



December 15, 2021

**The BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
Scrip Code: 532531

**The National Stock Exchange of India Limited**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
Scrip Code: STAR

Dear Sirs,

**Sub: Notice of Postal Ballot**  
**Ref: Our Letter dated November 10, 2021**

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Postal Ballot dated November 10, 2021, seeking approval of Members of the Company for the following resolutions:

#	Description of the Resolution	Type of Resolution
1.	Continuation of Mr. Bharat Shah (DIN: 00136969) as an Independent Director of the Company	Special Resolution
2.	Alteration of Articles of Association of the Company	Special Resolution
3.	Reclassification of Outgoing Promoters 1 to “Public” Shareholder category	Ordinary Resolution
4.	Reclassification of Outgoing Promoters 2 to “Public” Shareholder category	Ordinary Resolution

***Date of events relevant to Postal Ballot are as below:***

#	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, December 10, 2021	Wednesday, December 15, 2021
2.	Date of Commencement of e-Voting	Thursday, December 16, 2021 at 9.00 am
3.	Date of Ending of e-Voting (“Last Date”)	Friday, January 14, 2022 at 5.00 pm
4.	Results of Postal Ballot	On or before Tuesday, January 18, 2022

**Strides Pharma Science Limited**  
CIN: L24230MH1990PLC057062

Corp Off: Strides House, Bilekahalli, Bannerghatta Road, Bengaluru - 560 076, India | Tel: +91 80 6784 0000 Fax: +91 80 6784 0700  
Regd Off: 201, Devavrata, Sector 17, Vashi, Navi Mumbai – 400 703, India | Tel: +91 22 2789 2924 / 3199 Fax: +91 22 2789 2942  
corpcomm@strides.com, www.strides.com



Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.strides.com](http://www.strides.com) and on the website of KFin Technologies Private Limited <https://evoting.kfintech.com>.

This is for your information and records.

Thanks & Regards,  
For **Strides Pharma Science Limited**,

A handwritten signature in blue ink that reads 'Manjula R.'.

**Manjula Ramamurthy**  
**Company Secretary**



Encl. As above

**Strides Pharma Science Limited**

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## STRIDES PHARMA SCIENCE LIMITED

CIN: L24230MH1990PLC057062

Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai - 400 703

Tel No.: +91 22 2789 2924/ 2789 3199

Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru - 560 076

Tel No.: +91 80 6784 0000/ 6784 0290

Website: [www.strides.com](http://www.strides.com); Email: [investors@strides.com](mailto:investors@strides.com)

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## NOTICE OF POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given, in accordance with Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 (“**General Circulars**”) issued by the Ministry of Corporate Affairs (the “**MCA**”) for seeking approval of the Members of Strides Pharma Science Limited (the “**Company**”) for the business set out hereunder through Postal Ballot by remote e-voting (“**Postal Ballot/ e-Voting**”).

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

Further, in terms of the General Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent / dissent of the Members shall only take place through remote e-Voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The proposed Resolutions and Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolutions are annexed hereto for your consideration.

### **Scrutinizer for conducting the Postal Ballot**

The Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed Mr. Binoy Chacko (Membership No. FCS: 4792 and CP: 4221), Partner of M/s. Joseph and Chacko LLP, Company Secretaries as Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

### **E-voting**

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Private Limited, Registrar and Transfer Agents of the Company (“**KFintech**” or “**RTA**”), as the agency to provide e-Voting facility for its Members.

The remote E-voting facility is available at the link: <https://evoting.kfintech.com> and commences from Thursday, December 16, 2021 at 09.00 am and concludes on Friday, January 14, 2022 at 05.00 pm. E-Voting module shall be disabled by KFinTech for voting thereafter. Members desiring to exercise their votes are requested to carefully read the “**Information and Instructions relating to e-Voting**” provided in the Notes to this Notice.

