfg. Co. Ltd., *Director*  
 BASF India Ltd., *Director*  
 Jumbo World Holdings Ltd. (Foreign Company), *Director*  
 Atul Ltd., *Director*  
 Deepak Fertilisers & Petrochemicals Corporation Ltd., *Non Independent Director*  
 Thyssenkrupp Solutions (India) Pvt. Ltd., (formerly known as Uhde India Pvt. Ltd.), *Alternate Director*  
 Precision Valve (India) Pvt. Ltd., *Director*  
 Preval Pumps and Accessories (India) Pvt. Ltd., *Director*

**Chairman/Member of the Committees of the board of the companies on which he is a director**

Pfizer Ltd., *Chairman of Audit Committee.*  
 Colgate Palmolive India Ltd., *Chairman of Audit Committee.*  
 Procter & Gamble Hygiene and Healthcare Ltd., *Chairman of Audit Committee.*  
 BASF India Ltd., *Member of Audit Committee.*  
 The Bombay Dyeing & Mfg. Co. Ltd., *Member of Audit Committee.*  
 Abbott India Ltd., *Member of Audit Committee and Member of Stakeholders Relationship Committee.*  
 Godfrey Phillips India Ltd., *Member of Audit Committee.*



#### Dr. K. U. Mada

Dr. K. U. Mada is an eminent economist and was a development banker. He holds a Ph.D. (Economics) degree from the University of Mumbai and a certificate in financial management from the Jamnalal Bajaj Institute, Mumbai. He was a Professor of Economics at Jai Hind College, Mumbai. Thereafter, he worked for the Reserve Bank of India and Industrial Development Bank of India (IDBI) and held senior positions, including as Executive Director, IDBI and chief of a bank. Dr. Mada was Chairman/Member of several

committees constituted by IDBI/other financial institutions and the Government of India. He represented IDBI as Speaker/participant at several national and international conferences/seminars on economic, corporate and institutional affairs. He was a visiting faculty at management institutes. He brought out books and published articles in well-known journals. Dr. Mada has served on the boards of corporate entities and all-India financial institutions, including the Management Development Institute, Gurgaon.

#### List of other directorships

Hotel Leelaventure Ltd., *Director*  
Tamilnadu Petroproducts Ltd., *Director*

#### Chairman/Member of the Committees of the board of the companies on which he is a director

Hotel Leelaventure Ltd., *Member Audit Committee and Chairman of the Stakeholders Relationship Committee.*  
Tamilnadu Petroproducts Ltd., *Member of the Audit Committee.*

#### Mr. Dileep C. Choksi

Mr. Dileep C. Choksi is a leading Chartered Accountant, qualified lawyer and a Cost Accountant with over 35 years of experience. His areas of specialisation include tax planning and structuring for domestic and international clients, including expatriates, finalising collaborations and joint ventures, executive advisory and decision support, corporate

restructuring with a focus on start-ups, turnaround and change management strategies and analysing tax impact of various instruments. Mr. Choksi advises some of India's large business houses on various strategic matters and multinational clients on cross border structuring. He has set up C. C. Chokshi Advisors Pvt. Ltd., the activities of which aim to provide complete solutions for all business requirements.

#### List of other directorships

ICICI Lombard General Insurance Company Ltd., *Director*  
ICICI Home Finance Company Ltd., *Director*  
Datamatics Global Services Ltd., *Director*  
Mafatlal Cipherspace Private Ltd., *Director*  
ICICI Bank Ltd., *Director*  
Hexaware Technologies Ltd., *Director*  
Incube Ventures Private Ltd., *Additional Director*  
AIA Engineering Ltd., *Director*  
Arvind Ltd., *Director*  
Swaraj Engines Ltd., *Director*  
Tata Housing Development Company Ltd., *Director*

#### Chairman/Member of the Committees of the board of the companies on which he is a director

ICICI Lombard General Insurance Company Ltd., *Chairman of Audit Committee.*  
ICICI Home Finance Company Ltd., *Chairman of Audit Committee.*  
ICICI Bank Ltd., *Alternate Chairman of Audit Committee.*  
Hexaware Technologies Ltd., *Chairman of Audit Committee and Member of Stakeholders Relationship Committee.*  
Arvind Ltd., *Chairman of Audit Committee and Member of Stakeholders Relationship Committee.*  
Swaraj Engines Ltd., *Chairman of Audit Committee.*  
Tata Housing Development Company Ltd., *Member of Audit Committee.*

#### [3] Audit Committee:

The Audit Committee comprises Dr. K. U. Mada, Chairman and Mr. Dileep C. Choksi, Independent Directors, and Dr. Kamal K. Sharma. Mr. R. V. Satam, Company Secretary & Compliance Officer, acts as the Secretary of the Committee. Dr. K. U. Mada, Chairman of the Committee, attended the last Annual General Meeting of the Members held on July 30, 2014. All Members of the Committee are financially literate. Dr. Mada is an eminent economist and development banker, Mr. Choksi is a leading Chartered Accountant and financial consultant. Dr. Sharma is a Ph.D.

in Economics from IIT, Mumbai. The Audit Committee acts as a link between statutory auditors, internal and cost auditors and the Board. The Committee assists the Board in monitoring the financial reporting process, reviewing the internal controls, adequacy of provisions for liabilities and appropriateness of audit test checks. The meetings of the Audit Committee are attended by the Chief Financial Officer, President - Finance, representatives of accounts, statutory, internal and cost auditors. The Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

The Committee performs the functions enumerated in Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The matters deliberated upon and reviewed by the Committee inter alia include: -

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment of statutory auditors, their remuneration and terms of appointment and approval of payments for any other services rendered by them.
- 3) Examining and reviewing with the management, the annual financial statements (Standalone and Consolidated) and auditor's report thereon before submission to the Board for approval, with particular reference to: -
  - a) matters required to be included in the Directors' Responsibility Statement included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons therefor;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings, if any;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of related party transactions; and
  - g) qualifications in the draft audit report, if any.
- 4) Examining and reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- 5) Review and monitor the statutory auditor's independence, performance and effectiveness of audit process.

- 6) Approval or any subsequent modification of transactions of the Company with related parties.
- 7) Scrutiny of inter-corporate loans and investments.
- 8) Evaluation of internal financial controls and risk management systems.
- 9) Reviewing with the management, the performance of internal auditors and adequacy of the internal control systems.
- 10) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, its staffing and seniority of the official heading the department, reporting structure, coverage and frequency of audits (including outsourced).
- 11) Discussion with the internal auditors on their significant findings and follow-up thereon.
- 12) Reviewing the findings of internal auditors and reporting them to the Board, as required.
- 13) Discussion with statutory auditors before the audit commences as to the nature and scope of audit as also post-audit discussion to ascertain areas of concern.
- 14) Review the functioning of the Whistle Blower mechanism.
- 15) Recommend to the Board, the appointment and remuneration of Cost Auditor to conduct audit of cost records of the Company in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder.
- 16) Reviewing the financial statements of subsidiary companies including investments made by the subsidiary companies.
- 17) Review and discuss with the management the status and implications of major legal cases.
- 18) Carrying out such other functions as may be mentioned in the terms of reference of the Audit Committee.

In addition to the above, the Committee reviews the management discussion and analysis, statements of significant related party transactions, management letters/ internal audit reports etc.

#### Details of Audit Committee Meetings

Audit Committee meetings are held at least four times a year and the time-gap between two meetings is not more than four months, which is in compliance with Clause 49(III)(B) of the Listing Agreement. During the year, five Audit Committee meetings were held, viz. on May 7, 2014, July 29, 2014, September 17, 2014, October 27, 2014 and February 2, 2015 and the attendance at which, was as follows:

Sl. No.	Name of the director	No. of Meetings	
		Held	Attended
a.	Dr. K. U. Mada, <i>Chairman</i>	5	5
b.	Dr. Kamal K. Sharma	5	5
c.	Mr. Dileep C. Choksi	5	5



**[4] Stakeholders' Relationship Committee:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49(VIII)(E) of the Listing Agreement, the Board re-christened the 'Investors' Grievances Committee' as 'Stakeholders' Relationship Committee' (SRC). The SRC comprises Dr. Vijay Kelkar, Chairman, and Dr. K. U. Mada, Independent Directors. Mr. R. V. Satam, Company Secretary & Compliance Officer, acts as the Secretary of the Committee. Meetings of the SRC are also attended by the President - Finance and head of Investors' Services Department.

The Committee regularly reviews the functioning of the

Investors' Services Department covering all facets of its operations, including complaints from shareholders, transfer of shares, compliances with regulatory provisions, implementation of employee stock option plans, activities related to dividend disbursement and depository operations. The Committee also closely monitors investor grievances redressal system of the Department.

The Company received and resolved 46 complaints from shareholders during the year. As on March 31, 2015, no complaints remained pending/unattended and no share transfers remained pending for over 15 days, during the year.

