



## LUPIN LIMITED

### NOTICE TO MEMBERS

**NOTICE** is hereby given that the Twenty-Ninth Annual General Meeting of Lupin Limited will be held at Rang Sharda Natyamandir, Bandra Reclamation, Bandra (West), Mumbai - 400 050, on Wednesday, July 27, 2011, at 2.30 p.m. to transact the following business: -

#### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2011, Profit and Loss Account for the year ended on that date and reports of Directors and Auditors.
2. To declare dividend for the year ended March 31, 2011.
3. To appoint a Director in place of Mr. Nilesh Gupta, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Dr. K. U. Mada, who retires by rotation and is eligible for re-appointment.
5. To appoint auditors to hold office from the conclusion of the Twenty-Ninth Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

#### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item nos. 3 and 4 is annexed.
3. The register of members and the share transfer register will be closed from Wednesday, July 20, 2011 to Wednesday, July 27, 2011, (both days inclusive).
4. Dividend for the year ended March 31, 2011, if declared at the Annual General Meeting, shall be paid to those members, whose names appear: -
  - a. As beneficial owners at the end of business day on Tuesday, July 19, 2011 as per lists furnished by NSDL and CDSL in respect of shares held in electronic form.
  - b. On the register of members of the Company as on Tuesday, July 19, 2011 in respect of shares held in physical form.
5. In order to enable the Company to remit dividend through National Electronic Clearing Service (NECS), members are requested to provide details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code (as appearing on the cheque). It is advisable to attach a photocopy of the cheque leaf/cancelled cheque leaf. The said information should be submitted to the Company if the shares are held in physical form and to the concerned Depository Participant (DP), if the same are held in electronic form. Payment through NECS shall be subject to availability of NECS Centres and timely furnishing of complete and correct information by members.
6. Members of the Company who have not encashed their dividend warrants for the year ended March 31, 2004 or any subsequent year(s) are requested to lodge their claims with the Company.

Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 the amounts of unpaid/un-encashed dividend, matured deposits and interest thereon remaining unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund. Accordingly, during the year, unpaid final dividend for the year ended March 31, 2003 was transferred to the said fund.

As refund of any amount transferred to the said fund cannot be claimed, you are advised to encash your dividend warrants promptly.
7. Members are advised to avail of nomination facility in respect of shares held by them. Nomination forms can be obtained from the Investors' Services Department of the Company.
8. Members are requested to: -
  - a. Intimate the Company, changes, if any, in their registered addresses at an early date for shares held in physical form. For shares held in electronic form, changes, if any, may please be communicated to respective DPs.
  - b. Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
  - c. Approach the Company for consolidation of various ledger folios into one.
  - d. To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
  - e. Bring with them at the meeting, their copy of the Annual Report and Attendance Slip.

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their communications to the Registered Office of the Company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.
10. Members, who hold shares in electronic form, are requested to notify their DP and Client ID numbers at the meeting for easier identification.

**By Order of the Board of Directors**

**R. V. SATAM**  
*Company Secretary*

Mumbai, May 12, 2011

**Registered Office:**  
159, C.S.T. Road, Kalina,  
Santacruz (East),  
Mumbai - 400 098.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

**ITEM NO.3**

A brief profile of Mr. Nilesh Gupta and names of companies in which he is a director are given in the Corporate Governance Report, which forms part of the Annual Report.

Mr. Nilesh holds 625240 equity shares of ₹ 2/- each in the Company.

Mr. Nilesh Gupta is interested in or concerned with the said resolution. Dr. Desh Bandhu Gupta, Mrs. M. D. Gupta and Mrs. Vinita Gupta being related to Mr. Nilesh Gupta, can be considered to be interested in or concerned with the said resolution. None of the other directors can be considered to be interested in or concerned with the said resolution.

The Board recommends passing of the said resolution.

**ITEM NO.4**

A brief profile of Dr. K. U. Mada and names of companies in which he is a director are given in the Corporate Governance Report, which forms part of the Annual Report.

Dr. Mada holds 3000 equity shares of ₹ 2/- each in the Company.

Dr. Mada is interested in or concerned with the said resolution. None of the other directors can be considered to be interested in or concerned with the said resolution.

The Board recommends passing of the said resolution.

**By Order of the Board of Directors**

**R. V. SATAM**  
*Company Secretary*

Mumbai, May 12, 2011

**Registered Office:**  
159, C.S.T. Road, Kalina,  
Santacruz (East),  
Mumbai - 400 098.

**For the kind attention of Members**

The Ministry of Corporate Affairs (MCA) has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies. Vide its Circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, MCA has permitted companies to send Notices, Annual Report, etc. to its Members in electronic form, i.e. through e-mail.

Besides ensuring prompt receipt of communication and avoid loss of articles during postal transit, it shall also benefit the society at large through reduction in paper consumption thereby contributing towards a greener environment.

In view of the above, we request the Members to register their e-mail address with the Company, (if shares are held in physical form) or with their Depository Participant (if shares are held in demat form) to receive documents and other communication from the Company in electronic form.