The Scrutinizer shall submit his Report, in writing, upon completion of scrutiny of e-Voting data provided by KFinTech, in a fair and

transparent manner. The result on the resolutions proposed to be passed through Postal Ballot/ e-Voting shall be announced on or before Tuesday, January 18, 2022 and shall be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. The results of the Postal Ballot/ e-Voting shall also be displayed on the Company’s website at [www.strides.com](http://www.strides.com) and on the website of KFinTech: <https://evoting.kfintech.com/>

### Key details regarding the Postal Ballot/ e-Voting

#	Particulars	Details
1)	Link for remote e-Voting	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
2)	Scrutinizer Details	Mr. Binoy Chacko (Membership No. FCS: 4792 and CP: 4221), Partner of M/s. Joseph and Chacko LLP, Company Secretaries, Bengaluru. Email: <a href="mailto:binoy@jandc.in">binoy@jandc.in</a>
3)	Cut-off date for eligibility for e-Voting	Friday, December 10, 2021
4)	Time period for e-voting	<b>Starts:</b> Thursday, December 16, 2021 at 09.00 am. <b>Ends:</b> Friday, January 14, 2022 at 05.00 pm.
5)	Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/postalballot/registration.aspx">https://ris.kfintech.com/clientservices/postalballot/registration.aspx</a>
6)	Last date for publishing results of the e-Voting	On or before Tuesday, January 18, 2022
7)	In case of any grievances or queries, contact	Mr. Raju S.V, Dy. Vice President/ Mr. Mohan Kumar A, Manager  KFin Technologies Private Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; Toll Free No.: 1800 309 4001

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## RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT

### SPECIAL BUSINESS

#### Item No.1: Continuation of Mr. Bharat Shah (DIN: 00136969) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for Mr. Bharat Dhirajlal Shah (DIN: 00136969), who will attain the age of seventy-five years in February 2022, to continue as an Independent Director of the Company till completion of his current tenure i.e., upto June 14, 2024.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

#### Item No.2: Alteration of Articles of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for effecting alterations to the Articles of Association of the Company in the following manner:

1. Part B of the Articles of Association titled ‘**PROVISIONS PURSUANT TO SHAREHOLDERS AGREEMENT**’ and related Articles commencing from Article 119 upto Article 127 be deleted in its entirety.
2. Headings titled as ‘Part A’ and ‘Part B’ in the Articles of Association be deleted.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

#### Item No.3: Reclassification of Outgoing Promoters 1 to “Public” shareholder category

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder (hereinafter referred to as “**Outgoing Promoters 1**”), from "Promoter/ Promoters Group" category to "Public" category:

#	Name of the shareholder	No. of Shares held as at date of notice	% of holding
1	Vimal Kumar S	2,93,201	0.33
2	Leela V	4,17,867	0.47
3	Jatin V	4,61,042	0.51
4	Rupali Jatin	1,89,826	0.21
5	Nitin Kumar V	5,27,093	0.59
6	Monisha Nitin	1,49,764	0.17
7	Vimal Kumar S – HUF	1,15,158	0.13
8	V. Jatin – HUF	408	0.00
9	V. Nitin Kumar – HUF	500	0.00
10	Abhaya Kumar	57,869	0.06
11	Taru Mardia	14,000	0.02
12	Abhaya Kumar HUF	78,043	0.09
13	Vibha Srisrimal	14,000	0.02
14	Devendra Kumar S	2	0.00
15	Sajjan D	1,76,570	0.20
16	Jitesh D	25,825	0.03
17	Pooja Srisrimal	93,750	0.10
18	Chaitanya D	59,882	0.07
19	Suchi Chaitanya Srisrimal	93,750	0.10
20	Deepak Abhaya Kumar	-	-
21	Devendra Estates Private Limited	-	-
22	LifeCell International Private Limited	-	-
	<b>Total</b>	<b>27,68,550</b>	<b>3.08</b>