**Details of Stakeholders' Relationship Committee Meetings**

During the year, two meetings of the Stakeholders' Relationship Committee were held on November 7, 2014 and March 11, 2015 and the attendance was as under:

Sl. No.	Name of the director	No. of Meetings	
		Held	Attended
a.	Dr. Vijay Kelkar, <i>Chairman</i>	2	2
b.	Dr. K. U. Mada	2	2

**[5] Nomination and Remuneration Committee:**

At its meeting held on January 20, 2004, the Board had set up the 'Remuneration/Compensation Committee'. The Board, at its meeting held on May 7, 2014, re-christened the Committee as 'Nomination and Remuneration Committee' and widened its scope in compliance with the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder and Clause 49(IV) of the Listing Agreement, The Committee comprises Dr. K. U. Mada, Chairman, Mr. R. A. Shah and Mr. Richard Zahn, all Independent Directors. Mr. R. V. Satam, Company Secretary & Compliance Officer, acts as the Secretary of the Committee.

**Role of the Nomination and Remuneration Committee:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clauses 49(II)(B)(5) and 49(IV) (B) of the Listing Agreement, the role of the Nomination and Remuneration Committee is as follows:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to remuneration of the directors, key managerial personnel and other employees;
- Formulating the criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior

management in accordance with the criteria laid down and recommend to the Board, their appointment and removal;

- Develop and review a succession plan for the Board and the Senior Management;
- Approval of remuneration of Executive and Non-Executive Directors; and
- Approval of grant of stock options under various ESOP plans of the Company.

**Remuneration of Executive Directors:**

The Committee recommends to the Board, remuneration of Executive Directors subject to approval by the Members and such other authorities, as may be necessary. While recommending the remuneration, the Committee considers various factors such as qualifications, experience, expertise, position, leadership qualities, prevailing remuneration in the industry, volume of the Company's business and profits earned by it and the responsibilities taken by the director concerned. The remuneration limits are as prescribed by Section 197 and Schedule V of the Act and Rules made thereunder. Executive Directors are not paid sitting fees for attending the Meetings of the Board and its Committees.

**Remuneration of Non-Executive Directors:**

The non-executive directors receive sitting fees for attending meetings of the Board and its Committees and that the same does not exceed the maximum amount provided in the Companies Act, 2013 and Rules made



thereunder. The Members vide a Special Resolution by postal ballot, the result of which was announced on December 21, 2010, had approved payment of commission to the non-executive directors, not exceeding in the aggregate 0.5% p.a. of the Company's net profit, computed in the manner laid down by the provisions of Sections 198, 349 and 350 and other applicable provisions, if any, of the Companies Act, 1956, for a period of five years commencing from April 1, 2010.

The Board is authorised to decide upon the eligibility criteria and the quantum of commission payable to each non-executive director. An amount of ₹15.42 million has been provided towards commission payable to non-executive directors for the year ended March 31, 2015 which would be paid after the Members approve the audited accounts for the year at the forthcoming Annual General Meeting.

Details of remuneration paid to the Directors are as under:

Name of the director	Salary	Perquisites	Stock Options	Commission	Others (Performance - linked Incentive)	Sitting Fees	₹ in million
							Total
Dr. Desh Bandhu Gupta, <i>Chairman</i>	36.66	12.31	-	326.80	-	-	375.77
Dr. Kamal K. Sharma, <i>Vice Chairman</i>	87.30	2.20	24.48	-	52.09	-	166.07
Mr. Nilesh Gupta, <i>Managing Director</i>	50.80	0.81	-	-	30.74	-	82.35
Mrs. M. D. Gupta, <i>Executive Director</i>	4.57	0.48	-	-	-	-	5.05
Dr. Vijay Kelkar, <i>Independent Director</i>	-	-	-	3.50	-	0.14	3.64
Mr. R. A. Shah, <i>Independent Director</i>	-	-	-	3.50	-	0.18	3.68
Mr. Richard Zahn, <i>Independent Director</i>	-	-	-	2.42	-	0.18	2.60
Dr. K. U. Mada, <i>Independent Director</i>	-	-	-	3.00	-	0.36	3.36
Mr. Dileep C. Choksi, <i>Independent Director</i>	-	-	-	3.00	-	0.18	3.18

#### Details of the Nomination and Remuneration Committee Meetings

During the year, four meetings of the Nomination and Remuneration Committee were held on August 14, 2014, November 11, 2014, November 20, 2014 and February 11, 2015 and the attendance was as under:

Sl. No.	Name of the director	No. of Meetings	
		Held	Attended
a.	Dr. K. U. Mada, <i>Chairman</i>	4	4
b.	Mr. R. A. Shah	4	4
c.	Mr. Richard Zahn	4	4

The Committee passed by circulation seven resolutions dated April 2, 2014, May 13, 2014, May 26, 2014, July 2, 2014, August 5, 2014, October 8, 2014 and January 27, 2015.

#### [6] Risk Management Committee:

In terms of Clause 49(VI) of the Listing Agreement, the Board constituted a Risk Management Committee comprising Dr. Kamal K. Sharma, Vice Chairman, Ms. Vinita Gupta, Chief Executive Officer, Mr. Nilesh Gupta, Managing Director, Mr. Ramesh Swaminathan, Chief Financial Officer and Mr. Sunil Makharia, President

- Finance. The Committee has laid down procedures to inform to the Board about the risk assessment and minimization procedures. The Board has engaged services of a professional firm for framing, implementing and monitoring the risk management plan of the Company. The said Firm shall review the existing risk management process; determine risk management structure; including

roles and responsibilities; risk rating criteria for assessing the impact; and likelihood of risks and effectiveness of mitigation plans. It shall document the risk prioritization results and obtain the Management's assessments on 'Risks That Matter' and support for assessment of mitigation readiness vis-à-vis 'Risks That Matter'.

**[7] Independent Directors' Meeting:**

All the Independent Directors participated at the meeting of the independent directors held on March 27, 2015, which was chaired by Mr. R. A. Shah. The meeting reviewed the performance of the non-independent directors, the Board as a whole and the Chairman of the Company. They also assessed the quality, coverage and timeliness of flow of information between the Management and the Board.

**[8] Familiarisation Programme for Independent Directors:**

At the time of appointment, Independent Directors are made aware of their roles, rights and responsibilities

through a formal letter of appointment which also stipulates the various terms and conditions of their engagement. At Board and Committee Meetings, the Independent Directors are familiarised with the business model, strategy, operations, functions, policies and procedures of the Company and its subsidiaries. They are informed about risk assessment and minimization procedures. Independent Directors are invited to Investor meets which provides them with an opportunity to interact with analysts, financial advisors and investors which helps them get familiarized with the external customers. Articles and write-ups about the Company published in leading business magazines and newspapers are circulated to Independent Directors. The Familiarisation Programme formulated by the Company for Independent Directors has been uploaded on the Company's website [www.lupin.com](http://www.lupin.com/pdf/Familiarisation_Programme_for_Independent_Directors_LL.pdf) the web link for which is [http://www.lupin.com/pdf/Familiarisation\\_Programme\\_for\\_Independent\\_Directors\\_LL.pdf](http://www.lupin.com/pdf/Familiarisation_Programme_for_Independent_Directors_LL.pdf).

**[9] General Body Meetings:**

Details of the last three Annual General Meetings: -

Year	Day, Date and Time	Location	No. of Special Resolutions passed
2011 - 12	Tuesday, July 24, 2012 at 2.30 p.m.	Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050	-
2012 - 13	Wednesday, August 7, 2013 at 2.30 p.m.	Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050	One Special Resolution was passed for raising the investment limit of FII's in the equity share capital of the Company from 33% to 49%.
2013 - 14	Wednesday, July 30, 2014 at 2.30 p.m.	Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050	One Special Resolution was passed for creating charges on the Company's properties to secure financial assistance availed/to be availed by the Company.

No business was required to be transacted through postal ballot at the above meetings. Similarly no business is required to be transacted through postal ballot at the forthcoming Annual General Meeting.

During the year, the following Resolutions were passed by postal ballot, results of which were declared on October 21, 2014: -

1. A **Special Resolution** with a majority of (82.42%) for approving the 'Lupin Employees Stock Option Plan 2014'; and
2. A **Special Resolution** with a majority of (82.42%) for approving the 'Lupin Subsidiary Companies Employees Stock Option Plan 2014'.

Ms. Neena Bhatia, practicing Company Secretary, acted as the Scrutiniser for conducting the ballots. Procedure

prescribed by Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 were followed for conducting the said ballots. Postal ballot forms with full particulars of shareholders duly printed thereon were sent in self-addressed postage pre-paid envelopes together with the notice and explanatory statement specifying the resolutions proposed to be passed by postal ballot.

The Company offered e-voting facility to its shareholders through the e-voting system of the National Securities Depository Limited (NSDL) as an alternate. E-mails containing detailed procedure for e-voting were sent to those Members whose e-mail IDs were registered for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, Government of India. Members holding shares in physical/demat form could opt to exercise voting rights through physical ballot



or e-voting. Shareholders were requested to return the postal ballot forms duly completed to the Scrutiniser within the prescribed time. Similarly, e-voting could be exercised up to the prescribed time. Physical postal ballot forms received from shareholders were duly numbered, segregated and scrutinized by the Scrutiniser. A Report was received from NSDL on e-voting. The Scrutiniser considered valid physical postal ballot forms received as also the data received from NSDL in her Report, which was handed over to the Chairman of the Company who announced the results. Results of the postal ballot were displayed promptly on the notice board at the registered office of the Company, published in the newspapers and hoisted on the Company's website.

