



May 28, 2019

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

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

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

In compliance with Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, enclosed is the Annual Secretarial Compliance Report for the year ended March 31, 2019, issued by Ms. Neena Bhatia, Practising Company Secretary (FCS – 9492).

Kindly take the same on record.

Thanking you

For LUPIN LIMITED

**R. V. SATAM**  
**COMPANY SECRETARY**  
**(ACS – 11973)**



Encl: a/a

LUPIN LIMITED

Registered Office: 3<sup>rd</sup> Floor, Kalpataru Inspire, Off W. E. Highway, Santacruz (East), Mumbai - 400 055 India. Tel : (91-22) 6640 2323.

Corporate Identity Number: L24100MH1983PLC029442

www.lupin.com



**N. J. BHATIA**  
**COMPANY SECRETARY**

C-93, Snehadhara, Dadabhai Cross Road No. 3, Vile Parle (W), Mumbai - 400 056.  
Cell : 9870002130 E-mail : njbhatia@rediffmail.com / njbhatia21@gmail.com

**SECRETARIAL COMPLIANCE REPORT**

**OF LUPIN LIMITED FOR THE YEAR ENDED MARCH 31, 2019**

I Ms. Neena Bhatia, Practicing Company Secretary, have examined: -

1. all documents and records made available to me and explanations provided by Lupin Limited;
2. filings/submissions made by Lupin Limited to the stock exchanges;
3. website of Lupin Limited; and
4. such other document/filing, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 2019 ('Review Period') in respect of compliance with the provisions of: -

- i. the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ('SCRA'), Rules made thereunder and Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and circulars/guidelines issued thereunder, have been examined, include: -

- a. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- e. SEBI (Share Based Employee Benefits) Regulations, 2014;
- f. SEBI (Depositories and Participants) Regulations, 2018;
- g. SEBI (Investor Protection and Education Fund) Regulations, 2009;
- h. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 & SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018; and
- i. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period: -

- a. Lupin Limited has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

**NEENA BHATIA**  
**COMPANY SECRETARY**  
C-93, Snehadhara,  
Dadabhai Cross Road No. 3,  
Vile Parle (W), Mumbai - 400 056.  
FCS 9492 CP No. 2661

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL		

- b. Lupin Limited has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my/our examination of those records.
- c. The following are the details of actions taken against Lupin Limited/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

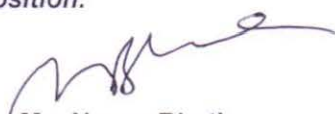
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable			

*The Chief Financial Officer of the Company resigned effective December 11, 2018 and the Company is in the process of identifying a suitable candidate for the said position.*

Place: Mumbai,  
Date: May 15, 2019

  
Ms. Neena Bhatia  
(Company Secretary)  
(FCS No: 9492 CP. No.: 2661)

**NEENA BHATIA**  
**COMPANY SECRETARY**  
C-93, Snehadhara,  
Dadabhai Cross Road No. 3,  
Vile Parle (W), Mumbai - 400 056.  
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