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

#### Item No.4: Reclassification of Outgoing Promoters 2 to “Public” shareholder category

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder (hereinafter referred to as “**Outgoing Promoters 2**”), from "Promoter/ Promoters Group" category to "Public" category:

#	Name of the shareholder	No. of Shares held as at date of notice	% of holding
1	G. Purushothaman Pillai	33,013	0.04
2	Lakshmi Gopalakrishnan	50,000	0.06
3	Rahul Nair	20,000	0.02
4	Gayatri Nair	33,000	0.04
<b>Total</b>		<b>1,36,013</b>	<b>0.15</b>

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

Place: Bengaluru  
Date: November 10, 2021

By Order of the Board  
For **Strides Pharma Science Limited**  
Sd/-  
**Manjula Ramamurthy**  
Company Secretary

## NOTES

1. Approval of Members of the Company is solicited for passing requisite resolutions through Postal Ballot/ e-Voting for business set out in Item No. 1 to 4 of this Notice.

Explanatory Statement pursuant to Sections 102 read with Section 110 of the Act stating all material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice for your consideration.

2. **Postal Ballot Notice is being sent only by electronic mode to all the Members of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”), (NSDL together with CDSL, the “**Depositories**”) and as available with the Company as at Friday, December 10, 2021 (“**Cut Off Date**”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company ([www.strides.com](http://www.strides.com)), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Private Limited, Registrar and Transfer Agent of the Company (“**KFintech**” or “**RTA**”).

Members holding equity shares as on the Cut-off Date can cast their vote using remote e-Voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

Voting rights of a Member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.

3. Resolutions, if approved by the Members by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the e-Voting i.e., Friday, January 14, 2022, shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

#### 4. **Temporary Email Registration**

The Company is sending Postal Ballot Notice in electronic form only as permitted under the General Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting system only.

To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with RTA for registration of email addresses in terms of the General Circulars.

#### **Process for registration of email addresses is as under:**

- a) Pursuant to General Circulars for remote e-Voting for this Postal Ballot, Members who have not registered their email address and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company’s RTA by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

and following the below process:

- I. Select the company name “Strides Pharma Science Limited”
- II. Select the Holding type from the drop down i.e. - NSDL/ CDSL/ Physical
- III. Enter DP ID – Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- IV. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- V. In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- VI. Enter the email address and mobile number.



- VII. System will validate DP ID – Client ID/ Folio No. and PAN or Share certificate No. as the case may be, and send OTP at the registered mobile number as well as email address for validation.
- VIII. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
- IX. The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the Member.

Members may also register their e-mail IDs by sending an e-mail citing subject line as “Strides’ Postal Ballot - Registration of e-mail ID” to [investors@strides.com](mailto:investors@strides.com) with

- Name of registered Member(s)/ shareholder(s);
- Folio number(s)/ DP ID/ Client ID; and
- No. of equity shares held

from the email address they wish to register.

Post successful registration of the email, the Member would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot.

**In case of any queries, Member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); or [investors@strides.com](mailto:investors@strides.com)**

- b) **It is further clarified that for permanent registration of email address**, Members are requested to register their email addresses by following due procedure:

- **For electronic holdings:** with their concerned Depository Participants; and
- **For physical holdings:** with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited. Member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); OR [investors@strides.com](mailto:investors@strides.com)

- c) Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

If any Member who has registered the email address and not received Postal Ballot notice, User-Id and Password for remote e-Voting, may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investors@strides.com](mailto:investors@strides.com) from the registered email address to receive the same.

5. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of the Listing Regulations and General Circulars, Company is providing the facility to the Members to exercise their votes electronically and vote on the resolutions through e-Voting facility.

The Company has engaged the services of KFinTech as the agency to provide e-Voting facility.

Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.

6. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot.

**All the Members are requested to cast their votes only through remote e-Voting as per the procedure provided in Note 9.**

7. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through Postal Ballot/ e-Voting to the Company Secretary of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Tuesday, January 18, 2022 and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed.