**[10] Related party transactions and other disclosures:**

During the year under review, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis. No related party transaction was in conflict with the interests of the Company. During the year, the Company did not have any material non-listed Indian subsidiary company as defined in Clause 49(V) of the Listing Agreement. 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\\_subsidaries.pdf](http://www.lupin.com/pdf/Policy_for_determining_material_subsidaries.pdf)).

Statements of transactions in summary form with related parties are placed at the Audit Committee Meetings. Pursuant to the provisions of Sections 177(4)(iv) and 188 of the Companies Act, 2013 (Act) and Clause 49(VII) of the Listing Agreement, the Audit Committee approves related party transactions. Pursuant to Clause 49(VII)(D) of the Listing Agreement read with SEBI Circular CIR/CFD/POLICY CELL/7/2014, the Committee granted omnibus approval to transactions likely to be entered into by the Company with certain related parties during the period October 1, 2014 to September 30, 2015. Pursuant to Clause 49(VII)(D)(d), the Committee reviews on a quarterly basis, details of transactions entered into by the Company pursuant to the omnibus approval given.

During the year, M/s. Crawford Bayley & Co., Solicitors & Advocates, of which Mr. R. A. Shah, Independent Director, is a senior partner, was paid professional fees aggregating ₹ 0.2 million, which constitutes less than one percent of the total revenues of the firm and an insignificant fraction of the Company's turnover. The Company has taken a legal opinion on the subject confirming that the said firm does not have any material association with the Company and payment of fees is not material enough to impinge on the independence of Mr. Shah. Apart from sitting fees, commission and professional fees, there is no

pecuniary transaction with Independent directors of the Company which has potential conflict of interest with the Company.

In compliance with Accounting Standard AS 18 and Clause 49 of the Listing Agreement, details of related party transactions are disclosed in the notes to accounts that form part of the financial statements.

Details of transactions with related parties in which directors are interested are recorded in Form No. MBP - 4 'Register of Contracts with related party and contracts and Bodies etc.' maintained pursuant to the provisions of Section 189(1) of the Act and Rules made thereunder. The same is placed before every Board meeting and signed by the directors present. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. Material related party transactions were entered into by the Company only with its subsidiaries. The policy, as approved by the Board, has been uploaded on the Company's website [www.lupin.com](http://www.lupin.com) and web link for which is [http://www.lupin.com/pdf/POLICY-RELATED\\_PARTY\\_TRANSACTIONS.pdf](http://www.lupin.com/pdf/POLICY-RELATED_PARTY_TRANSACTIONS.pdf).

**[11] Means of communication:**

Quarterly and annual financial results of the Company are promptly submitted to the BSE and NSE immediately after they are approved by the Board. Thereafter, they are published in prominent English (The Economic Times, all editions) and Marathi (Maharashtra Times, Mumbai edition) newspapers. Results are posted on the Company's website viz. [www.lupin.com](http://www.lupin.com). In compliance with Clause 52 of the Listing Agreement, annual report, financial results, quarterly shareholding pattern and quarterly corporate governance compliance reports are uploaded on the 'Corporate Filing and Disseminations System' website [www.corpfiling.co.in](http://www.corpfiling.co.in). The Company's website also displays official news releases and presentations made to institutional investors and analysts. Disclosures pursuant to various Clauses of the Listing Agreement are promptly communicated to the stock exchanges from time to time.

**[12] General Members' information:**

**INVESTORS' SERVICES DEPARTMENT (ISD)**

The ISD located at the Registered Office of the Company, provides services of the highest standards to its esteemed shareholders. The ISD has established direct connectivity with both the depositories viz. the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for reliable and expeditious depository operations.

The ISD comprising experienced and committed



employees provides following services:

- Transfer and transmission of shares in physical mode
- Dematerialisation/rematerialisation of shares
- Regulatory compliances pertaining to shares
- Redressal of investor grievances
- Disbursement of dividend
- Corporate actions and other depository operations
- Implementation of Code of Conduct for prevention of insider trading
- Allotment of shares and listing thereof on the stock exchanges
- Liaisoning with stock exchanges, depositories and other regulatory bodies
- Implementation of employees stock option plans
- Management of postal ballots
- Dissemination of share related information on the Company's website, NSE's Electronic Application Processing System (NEAPS), Corporate Filing & Dissemination System (CFDS) and SEBI Complaints Redress System (SCORES)

The ISD can be approached for any query or assistance through letter, telephone, fax, email or in-person at 159, C.S.T. Road, Kalina, Santacruz (East), Mumbai-400 098, India. Tel: +91 22 6640 2402 / 2403 / 2714 / 2715 Fax: +91 22 2652 8806. Email : [investorservices@lupin.com](mailto:investorservices@lupin.com)

#### Exclusive email id for investors:

Pursuant to Clause 47(f) of the Listing Agreement, the following Email ID has been designated exclusively for communicating investors' grievances:

- [investorservices@lupin.com](mailto:investorservices@lupin.com)

For the convenience of investors, a link at the Company's website [www.lupin.com](http://www.lupin.com) has also been provided to contact the ISD.

Person in-charge of the Department: Mr. Pradeep Bhagwat, General Manager - Investors' Services.

#### ANNUAL GENERAL MEETING

The 33<sup>rd</sup> Annual General Meeting will be held at 2.30 p.m. on Thursday, July 23, 2015, at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050.

#### FINANCIAL CALENDAR

First quarter results	: July/August 2015
Second quarter results	: October/November 2015
Third quarter results	: January/February 2016
Annual results	: April/May 2016
Annual General Meeting	: July/August 2016

#### INVESTORS' BOOK CLOSURE

The Register of Members and the Share Transfer Register

will remain closed from Thursday, July 16, 2015 to Thursday, July 23, 2015, (both days inclusive).

Dividend for the year ended March 31, 2015, if declared, at the Annual General Meeting, shall be paid to:

- a) beneficial owners at the end of business day on Wednesday, July 15, 2015 as per lists furnished by NSDL and CDSL, in respect of shares held in electronic form; and
- b) persons whose names appear on the Register of Members as at the end of the business day on Wednesday, July 15, 2015, in respect of shares held in physical form.

#### DIVIDEND PAYMENT DATE

Dividend, if declared, shall be paid within three working days from the date of the Annual General Meeting. Dividend shall be remitted electronically i.e. through NECS, NEFT etc. wherever bank details of shareholders are available with the Company, and in other cases, through physical warrants, payable at par.

#### SHARES LISTED AT

The equity shares of the Company are listed at:

#### BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai Samachar Marg,  
Mumbai - 400 001.

#### National Stock Exchange of India Limited (NSE)

Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051.

Annual Listing fees for the year 2015-16 have been paid to the BSE and NSE.

#### STOCK CODES

The stock codes of the Company are:

BSE : 500257

NSE : LUPIN

#### INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

ISIN, an unique identification number allotted to dematerialised scrip has to be quoted in each transaction relating to dematerialised shares of the Company. The ISIN of the equity shares of the Company is **INE 326A 01037**.

#### CORPORATE IDENTITY NUMBER (CIN)

CIN **L24100MH1983PLC029442** has been allotted to the Company by the Ministry of Corporate Affairs, Government of India.

## MARKET PRICE DATA

Equity shares of the Company are traded in A group and also forms a part of CNX Nifty. The market price data covering the year April 2014 to March 2015 is given below:

MONTH	BSE				NSE			
	High (₹)	Date	Low (₹)	Date	High (₹)	Date	Low (₹)	Date
Apr-2014	1014.00	28.04.14	933.05	01.04.14	1014.00	28.04.14	933.20	01.04.14
May-2014	1022.00	07.05.14	903.95	27.05.14	1023.00	07.05.14	902.60	26.05.14
Jun-2014	1058.85	30.06.14	914.00	03.06.14	1058.90	30.06.14	913.05	04.06.14
Jul-2014	1210.00	31.07.14	1012.20	10.07.14	1210.50	31.07.14	1014.00	10.07.14
Aug-2014	1308.00	27.08.14	1116.70	08.08.14	1308.00	27.08.14	1107.30	08.08.14
Sep-2014	1442.30	16.09.14	1280.10	01.09.14	1442.15	16.09.14	1280.20	01.09.14
Oct-2014	1406.85	28.10.14	1307.10	16.10.14	1408.80	28.10.14	1307.20	17.10.14
Nov-2014	1500.00	24.11.14	1356.00	03.11.14	1495.00	24.11.14	1356.05	03.11.14
Dec-2014	1498.00	01.12.14	1343.00	17.12.14	1497.50	01.12.14	1342.40	17.12.14
Jan-2015	1589.40	30.01.15	1364.60	07.01.15	1591.15	30.01.15	1365.35	07.01.15
Feb-2015	1754.90	28.02.15	1523.55	03.02.15	1752.00	28.02.15	1523.00	03.02.15
Mar-2015	2036.95	25.03.15	1743.70	02.03.15	2036.95	25.03.15	1743.00	02.03.15

## Lupin Share price movement

The closing market price on the bourses at the each month-end of the year 2014-15:



**Note:** The stock price performance shown above should not be considered indicative of potential future stock price performance.

