



August 13, 2021

✓ **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 Sir/Madam,

Sub: Scrutiniser's Report.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, enclosed is the Scrutiniser's Report for declaration of Voting Results at the Thirty-Ninth Annual General Meeting of the Company, held on Wednesday, August 11, 2021, at 4.30 p.m. (IST) through Video Conferencing/Other Audio Visual Means.

Thanking you,

For LUPIN LIMITED

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

Encl: - a/a.



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

To,

The Chairman of the Thirty-Ninth Annual General Meeting of shareholders of Lupin Limited held on Wednesday, August 11, 2021 at 4.30 p.m. (IST) at the deemed venue Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Dear Madam,

Sub: Scrutiniser's Report

I, Ms. Neena J Bhatia, Company Secretary in whole time practice, appointed as Scrutiniser vide letter dated May 12, 2021, for the purpose of remote e-voting and e-voting by Members at the Thirty-Ninth Annual General Meeting (AGM) of Lupin Limited (hereinafter referred to as the Company), held on Wednesday, August 11, 2021, at 4.30 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), on agenda items contained in the Notice dated July 8, 2021, submit my report as under: -

Publication of Notice in newspapers: -

Pursuant to General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, of the Ministry of Corporate Affairs ('MCA'), (collectively, 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, of the Securities and Exchange Board of India ('SEBI') (collectively, with MCA Circulars, 'Circulars'), an advertisement was published in English in the Economic Times (all India edition) and its Marathi translation in Maharashtra Times on July 19, 2021 and July 18, 2021, respectively, as regards dispatch of Notice, conducting remote e-voting and requesting shareholders to register their email addresses/update their bank account details on or before July 28, 2021, for receiving dividend/other communications in electronic form.

The Company has informed that, on the basis of the Register of Members and the lists of Beneficial Owners made available by Central Depository Services (India) Limited and National Securities Depository Limited, the Company completed dispatch of the Notice convening the AGM on Saturday, July 17, 2021, by e-mail to the Shareholders who had registered their e-mail IDs with the Company/Depositories and the same was hosted on the website of the Company.

Cut-off date: -

The Voting rights were reckoned as on August 3, 2021, being the Cut-off date for the purpose of deciding the entitlement of Members for Remote E-voting and E-voting at the AGM.

Remote E-voting: -

The Company made available, Remote E-voting facility to its Members, the Remote E-voting period commenced at 9.00 a.m. (IST) on August 7, 2021 and ended at 5.00 p.m. (IST) on August 10, 2021, thereafter, it was blocked for e-voting by Link Intime India Private Limited (Link Intime). Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by Link Intime.

Voting at the AGM: -

On the day of the AGM, the Company conducted e-voting for those Shareholders, who could not participate in the remote e-voting to cast their votes.

Pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through Remote E-voting do not vote again at the AGM, after closure of period of Remote E-voting, I referred to the list containing details relating to those Shareholders who had cast their votes through Remote E-voting, viz. names, folio/DP-Client ID nos. and number of shares held by them.

Process of scrutiny and counting of votes: -

After voting at the AGM concluded, I unblocked the results of the Remote E-voting and E-voting by Shareholders at the AGM, on the e-voting platform and downloaded the results.

Consolidated Voting Results: -

Consolidated Voting Results, with respect to each item on the Agenda as set out in the Notice dated July 8, 2021, of the AGM are enclosed.

It is observed that 1144 Shareholders casted their votes through Remote E-voting and 15 Shareholders casted their votes through E-voting at the AGM.

List of Shareholders for both, Remote E-voting as well as E-voting at the AGM, containing details of Shareholders who voted 'FOR', 'AGAINST' and those votes, which were considered as invalid along with all other relevant records, were handed over to the Company Secretary, who was authorised by the Board.

NEENA
BHATIA

Neena J Bhatia
(Company Secretary)

FCS No. : 9492

CP No. 2661

Place: Mumbai

Dated: August 13, 2021

UDIN: F009492C000776929

Lupin Limited – Annual General Meeting on August 11, 2021

Consolidated Voting Results

Item No. 1 : Ordinary Resolution		No of Members	No. of Valid Votes	%
To adopt the standalone audited financial statements including Balance Sheet as at March 31, 2021, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.	Assent / For /Favour	1143	380019341	100.00
	Dissent / Against	9	246	0.00
	Total	1152	380019587	100.00
	Invalid Votes	0	0	

Item No. 2 : Ordinary Resolution		No of Members	No of valid votes	%
To adopt the consolidated audited financial statements including Balance Sheet as at March 31, 2021, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Auditors thereon.	Assent / For /Favour	1142	380019352	100.00
	Dissent / Against	9	240	0.00
	Total	1151	380019592	100.00
	Invalid Voting	0	0	

Item No. 3 : Ordinary Resolution		No of Members	No of valid votes	%
To declare dividend of a 6.50 per equity share, for the year ended March 31, 2021.	Assent / For /Favour	1142	385071312	99.93
	Dissent / Against	17	266273	0.07
	Total	1159	385337585	100.00
	Invalid Voting	0	0	

Item No 4 : Ordinary Resolution		No of Members	No of valid votes	%
To re-appoint Dr. Kamal K. Sharma (DIN: 00209430), as a Director of the Company, who retires by rotation and being eligible, offers himself, for re-appointment.	Assent / For /Favour	1045	366425296	96.22
	Dissent / Against	103	14404317	3.78
	Total	1148	380829613	100.00
Invalid Voting		0	0	

Item No 5 : Ordinary Resolution		No of Members	No of valid votes	%
To re-appoint B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company for a second term of five years from the conclusion of the 39th Annual General Meeting (AGM) till the conclusion of the 44th AGM and fix their remuneration.	Assent / For /Favour	1132	385336434	100.00
	Dissent / Against	23	1046	0.00
	Total	1155	385337480	100.00
Invalid Voting		0	0	

Item No 6 : Special Resolution		No of Members	No of valid votes	%
To re-appoint Ms. Christine Mundkur (DIN: 08408494) as an Independent Director of the Company, for a period of five years from the conclusion of the 39th AGM till August 10, 2026.	Assent / For /Favour	1101	376488689	98.83
	Dissent / Against	44	4439132	1.17
	Total	1145	380927821	100.00
Invalid Voting		0	0	

Item No 7 : Ordinary Resolution		No of Members	No of valid votes	%
To ratify the remuneration payable to Mr. S. D. Shenoy, Cost Auditor, for conducting cost audit for the year ending March 31, 2022.	Assent / For /Favour	1127	385335485	100.00
	Dissent / Against	25	1593	0.00
	Total	1152	385337078	100.00
Invalid Voting		0	0	

Item No 8 : Special Resolution		No of Members	No of valid votes	%
To approve the Lupin Employees Stock Option Plan 2021 (ESOP 2021) and the granting of Stock Options to the employees of the Company under ESOP 2021.	Assent / For /Favour	671	250644097	72.59
	Dissent / Against	464	94628521	27.41
	Total	1135	345272618	100.00

Invalid Voting	0	0
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Item No 9 : Special Resolution		No of Members	No of valid votes	%
To grant Stock Options to the employees of the Subsidiaries of the Company under ESOP 2021.	Assent / For /Favour	664	250671011	72.60
	Dissent / Against	471	94601368	27.40
	Total	1135	345272379	100.00

Invalid Voting	0	0
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NEENA BHATIA

Neena J Bhatia

(Company Secretary)

FCS No. 9492 CP No 2661

Date: August 13, 2021

Place: Mumbai