The results of the Postal Ballot/ e-Voting shall also be displayed on the notice board at the Registered Office of the Company for a period of 3 (three) days, on the Company's website at [www.strides.com](http://www.strides.com) and on the website of KFinTech: <https://evoting.kfintech.com/>

8. All documents referred to in this Postal Ballot Notice shall be available for e-inspection of the Members from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting. Members seeking to inspect such documents may also send an email to [investors@strides.com](mailto:investors@strides.com)

**9. Procedure of e-Voting**

I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules, and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/

CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on "e-Voting Facility provided by Listed Entities", the Company is providing facility to the Members to exercise votes through e-Voting on the e-Voting platform provided by KFinTech to enable them to cast their votes electronically.

II. The e-Voting facility will be available during the following period:

- **Commencement of e-Voting:**  
09.00 am on Thursday, December 16, 2021
- **End of e-Voting:**  
05.00 pm on Friday, January 14, 2022

The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

**INFORMATION AND INSTRUCTIONS RELATING TO e-VOTING**

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p><b>1. Users already registered for IDeAS facility:</b></p> <p>(i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>(ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>(iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p><b>1. Users who have opted for Easi/ Easiest</b></p> <p>(i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(ii) Click on New System Myeasi</p> <p>(iii) Login with your registered user id and password.</p> <p>(iv) User will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>(v) Click on e-Voting service provider name to cast your vote.</p>

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**2. Users not registered for IDeAS e-Services**

- (i) To register click on link: <https://eservices.nSDL.com>
- (ii) Select “Register Online for IDeAS” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) Proceed with completing the required fields.
- (iv) Follow steps given in point no. 1

**2. User not registered for Easi/Easiest**

- (i) Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- (ii) Proceed with completing the required fields.
- (iii) Follow the steps given in point no. 1

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**3. Users may alternatively vote by directly accessing the e-Voting website of NSDL**

- (i) Open URL: <https://www.evoting.nSDL.com/>
- (ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- (iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name i.e., KFintech.
- (v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

**3. Users may alternatively vote by directly accessing the e-Voting website of CDSL**

- (i) Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
- (ii) Provide your Demat Account Number and PAN No.
- (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
- (iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.

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**Individual Shareholders login through their Demat accounts/ Website of Depository Participant**

- (i) Members may login using the login credentials of their demat account through their Depository Participants registered with NSDL/ CDSL for e-Voting facility.
- (ii) Once logged-in, Members will be able to see e-Voting option.
- (iii) On clicking e-Voting option, Members will be redirected to NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-Voting feature.
- (iv) Click on options available against ‘Strides Pharma Science Limited’ or ‘KFintech’
- (v) Members will be redirected to e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.

### Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL is as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

Details on Step 2 are mentioned below:

### 2) Login method for shareholders holding shares in physical form and non-individual shareholders in demat mode

**A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to

change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN" i.e., "STRIDES PHARMA SCIENCE LIMITED" and click on "Submit".
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at [binoy@jandc.in](mailto:binoy@jandc.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "**Corporate Name\_EVEN No.**"

**B) Members whose email IDs are not registered with the Company/ Depository Participants(s)**, and consequently the Notice of Postal Ballot and e-Voting instructions cannot be serviced, will have to follow the process as mentioned in **Note 4** above.

After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

**In case of any query and/ or grievance, in respect of voting by electronic means**, Members may refer to

- the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the 'Download' section of <https://evoting.kfintech.com>; **OR**
- may contact to Mr. Raju S.V, Dy. Vice President/ Mr. Mohan Kumar A, Manager of KFin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032; **OR**
- Email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

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## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 to 4 of the accompanying Notice:

### **Item No.1: Continuation of Mr. Bharat Shah (DIN: 00136969) as an Independent Director of the Company**

Mr. Bharat Shah, an Independent Director on the Board of the Company, shall attain the age of seventy-five years in February 2022.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years.