#### DEMATERIALISATION OF SHARES AND LIQUIDITY

Shares of the Company are traded compulsorily in dematerialised form and are available for trading with both the depositories with whom the Company has established direct connectivity. Demat requests received by the Company are regularly monitored to expedite the process of dematerialisation. The International Securities Identification Number (ISIN) assigned to the Company's equity shares by the depositories is INE 326 A01037.

During the year, the Company has electronically confirmed demat requests for 381240 equity shares. As on March 31, 2015, 99.54% of the share capital of the Company

was held in dematerialised form.

The shareholders holding shares in physical form are advised to dematerialise their shares. Shareholders holding shares in dematerialised form are requested to promptly update their bank details including the nine digits MICR code, IFSC Code and E-mail ID with their respective depository participant.

Company's shares are fairly liquid on the bourses forming part of major indices and are traded actively at the BSE and the NSE. Trading data of the same for the year April 2014 to March 2015 is as under:

Month	BSE		NSE		Total	
	Shares	Value (₹)	Shares	Value (₹)	Shares	Value (₹)
Apr - 2014	998030	967.75	9330500	9079.54	10328530	10047.29
May - 2014	1497188	1439.20	13594441	13024.00	15091629	14463.20
Jun - 2014	1221450	1204.92	10367335	10235.72	11588785	11440.64
Jul - 2014	1513566	1678.32	12259010	13568.58	13772576	15246.90
Aug - 2014	1845994	2193.01	8154079	9857.74	10000073	12050.75
Sep - 2014	1474771	2000.01	10776318	14656.08	12251089	16656.09
Oct - 2014	1129651	1536.22	11198042	15219.93	12327693	16756.15
Nov - 2014	1009544	1445.93	9021383	12957.62	10030927	14403.55
Dec - 2014	748837	1076.64	8931850	12821.47	9680687	13898.11
Jan - 2015	949703	1407.20	9229174	13635.16	10178877	15042.36
Feb - 2015	1422031	2332.06	19021837	31521.62	20443868	33853.68
Mar - 2015	1136804	2165.31	24921088	47762.57	26057892	49927.88
<b>Total:</b>	<b>14947569</b>	<b>19446.57</b>	<b>146805057</b>	<b>204340.03</b>	<b>161752626</b>	<b>223786.60</b>

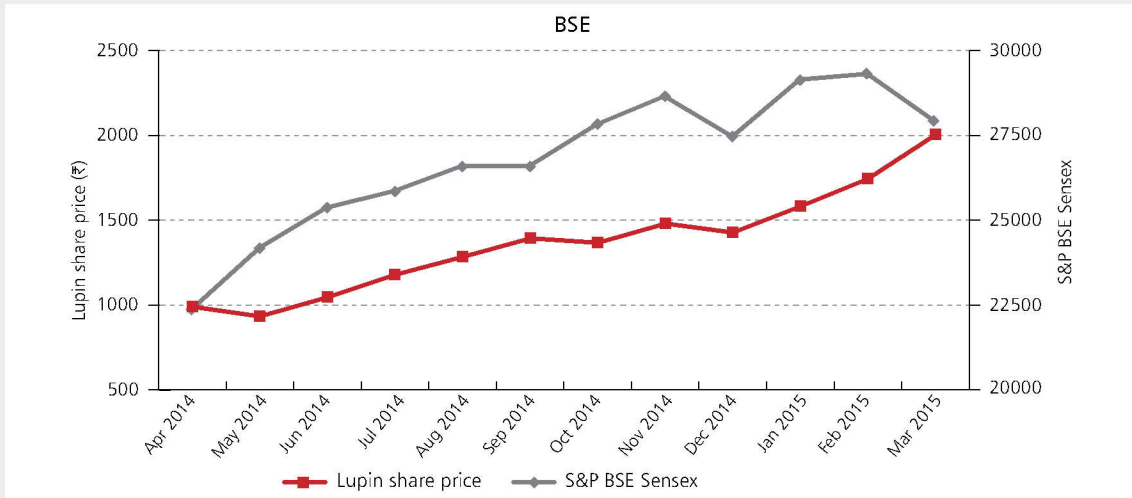
#### PERFORMANCE IN COMPARISON WITH BROAD BASED INDICES

Lupin share price compared with S&P BSE Sensex and NSE CNX Nifty (Month-end closing) during the year, April 2014 to March 2015:

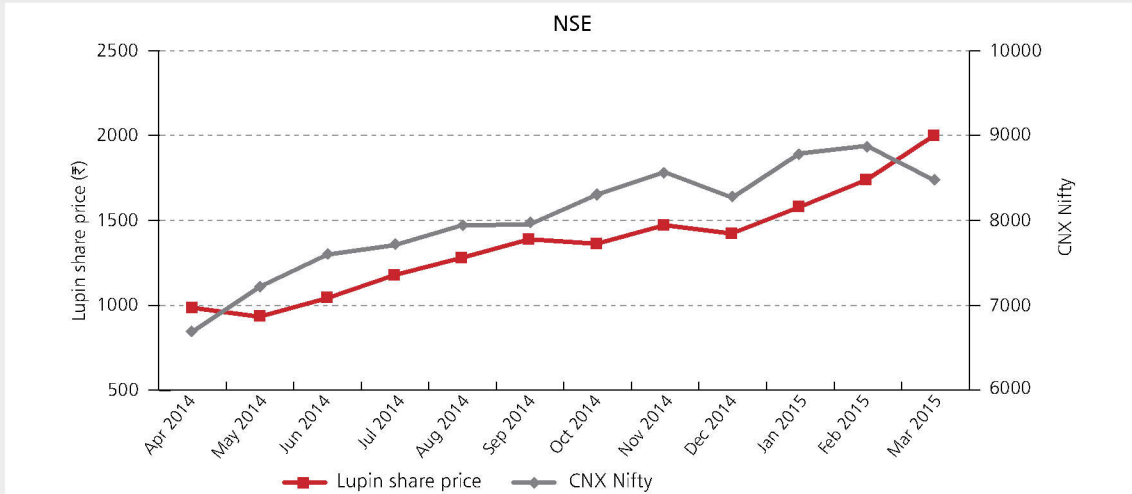
Month	BSE		NSE	
	Lupin share price (₹)	S&P BSE Sensex	Lupin share price (₹)	CNX Nifty
Apr - 2014	989.90	22417.80	989.60	6696.40
May - 2014	936.10	24217.34	935.95	7229.95
Jun - 2014	1048.65	25413.78	1048.05	7611.35
Jul - 2014	1182.05	25894.97	1181.75	7721.30
Aug - 2014	1287.00	26638.11	1285.40	7954.35
Sep - 2014	1394.95	26630.51	1395.65	7964.80
Oct - 2014	1369.10	27865.83	1369.05	8322.20
Nov - 2014	1481.10	28693.99	1480.45	8588.25
Dec - 2014	1427.55	27499.42	1427.95	8282.70
Jan - 2015	1584.35	29182.95	1585.30	8808.90
Feb - 2015	1746.95	29361.50	1746.95	8901.85
Mar - 2015	2007.05	27957.49	2008.40	8491.00



LUPIN SHARE PRICE COMPARED TO S&P BSE SENSEX



LUPIN SHARE PRICE COMPARED TO NSE CNX NIFTY



## EVOLUTION OF SHARE CAPITAL

Particulars of Equity Share Capital of the Company:

Year	Allotment of shares (of the face value of ₹10/- each)	Total issued	
		No. of shares during the year	Capital at the end of the year (₹)
2001 - 02	40141134 shares upon amalgamation *	40141134	401411340
2006 - 07	11360 shares under ESOP (Pre - Bonus) 40152494 shares as bonus (in the ratio of 1:1) 39576 shares under ESOP (Post - Bonus)	40203430	803445640
2007 - 08	1656100 shares upon conversion of FCCB 80231 shares under ESOP	1736331	820808950
2008 - 09	571069 shares upon conversion of FCCB 167586 shares under ESOP	738655	828195500
2009 - 10	5816742 shares upon conversion of FCCB 307541 shares under ESOP	6124283	889438330
2010 - 11	170691 shares under ESOP (Pre Sub-division)	1482024	892402378
	Allotment of shares (of the face value of ₹ 2/- each) 628569 shares under ESOP (Post Sub-division)		
2011 - 12	440492 shares under ESOP	440492	893283362
2012 - 13	887812 shares under ESOP	887812	895058986
2013 - 14	846311 shares under ESOP	846311	896751608
2014 - 15	1112531 shares under ESOP	1112531	898976670

\* Amalgamation of Lupin Laboratories Limited with Lupin Chemicals Limited whose name was changed to Lupin Limited.