Mr. Shah is associated with Strides since July 2014. He was initially appointed as a Non-Executive Director on the Board of the Company in July 2014 and subsequently re-designated as an Independent Director with effect from June 15, 2016 for the first term of five years.

Members of the Company had approved Mr. Shah's re-appointment as an Independent Director for a second term of three years from June 15, 2021 upto June 14, 2024.

A brief profile of Mr. Shah along with other details as required under the Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of this Notice.

#### **Board's Recommendation**

The Board of Directors of the Company in their meeting held on November 10, 2021, based on the recommendation of Nomination and Remuneration Committee, proposed to seek consent of Members of the Company for continuation of Mr. Shah as an Independent Director of the Company till the completion of his current term i.e., upto June 14, 2024.

Board considers that his rich experience in the financial services sector and expertise in the fields of banking, finance and securities market has been and would be of immense benefit to the Company. His expertise of running large organizations shall continue to be helpful to Strides' to execute its strategies, global compliance and risk management programs.

Mr. Shah attends the Board and Committee meetings regularly with active participation (has over 90% attendance during his tenure with Strides). He helps in bringing independent judgment during Board deliberations on accounting and financial controls, risk management and corporate governance.

Mr. Shah confirms that he satisfies the criteria of independence as required under the Companies Act, 2013 and the Listing Regulations. Further, the Board of Directors confirm that Mr. Shah possesses the skills identified by the Board for Board positions at Strides, which encompasses areas of experience/ expertise including management and leadership, functional and managerial experience, pharma business, corporate governance and personal values.

Considering the significant benefits the Company shall gain from his experience, expertise and matured advice to the business of the Company during his tenure as an Independent Director, Board recommends that Members of the Company approve continuation of Mr. Bharat Shah as an Independent Director of the Company till completion of his current term i.e., upto June 14, 2024.

Except Mr. Shah, none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding as Member, if any.

The Board recommends passing of the proposed resolution stated in Item No. 1 as a Special Resolution and requests Members' approval for the same.

**Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, requisite particulars of Mr. Shah are provided herewith:**

<b>Name of the Director</b>	Mr. Bharat Dhirajlal Shah
<b>DIN</b>	00136969
<b>Age</b>	74 years
<b>Date of first appointment on the Board</b>	<ul style="list-style-type: none"> <li>• July 25, 2014 – as Non-Executive/ Non-Independent Director, liable to retire by rotation;</li> <li>• June 15, 2016 – as Independent Director for the first term of five years;</li> <li>• June 15, 2021 – as Independent Director for the second term of three years.</li> </ul>
<b>Brief resume, Qualification(s), Experience and Nature of expertise in specific function</b>	<p>Mr. Bharat Shah holds a bachelor's degree in Science from University of Mumbai and a Diploma in Applied Chemistry from Borough Polytechnic, London.</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of banking, finance, real estate and securities market.</p> <p>Mr. Shah has been with HDFC Bank since its inception and has played a key role in the formation of the bank. He is also on the Board of various prominent companies.</p> <p>At Strides, Mr. Shah is the Chairperson of the Nomination and Remuneration Committee and is a Member of the Audit Committee, Stakeholders Relationship Committee and Risk Management Committee.</p>
<b>Terms and conditions of Appointment or Reappointment</b>	Not liable to retire by rotation
<b>Details of remuneration sought to be paid</b>	<p>As an Independent Director of Strides, Mr. Shah receives sitting fees of Rs. 100,000/- each for attending Board and Audit Committee Meetings, which is at par with the sitting fees paid to other Non- Executive Directors of the Company.</p> <p>Mr. Shah is also eligible for annual commission paid to Non-Executive Directors, as may be approved by the Board of Directors of the Company.</p>