### SHARE TRANSFER SYSTEM

Equity shares of the Company traded in dematerialised form are transferred through the depository system. Share transfers in physical form are processed by the Investors' Services Department of the Company within 15 days of receipt of valid share transfer documents.

The Board has constituted a Share Transfer Committee comprising Dr. Desh Bandhu Gupta, or in his absence, Dr. Kamal K. Sharma, as the Chairman of the Committee and Mrs. M. D. Gupta and Dr. K. U. Mada as the Members. The Committee met 25 times during the year to approve the transfer of 208650 equity shares in physical form.

In terms of Clause 47C of the Listing Agreement, every six months, a Company Secretary in practice undertakes audit of the share transfer related activities and the compliance certificate issued upon audit is submitted to BSE and NSE.

### SHARE ALLOTMENT COMMITTEE

The Board has delegated powers to the Allotment Committee of Directors to allot the shares of the Company. Dr. Desh Bandhu Gupta, or in his absence, Dr. Kamal K. Sharma is Chairman of the Committee and Mrs. M. D. Gupta is a Member.

The Allotment Committee met 13 times during the year and allotted 1112531 shares to the employees of the Company and those of its subsidiaries, upon their exercising the vested options granted to them under the Lupin Employees Stock Option Plans.

Executives of the Company are authorized by the Allotment Committee to comply with pre and post allotment formalities including listing of allotted shares with the stock exchanges.

### UNCLAIMED SHARES

Pursuant to Clause 5A of the Listing Agreement, till March 31, 2015, the Company has transferred in the aggregate 429150 unclaimed shares held by 1637 shareholders to 'Lupin Limited - Unclaimed Suspense Account'.

Till March 31, 2015, 136 shareholders have claimed 33200 shares which were transferred by the Company in the name of the respective claimant shareholders from the 'Unclaimed Suspense Account' after due verification of the claim documents submitted by them.

As on March 31, 2015, the balance in the Unclaimed Suspense Account was 395950 shares, the voting rights in respect of which shall remain frozen till the claim of the rightful shareowner is approved by the Company.

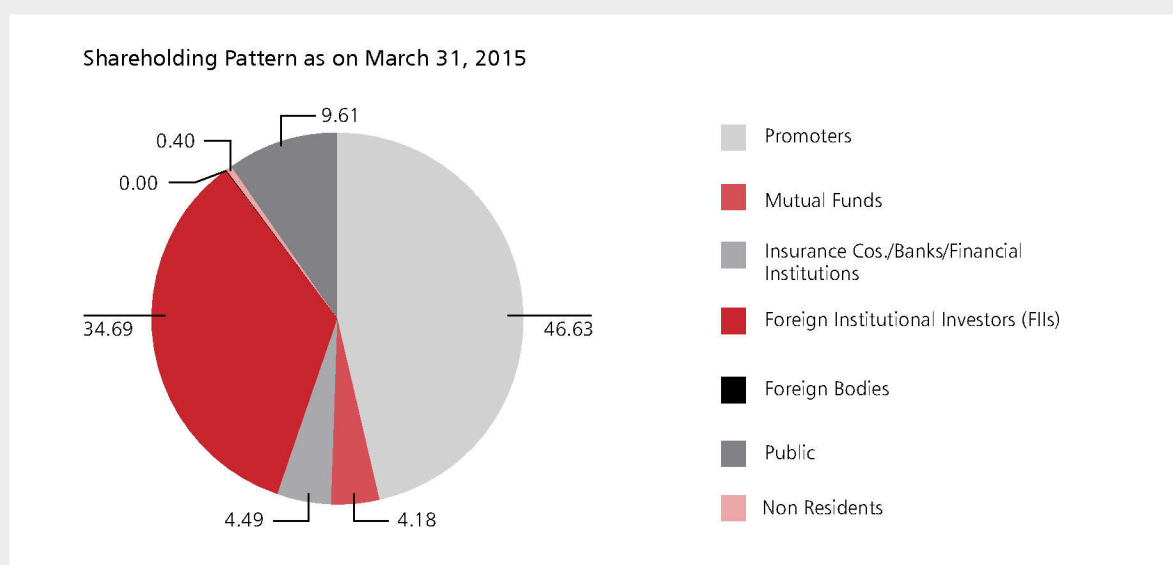
SHAREHOLDING PROFILE AS ON MARCH 31, 2015

i. Distribution of Shareholding

Shareholding range (No. of shares)	Shareholders		Shareholding	
	Numbers	%	Numbers	%
1 - 500	103102	90.93	7443794	1.66
501 - 1000	3619	3.19	2778690	0.62
1001 - 2000	3863	3.41	5085232	1.13
2001 - 3000	745	0.66	1874591	0.42
3001 - 4000	293	0.26	1045138	0.23
4001 - 5000	207	0.18	974355	0.22
5001 - 10000	429	0.38	3118229	0.69
10001 and above	1124	0.99	427168306	95.03
<b>Total:</b>	<b>113382</b>	<b>100.00</b>	<b>449488335</b>	<b>100.00</b>

ii. Shareholding Pattern

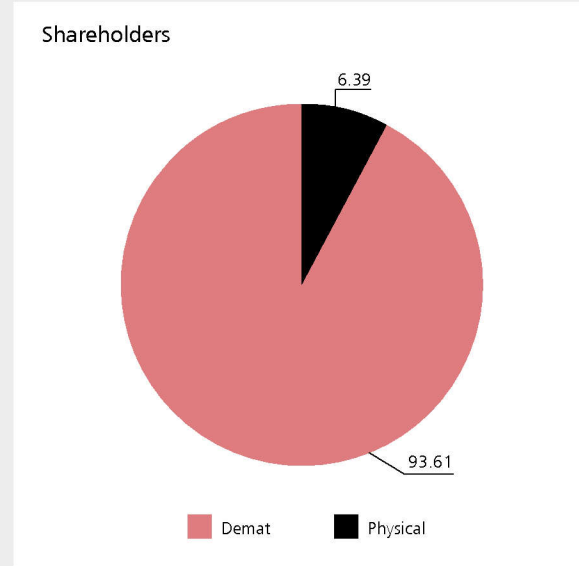
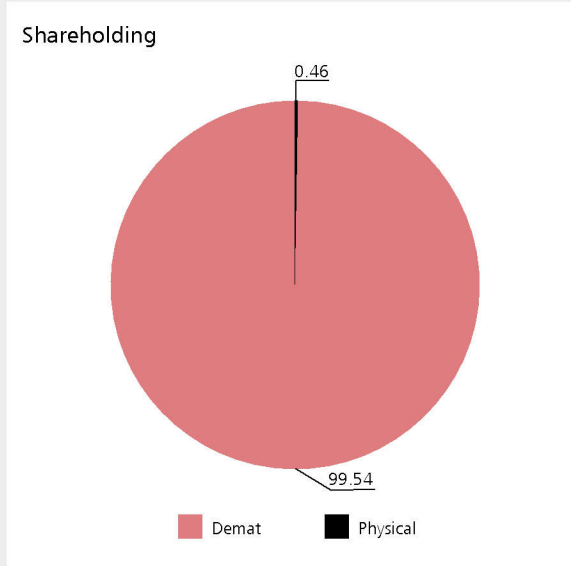
Category	As on 31.03.2015		As on 31.03.2014	
	No. of shares	%	No. of shares	%
Promoters	209602240	46.63	209599940	46.75
Mutual Funds	18771880	4.18	22401111	5.00
Insurance Cos./Banks/Financial Institutions	20188791	4.49	28324972	6.32
Foreign Institutional Investors (FIIs)	155918926	34.69	142832871	31.85
Foreign Bodies	7079	0.00	7079	0.00
Non Residents	1800683	0.40	1071955	0.24
Public	43198736	9.61	44137876	9.84
<b>Total:</b>	<b>449488335</b>	<b>100.00</b>	<b>448375804</b>	<b>100.00</b>





iii. Shareholding Profile

	Demat		Physical		Total (nos.)
	(nos.)	%	(nos.)	%	
Shareholding	447417059	99.54	2071276	0.46	449488335
Shareholders	106138	93.61	7244	6.39	113382



iv. Geographical spread of Shareholders

State	Shareholders		State	Shareholders	
	Nos.	%		Nos.	%
Andhra Pradesh	5066	4.47	Madhya Pradesh	2499	2.20
Assam	471	0.42	Maharashtra	44962	39.66
Bihar	762	0.67	North Eastern States	91	0.08
Chhattisgarh	349	0.31	Orissa	773	0.68
Delhi	6948	6.13	Punjab	1819	1.60
Gujarat	10846	9.57	Rajasthan	2963	2.61
Haryana	2115	1.87	Tamilnadu	6282	5.54
Himachal Pradesh	208	0.18	Uttarakhand	1842	1.62
Jammu and Kashmir	212	0.19	Uttar Pradesh	4878	4.30
Jharkhand	1557	1.37	West Bengal	7201	6.35
Karnataka	8116	7.16	Others	1487	1.31
Kerala	1935	1.71	<b>Total:</b>	<b>113382</b>	<b>100.00</b>

## DIVIDEND PROFILE

Particulars of dividend paid by the Company:

Financial year	Book closure/Record date	Dividend declared %	Date of declaration	Date of payment
2013 - 14 (Final)	23.07.14 - 30.07.14	150	30.07.2014	31.07.2014
2013 - 14 (Interim)	14.02.2014	150	03.02.2014	21.02.2014
2012 - 13	31.07.13 - 07.08.13	200	07.08.2013	08.08.2013
2011 - 12	17.07.12 - 24.07.12	160	24.07.2012	25.07.2012
2010 - 11	20.07.11 - 27.07.11	150	27.07.2011	28.07.2011
2009 - 10	21.07.10 - 28.07.10	135	28.07.2010	29.07.2010
2008 - 09	22.07.09 - 29.07.09	125	29.07.2009	30.07.2009
2007 - 08	15.07.08 - 22.07.08	100	22.07.2008	23.07.2008
2006 - 07	12.07.07 - 19.07.07	50	19.07.2007	20.07.2007
2005 - 06	11.07.06 - 12.07.06	65	25.07.2006	26.07.2006
2004 - 05	19.07.05 - 20.07.05	65	28.07.2005	29.07.2005
2003 - 04	15.07.04 - 16.07.04	65	29.07.2004	30.07.2004
2002 - 03	17.07.03 - 18.07.03	50	06.08.2003	07.08.2003
2001 - 02 (Final)	20.08.02 - 21.08.02	25	02.09.2002	03.09.2002
2001 - 02 (Interim)	07.02.2002	25	17.01.2002	15.02.2002

**Note:** Dividend for the year 2006-07 onwards was on enhanced share capital, consequent to the Bonus Issue in the ratio of 1:1.

### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has been maintaining the highest ethical standards by implementing a comprehensive Code of Conduct pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992, for prevention of insider trading in the shares of the Company.

The Code which is applicable to promoters, directors, auditors, employees of the Company and their dependents, prescribes the procedures to be followed while dealing in the shares of the Company. The Code prohibits the said persons to deal in the shares of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company.

The transactions in the shares of the Company are also subjected to the trading window closure periods announced by the Company, from time to time.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, an audit of share capital of the Company is conducted for each calendar quarter, by a practicing Company Secretary, with a view to reconcile the total admitted capital with NSDL and CDSL and those held in physical form with the total issued, paid up and listed capital of the Company.

The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/remat requests were confirmed within stipulated time etc. Details of changes in the share capital during the quarter are also covered in the report.

The Reconciliation of Share Capital Audit Report is submitted with BSE and NSE and is also placed before the meetings of the Stakeholders' Relationship Committee and the Board of Directors.

#### EMPLOYEES STOCK OPTION PLANS (ESOP)

The Company has formulated and implemented Employees Stock Option Plans (ESOPs) to attract, retain and motivate the employees of the Company and those of its subsidiaries. The ESOPs are compliant with and implemented pursuant to the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/SEBI (Share Based Employee Benefits) Regulations, 2014. Each option under the ESOPs, is convertible into one fully paid-up equity share of the face value of ₹2/- each with an exercise period of 10 years from the date of respective grant.

During the year under review, the Company granted 161000 options under the 'Lupin Employees Stock Option Plan 2003', 40500 options under the 'Lupin Employees Stock Option Plan 2005', 669250 options under the 'Lupin Employees Stock Option Plan 2011' and 260022 options under the 'Lupin Employees Stock Option Plan 2014' to its employees and 449210 options under the 'Lupin Subsidiary Companies Employees Stock Option Plan 2011' to the employees of the subsidiary companies. The Company has obtained necessary approvals for grant of options.

The Company has allotted under ESOPs 1112531 shares during the year, to those employees who have exercised their vested options. The allotted shares have been listed with the BSE and NSE.

The particulars of options as on March 31, 2015 have been provided in the Annexure to the Directors' Report, as envisaged under SEBI (Share Based Employee Benefits) Regulations, 2014.

#### UNCLAIMED DIVIDENDS

Dividends declared by the Company up to the financial year 2006-07 which remained unclaimed/ unpaid were transferred to the Investor Education and Protection Fund (IEPF), pursuant to the relevant provisions, as and when

the same were due.

As a proactive measure to safeguard interests of the shareholders, the Company sends reminders to shareholders concerned to claim their unpaid dividends before transferring the same to IEPF.

The unclaimed/unpaid dividends for the year 2007-08 onwards will be transferred to the IEPF, as given below:

Financial Year	Date of declaration	Due date for transfer to IEPF
2007 - 08	22.07.2008	27.08.2015
2008 - 09	29.07.2009	03.09.2016
2009 - 10	28.07.2010	02.09.2017
2010 - 11	27.07.2011	01.09.2018
2011 - 12	24.07.2012	29.08.2019
2012 - 13	07.08.2013	12.09.2020
2013 - 14 (Interim)	03.02.2014	11.03.2021
2013 - 14 (Final)	30.07.2014	04.09.2021

Shareholders are advised to confirm with their records and claim their dividend before the due date of transfer to IEPF, if not encashed earlier.

#### OUTSTANDING GDRs/ADRs/WARRANTS/CONVERTIBLE INSTRUMENTS

The Company has granted stock options to its employees and those of its subsidiaries under various employee stock option plans. Pursuant to the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/SEBI (Share Based Employee Benefits) Regulations, 2014 and the terms and conditions of the respective plans, the Company allots equity shares from time to time, upon the employees exercising the options vested in them,

There are no outstanding warrants and convertible instruments. The Company has not issued any GDR/ADR.



## PLANT LOCATIONS

The Company's plants are located at:

i) T-142, MIDC Industrial Estate, Tarapur Industrial Area, Boisar, Dist. Thane, Maharashtra - 401 506.	vi) EPIP, SIDCO Industrial Complex, Bari Brahmana, Jammu - 181 133.	xi) Kyowa Pharmaceutical Industry Co. Ltd., 11-1 Techno Park, Sanda, Hyogo 669 - 1339, Japan.
ii) 198-202, New Industrial Area 2, Mandideep, Dist. Raisen, Madhya Pradesh - 462 046.	vii) Gat No. 1156, Village Ghotawade, Taluka Mulshi, Dist. Pune, Maharashtra - 411 042.	xii) Kyowa CritiCare Co., Ltd., Post code 243-0014 4-18-29, Asahi-cho, Atsugi city, Kanagawa prefecture Japan.
iii) 124, GIDC Industrial Estate, Ankleshwar, Gujarat - 393 002.	viii) Block 21, Dabhasa, Padra Taluka, Vadodara, Gujarat - 391 440.	xiii) Laboratorios Grin S.A. de C.V., Rodriguez Saro # 630, Col Del Valle, Mexico DF, CP 03100, RFC LGR8309144M3.
iv) A-28/1, MIDC Chikalthana, Aurangabad, Maharashtra - 431 001.	ix) Plot Nos.2 and M-1, SEZ, Phase - II, Misc. Zone, Apparel Park, Pithampur, Dist. Dhar, Madhya Pradesh - 454 775.	
v) B-15, Phase IA, Verna Industrial Area, Verna Salcette, Goa - 403 722.	x) Plot 6A, Sector 17, Special Economic Zone, Mihan Notified Area, Nagpur - 441 108.	

## CONTACT PERSONS FOR ENQUIRIES

**Financial matters** : Mr. Sunil Makharia, email: sunilmakharia@lupin.com  
**Secretarial matters** : Mr. Rajvardhan V. Satam, email: rajvardhansatam@lupin.com  
**Investors related matters** : Mr. Pradeep Bhagwat, email: pradeepbhagwat@lupin.com

## ADDRESS FOR CORRESPONDENCE

Members may address their queries/communications to:

### Registered Office/Investors' Services Department:

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

Tel: +91 22 6640 2323 Ext: 2402/2403/2714/2715

Fax: +91 22 2652 8806.

E mail: investorservices@lupin.com

For and on behalf of the Board of Directors

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

## CERTIFICATE PURSUANT TO CLAUSES 41(II) AND 49(IX) OF THE LISTING AGREEMENT

We, Mr. Nilesh Gupta, Managing Director and Mr. Ramesh Swaminathan, Chief Financial Officer do hereby certify to the Board that :-

- (a) We have reviewed the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date and that to the best of our knowledge and belief: -
  - (i) the said statements do not contain any false, misleading or materially untrue statements or figures or omit any material fact, which may make the statements or figures contained therein misleading; and
  - (ii) the said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee: -
  - (i) significant changes in internal control over financial reporting during the year, if any;
  - (ii) significant changes in accounting policies during the year if any, and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For LUPIN LIMITED

NILESH GUPTA  
MANAGING DIRECTOR

For LUPIN LIMITED

RAMESH SWAMINATHAN  
CHIEF FINANCIAL OFFICER

Mumbai, May 13, 2015

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## DECLARATION PURSUANT TO CLAUSE 49II(E)(2) OF THE LISTING AGREEMENT

In accordance with Clause 49II(E)(2) of the Listing Agreement with the Stock Exchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended March 31, 2015.