	At Strides, payment of commission to Non-executive Directors shall not exceed 1% of the net profit of the Company for that financial year, computed in the manner provided in Section 198 of the Companies Act, 2013.
<b>Details of remuneration last drawn</b>	<p>Remuneration paid for the financial year ended March 31, 2021 and from April 1, 2021 upto September 30, 2021 is as under:</p> <ul style="list-style-type: none"> <li>• Sitting Fees for Board and Audit Committee Meetings: <ul style="list-style-type: none"> <li>- For FY 2020-21: Rs. 17 Lakhs</li> <li>- From April 1, 2021 upto September 30, 2021 – Rs. 6 Lakhs</li> </ul> </li> <li>• Commission for FY 2020-21: Rs. 10 Lakhs.</li> </ul>
<b>Shareholding in Strides as at the date of this Notice</b>	76,424 Equity Shares representing 0.085% of the paid-up equity share capital of the Company.
<b>Relationship with other Directors, Managers and Key Managerial Personnel of the Company</b>	None
<b>Number of Board &amp; Committee Meetings attended</b>	<p><b>During FY 2020-21</b></p> <ul style="list-style-type: none"> <li>• Board Meetings: Attended all the 9 meetings held</li> <li>• Committee Meetings: Attended all the 17 meetings held</li> </ul> <p><b>From April 1, 2021 upto September 30, 2021</b></p> <ul style="list-style-type: none"> <li>• Board Meetings: Attended all the 4 meetings held</li> <li>• Committee Meetings: Attended all the 8 meetings held</li> </ul>
<b>Membership/ Chairmanship of the Committees of Strides</b>	<ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee - Chairperson</li> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul>
<b>Directorship held in other Companies in India</b>	<p><b>Listed Companies</b></p> <ol style="list-style-type: none"> <li>1) 3M India Limited</li> <li>2) Exide Industries Limited</li> <li>3) Spandana Sphoorty Financial Limited</li> </ol> <p><b>Unlisted Companies</b></p> <ol style="list-style-type: none"> <li>1) HDFC Securities Limited</li> <li>2) Salisbury Investments Private Limited</li> <li>3) Tata Sky Limited</li> </ol>
<b>Other Membership/ Chairmanship of Committees of the Boards</b>	<p><b>3M India Limited</b></p> <p>Audit Committee – Member  Stakeholders Relationship Committee – Chairperson  CSR Committee – Chairperson  Nomination and Remuneration Committee – Member  Risk Management Committee - Member</p>



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**Exide Industries Limited**  
CSR Committee - Chairperson

**Spandana Sphoorty Financial Limited**  
Audit Committee – Member  
Nomination and Remuneration Committee – Chairperson  
Risk Management Committee - Chairperson

**HDFC Securities Limited**  
Nomination and Remuneration Committee - Member  
Capex Committee - Chairperson  
Share Allotment and Transfer Committee - Chairperson  
CSR Committee - Chairperson

**Tata Sky Limited**  
Audit Committee – Member  
Nomination and Remuneration Committee – Chairperson

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**Mr. Shah's directorships and committee memberships are in compliance with Regulation 17A and Regulation 26 of the Listing Regulations.**

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<b>Details of directorship held in other listed companies during the last three years</b>	<ul style="list-style-type: none"><li>• Hexaware Technologies Limited – Resigned effective October 16, 2019</li><li>• Mahindra Lifespace Developers Limited – Resigned effective July 31, 2021.</li></ul>
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## Item No.2: Alteration of the Articles of Association of the Company

The Articles of Association (Articles) of the Company as currently in force was approved by the Members of the Company at the Annual General Meeting held on July 29, 2016 and contains references of the Shareholders' Agreement of May 16, 2016 ("**Shareholders' Agreement**") entered into between the Company, the Promoters of Strides (then known as Strides Arcolab Limited) and the Promoters of erstwhile Shasun Pharmaceuticals Limited (Shasun), pursuant to the merger of Shasun into Strides. The relevant clauses from the Shareholders' Agreement were incorporated under Part B of the Articles from Article 119 upto Article 127.