For LUPIN LIMITED

NILESH GUPTA  
MANAGING DIRECTOR

Mumbai, May 13, 2015

# AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO,  
THE MEMBERS OF LUPIN LIMITED

We have examined the compliance of the conditions of corporate governance by LUPIN LIMITED ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the listing agreements of the said Company with relevant stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the Management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
(Registration No. 117366W/W-100018)

K. A. Katki  
Partner  
(Membership No. 038568)

Mumbai, May 13, 2015



# BUSINESS RESPONSIBILITY REPORT

The Company strongly believes that long-term growth can be achieved only if all the sections of the community prosper. The Company is committed to conduct its business responsibly, protect the global environment and promote the well-being of all stakeholders. The Company acts with integrity, fairness, honesty and compassion. In compliance with Clause 55 of the Listing Agreement, the Company has prepared the Business Responsibility Report as under: -

## Section A: General Information about the Company

1. **Corporate Identity Number (CIN) of the Company:** L24100MH1983PLC029442
2. **Name of the Company:** LUPIN LIMITED
3. **Registered address:** 159, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098.
4. **Website:** www.lupin.com
5. **E-mail id:** hosecretarial@lupin.com
6. **Financial Year reported:** Year ended March 31, 2015.
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

Industrial Group	Description
210	Manufacture of Pharmaceuticals.

*As per National Industrial Classification - Ministry of Statistics and Programme Implementation.*

8. **List three key products/services that the Company manufactures/provides (as in balance sheet):**  
Cardiovascular, Anti-Infective and Diabetology.
9. **Total number of locations where business activity is undertaken by the Company:**
  - i. **Number of International Locations**  
The Company has 22 international subsidiaries located in 15 countries and a Joint Venture in Japan. The Company also has Representative Offices in China, Russia, Ukraine, Kazakhstan, Uzbekistan and Vietnam.
  - ii. **Number of National Locations:**  
The Company has ten plants situated at Aurangabad, Tarapur, Pune and Nagpur in Maharashtra, Ankleshwar and Dabhasa in Gujarat, Mandideep and Indore in Madhya Pradesh, Goa and Jammu. The R&D Centre is located at Pune. The Registered and Corporate offices are housed in Mumbai. The Company has 29 Carrying & Forwarding Agents and six Central Warehouses across the country.
10. **Markets served by the Company - Local/State/National/International:**  
In addition to serving the Indian market, the Company exports to around 79 countries worldwide.

## Section B: Financial Details of the Company

1. **Paid up Capital (INR):** ₹ 896.8 million.
2. **Total Turnover (INR):** ₹ 97050.5 million (Standalone).
3. **Total profit after taxes (INR):** ₹ 23973.5 million (Standalone).
4. **Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):** The Company's total spending on CSR for the year ended March 31, 2015 was ₹ 125.8 million which is 0.52% of profit after tax.
5. **List of activities in which expenditure in 4 above has been incurred:**  
In congruence with the CSR Policy, the expenditure on CSR activities was made on sector based interventions based on annual action plans and budget outlay as follows:-
  - a. Various socio-economic measures and interventions involving productivity/ income enhancement, technology transfer and diversification were undertaken in various sectors such as agriculture, animal husbandry, rural industries, skill enhancement and financial assistance to the rural poor, aimed at poverty eradication, lifting people above the poverty line and bringing about economic development of the adopted areas;
  - b. Social development through women empowerment, community health management, sports activities, education and training in the adopted areas;
  - c. Socio-technological interventions through construction of check dams, farm ponds and similar soil and water conservation measures in the sector of natural resource management;

Annual Report 2015 | 97

- d. Rural Infrastructure Development through construction of internal roads, economic housing for rural poor, school and other common assets and sanitation facilities:
- e. Learn and Earn programme with an aim to provide an opportunity to worthy but financially weak students, particularly from small towns and rural areas for pursuing higher education; and
- f. Programme for the purpose of eradication of Tuberculosis.

### Section C: Other Details

1. Does the Company have Subsidiary Companies?:  
As on March 31, 2015, the Company had 23 subsidiaries.
2. Do the Subsidiary Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):  
Of the 23 subsidiaries, 22 are incorporated outside India, which comply with the requirements of their respective countries and have independent business responsibility initiatives. Lupin Healthcare Limited, the only Indian subsidiary, has not commenced commercial operations.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:  
Though other entities like suppliers, distributors, etc. do not directly participate in the BR initiatives of the Company, they support the same.

### Section D: BR Information

1. Details of Director/Directors responsible for BR:
  - a) Details of the Director/Directors responsible for implementation of the BR policy/policies
    - DIN Number: 01734642
    - Name: Mr. Nilesh Gupta
    - Designation: Managing Director

b) Details of the BR head:

Sl. No.	Particulars	Details
1.	DIN Number	01734642
2.	Name	Mr. Nilesh Gupta
3.	Designation	Managing Director
4.	Telephone number	+91 22 6640 2222
5.	E-mail id	hosecretarial@lupin.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N):

Sl. No.	Questions	Business Ethics	Product Responsibility	Well-being of employees	Stakeholder engagement	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policies for...	Y	Y	Y	Y	Y (The policy is broadly covered in various HR policies and practices as also codes of conduct)	Y	N	Y	Y

Sl. No.	Questions	Business Ethics	Product Responsibility	Well-being of employees	Stakeholder engagement	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	-	Y	Y
		The policies are broadly based on the National Voluntary Guidelines on social, environmental and economical responsibilities of business issued by the Ministry of Corporate Affairs, Government of India. International Standards namely, ISO 14001 and 18001 are in place to respect, protect and restore the environment.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO/ appropriate Board Director?	Y (Signed by the MD)	Y (Signed by the QA Head)	Y (Signed by the HR Head)	Y (Signed by the CSR Head)	Y (Signed by the HR Head)	Y (Signed by the MD)	-	Y (Signed by the CSR Head)	Y (Signed by the Marketing Head)
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	-	Y	Y
6.	Indicate the link for the policy to be viewed online?	*	@	@	@	*	@	-	*	*
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y
8.	Does the Company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	N	Y	Y	-	Y	Y

\* URL: <http://www.lupin.com>

@ <http://home.lupinworld.com>



2 a. If answer to Sl.No.1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sl. No.	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6		7	8
1.	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year.	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	The Company is a member of various trade bodies, chambers and associations through which it has been advocating from time to time in a responsible manner, about measures to be taken by the government to address issues related to the pharmaceutical industry. However, no need has been felt to formulate a specific policy for the same.	-	-

3. Governance related to BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.  
Annually.
- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?  
The Company does not publish a BR or a Sustainability Report; however, details pertaining to Corporate Social Responsibility (CSR) activities have been presented in the Management Discussion and Analysis Report as also the CSR Report given in 'Annexure B' to the Director's Report.

## Section E: Principle-wise performance

### Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No.  
Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?

The Company firmly believes and adheres to transparent, fair and ethical governance practices and responsible business conduct which is an integral part of its business. 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). The Company has instituted an initiative which enforces a common code of ethics, empowers employees to report unethical practices, ensures swift redressal and institutes specific mechanisms to deal with workplace harassment. The said initiative encompasses three important policies namely 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. In order to report malpractices, employees are encouraged to make a written complaint to the Office of the Ombudsperson in strictest confidence and with anonymity, if desired. The said initiative is a well-entrenched and well-established program, followed in letter and spirit by all employees of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

As stated in the Corporate Governance Report, 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.

## Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.
  - i. 'Upxiga' (Ulinastatin) for sepsis management.
  - ii. 'Tonact' (Atorvastatin) for reducing Cholesterol.
  - iii. 'Gluconorm' (Metformin) an Anti-Diabetes drug.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
  - i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?  
The Company manufactures as well as distributes a varied range of generics and branded Formulations and APIs at its world class manufacturing facilities. Since consumption per unit depends on the product mix, there are no specific standards to ascertain reduction achieved at product level.
  - ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?  
The Company's products do not have any broad-based impact on energy and water consumption by consumers.
3. Does the Company have procedures in place for sustainable sourcing (including transportation)?  
If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.  
The Company has a formulated operating procedure in place for approving vendors. Materials (local as also international) are procured from approved vendors. The Company has regular vendors with whom it has developed a longstanding business relation. Periodic audit of the vendors, especially those who supply key materials is conducted by the quality assurance team of the Company. Annual freight contracts for movement of materials are entered into with leading transporters. The Company continues to receive sustained support from its vendors.
4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?  
If yes, what steps have been taken to improve their capacity and capability of local and small vendors?  
The Company procures goods and avails services from local and small vendors, particularly those located around its manufacturing locations. The Company provides technical support and guidance to vendors in developing products. The Company saves on transportation as well as inventory carrying costs as a result of procurement of goods from the local vendors.
5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.  
The Company has in place, a mechanism for recycling products and waste. About 38% of the waste water generated in plants, is recovered, recycled and reused, thereby saving usage of fresh water. Treated waste water is used for gardening Company premises which reduces consumption of fresh water.  
  
About 51% of incinerable waste generated at plants is sent for co-processing in cement kilns and the same is used in place of fossil fuel by the cement industry. Most of the solvents are recycled and reused.

## Principle 3

1. Please indicate the total number of employees.  
14,198 permanent employees as on March 31, 2015.
2. Please indicate the total number of employees hired on temporary/contractual/casual basis.  
4,236 as on March 31, 2015.
3. Please indicate the number of permanent women employees.  
750 as on March 31, 2015.

4. Please indicate the number of permanent employees with disabilities.

35 as on March 31, 2015.

5. Do you have an employee association that is recognized by management?

Since the Company's plants and offices are situated at multiple locations, there are unions and association of employees at the respective locations.

6. What percentage of your permanent employees is members of this recognized employee association

About 5% of the permanent employees are members of recognised employee associations.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sl.No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour / forced labour / involuntary labour	Nil, as the Company does not hire child labour, forced labour or involuntary labour.	N.A.
2.	Sexual harassment	Nil	N.A.
3.	Discriminatory employment	Nil	N.A.

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year? (only safety training)

**Permanent Employees:** - About 92% of operating personnel are trained in safety. Safety training is imparted to employees at the time of joining the Company and includes firefighting, first-aid, procedural and chemical safety, etc. Procedural safety trainings are imparted regularly and first-aid and firefighting trainings are imparted at scheduled intervals.

**Permanent Women Employees:** - About 90% of the permanent women employees are trained in safety and no discrimination is being made while imparting training to women employees vis-a-vis their male counterparts. Induction safety training is given to newly recruited women employees while other trainings like first aid etc. are imparted periodically.

**Casual/Temporary/Contractual Employees:** - 100% in operating functions are trained.

**Employees with Disabilities:** - No discrimination is being made while imparting training to differently abled employees vis-a-vis their fellow employees.

#### Principle 4

1. Has the Company mapped its internal and external stakeholders? Yes/No.

The Company has mapped its stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

The Company has identified the disadvantaged, vulnerable and marginalized stakeholders.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

'Lupin Blue Eyes' division of the Company continued with the 'Punarjyoti' ('Rebirth of Eyes'), campaign that promotes the noble message of eye donation after death. Each product pack contains a unique insert of the eye donation form along with helpline numbers and provides patients detailed information about the eye donation process.

In line with its philosophy of contributing to the well-being of patients, the Company initiated different educational programmes in order to create awareness about various diseases. The Company created a dedicated multilingual website 'Right2breathe' for education about Asthma and allergies. In order to increase awareness about various respiratory diseases, the Company observed various respiratory events like 'World Asthama Day', 'World COPD Day', 'World No Tobacco Day' etc. where road rallies, tree plantations, poster advertisements are organized. The Company also conducted parental education for pediatric asthama as also paramedic's updation program and spirometry technician training program. The Company



created more than 1000 respiratory clinics across the country to increase awareness of respiratory diseases. 'Arogya Lifestyle Camps' strive to educate patients about lifestyle diseases by providing patients with AROGYA booklet on diet tips in regional languages. The Company continued its commitment towards TB eradication by creating a unique mobile application 'Fight TB' which is one stop solution to doctors treating Tuberculosis. Free TSH camps are provided to patients with Hypothyroidism. The Cardio Vascular and Neurology team of the Company conducts the 'Connect to Cure' program to improve patient awareness on hypertension and its comorbidities through various mediums. The Company also identified and collaborated with Doctors and created heart failure clinics across the country to increase awareness of heart failure management. The Company has created webinar platforms with unrestricted patient/public login disseminating patient awareness on Cardio Vascular disease. Medical camps were conducted for screening and diagnosis of various therapy areas like Asthma, COPD, Lipids, Anemia, Diabetes, Hypertension, Uric Acid measuring camp, Bone Mineral Density.

#### Principle 5

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company is committed to respect and protect human rights and the codes of conduct as also the human resource practices of the Company cover most of these aspects. The Company does not hire child labour, forced labour or involuntary labour and never discriminate between its employees. This policy extends to the entire Lupin group.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

During the year under review, the Company did not receive any such complaint

#### Principle 6

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

The policy covers the Company, its subsidiaries and all contractors working within the Company premises.

2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Conservation and optimum utilization of natural resources has always been accorded the topmost priority by the Company. The Environment, Health and Safety policy of the Company lays emphasis on operating in environmentally responsible manner by initiating energy efficient measures in order to reduce overall consumption. Efforts are directed towards energy conservation by reducing/eliminating waste (<http://home.lupin.com>). Water is a precious resource and the Company has a mechanism to recycle waste water.

The Company has initiated the process of shifting from high Ozone depleting substances being used as refrigerants to less/zero potential refrigerants like R 134A /R 404A.

3. Does the Company identify and assess potential environmental risks? Y/N.

Yes, an internal/external mechanism is in place, whereby all new facilities and products of the Company are assessed for risks which includes an environmental impact assessments and development of environmental management plans. The environmental management plans are reviewed during internal meetings. The Company received the prestigious International Sustainability Rating System (ISRS) certification after audit by external independent parties. The Company is the first in the pharmaceutical industry in India to have received the certification for three of its units.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

At present, the Company does not have any project related to Clean Development Mechanism.

5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The Company replaced steam generating boilers running on fossil fuel to agro waste thereby saving precious fossil fuel.

Some energy-efficient and clean technology initiatives carried out by the Company at different locations were as under: -

- Resizing of utility headers to reduce functional losses & pumping power losses.
- Replaced conventional light fittings with low power consuming LED lights.
- Saving in steam by condensate recovery & Header Regrouping.
- Replaced cooling towers wherever required with efficient cooling towers.
- Installed Lighting Voltage Transformer (LVT) in certain areas for street Lighting resulting in power savings and energy efficiency.
- Provided Street lights based on solar panels in certain areas thus utilising renewable energy.
- Installed Motion sensors in certain operating areas for better energy efficiency.

**6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes and the same are monitored by both internal and approved external agencies.

**7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

There was no unresolved show cause/legal notices received from CPCB/SPCB.

**Principle 7**

**1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

The Company is a member of various trade bodies, task forces and forums, chambers and associations inter alia: -

- a. Federation of Indian Chambers of Commerce and Industry (FICCI);
- b. Confederation of Indian Industry (CII);
- c. The Associated Chambers of Commerce and Industry (ASSOCHAM);
- d. Indian Pharmaceutical Alliance (IPA);
- e. Indian Drugs Manufacturers Association (IDMA);
- f. Bulk Drugs Manufacturers Association (BDA);
- g. Pharmaceutical Export Promotion Council of India (PHARMAEXCIL);
- h. Bombay Chamber of Commerce and Industry; and
- i. Federation of Indian Export Organisation (FIEO).

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).**

The Company has advocated at various forums, over the years, about the measures to be undertaken in order to address basic issues related to improvement of public health so as to promote a balanced, sustainable economic development. While the Company supports the government in its efforts to harness the country's innovation capabilities, measures are suggested to offer facilities and incentives viz., infrastructure and weighted tax deductions on expenditure incurred by Indian companies on research & development (R&D), to encourage investments in R&D. Continuous efforts are made to promote the use of generic medicines which would make medical treatment affordable to the under-privileged sections of the society.

**Principle 8**

**1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company derives its name from LUPIN flower which nourishes the soil in which it grows without consuming much of it. Similarly, the Company strongly believes in giving back to the society in which it has flourished, to ensure collective and

balanced progress across all sections. The Company undertakes its Corporate Social Responsibility (CSR) activities with a mission to assist those less fortunate in rural India.

In pursuance of its mission of achieving inclusive growth and development, the Company carried out CSR activities focusing mainly on: -

#### **Economic Development Programme**

- Agriculture;
- Animal Husbandary;
- Rural Industries and Skill Development;
- Financial Inclusion;
- Micro Finance.

#### **Social Development Programme**

- Women empowerment;
- Health including Awareness and treatment programmes of Tuberculosis in rural and urban areas;
- Education;
- Social Security;
- Local events sponsorship (Sports, Cultural and similar other).

#### **Rural infrastructure Development Programme**

- Rural Economic Housing;
- Village inroads;
- Civic amenities Community health management.

#### **Natural Resource Management**

- Land Development;
- Water Resource Development;
- Alternate Energy Development.

#### **Disaster Response and Management programme**

- Disaster preparedness and prevention;
- Relief operations;
- Recovery measures;
- Rehabilitation;
- Awareness and treatment of Tuberculosis in rural and urban areas Education and training.

#### **2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The CSR activities of the Company are implemented mainly through Lupin Human Welfare and Research Foundation (LHWRF) and Matashree Gomati Devi Jana Seva Nidhi, a sister organisation of LHWRF. Both have a common long-term objective of transforming rural lives across India and whose main objectives are social and economic advancement of families below the poverty line with special focus on women empowerment, healthcare, education and sports. Apart from the above, different centers of LHWRF mobilise additional resources from Banks, Government to achieve high impact within the adopted areas.

#### **3. Have you done any impact assessment of your initiative?**

The Company conducts impact assessment of its CSR initiatives through qualitative feedbacks collected from the beneficiaries of projects undertaken. Various projects are undertaken in partnership with government and semi-government agencies that have their own monitoring mechanisms and impact assessment systems. Efforts are on to establish a robust internal M & E system.