On September 30, 2021, the said Shareholders' Agreement was terminated amongst the parties mutually. Accordingly, the provisions in the Articles having reference to the Shareholders' Agreement has become redundant.

At their meeting held on November 10, 2021, Board of Directors of the Company approved alterations to the Articles in the following manner, subject to the approval of the Members of the Company:

1. Part B of the Articles of Association titled '**PROVISIONS PURSUANT TO SHAREHOLDERS AGREEMENT**' and related Articles commencing from Article 119 upto Article 127 be deleted in its entirety.
2. Headings titled as 'Part A' and 'Part B' in the Articles be deleted.

The revised draft Articles of Association is available for e-inspection of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members, if any.

The Board recommends passing of the proposed resolution as stated in Item No.2 as a Special Resolution and requests Members' approval for the same.

## Item No. 3 & 4: Reclassification of certain Promoters/ Promoters Group to "Public" shareholder category

Members are apprised that the Company has received request letters from few members of Promoter/ Promoter Group for reclassification to Public category in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). Details are as under:

### 1) Request from Outgoing Promoters 1

Mr. Vimal Kumar on behalf of self and the following shareholders (hereinafter referred to as the "**Outgoing Promoters 1**") who are part of the Promoter/ Promoter Group holding 27,68,550 equity shares representing 3.08% of the paid-up capital of the Company, has vide letter dated October 22, 2021 requested to reclassify their shareholding to 'Public' category.

The said shareholders became part of the Promoter/ Promoter Group of Strides consequent to the merger of erstwhile Shasun Pharmaceuticals Limited into the Company (then known as Strides Arcolab Limited) in November 2015. At the time of this classification, they held ~9.80% in Strides and currently they hold ~5.97%.

#	Name of Shareholder	No. of shares held as at date of this notice	% of holding
1)	Vimal Kumar S	2,93,201	0.33
2)	Leela V	4,17,867	0.47
3)	Jatin V	4,61,042	0.51
4)	Rupali Jatin	1,89,826	0.21
5)	Nitin Kumar V	5,27,093	0.59
6)	Monisha Nitin	1,49,764	0.17
7)	Vimal Kumar S – HUF	1,15,158	0.13
8)	V. Jatin – HUF	408	0.00
9)	V. Nitin Kumar – HUF	500	0.00
10)	Abhaya Kumar	57,869	0.06
11)	Taru Mardia	14,000	0.02
12)	Abhaya Kumar HUF	78,043	0.09
13)	Vibha Srisrimal	14,000	0.02
14)	Devendra Kumar S	2	0.00
15)	Sajjan D	1,76,570	0.20
16)	Jitesh D	25,825	0.03
17)	Pooja Srisrimal	93,750	0.10
18)	Chaitanya D	59,882	0.07
19)	Suchi Chaitanya Srisrimal	93,750	0.10
20)	Deepak Abhaya Kumar	-	-
21)	Devendra Estates Private Limited	-	-
22)	LifeCell International Private Limited	-	-
	<b>Total</b>	<b>27,68,550</b>	<b>3.08</b>

## 2) Request from Outgoing Promoters 2

The following shareholders (hereinafter referred to as the “**Outgoing Promoters 2**”) who are part of the Promoter Group holding 136,013 equity shares in aggregate, representing 0.15% of the paid-up capital of the Company, have vide their letters dated October 22, 2021 requested to reclassify their shareholding to ‘Public’ Category.

The said shareholders are part of the Arun Kumar Group and their request is on account of them not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

#	Name of Shareholder	No. of shares held as at date of this notice	% of holding
1)	G. Purushothaman Pillai	33,013	0.04
2)	Lakshmi Gopalakrishnan	50,000	0.06
3)	Rahul Nair	20,000	0.02
4)	Gayatri Nair	33,000	0.04
	<b>Total</b>	<b>1,36,013</b>	<b>0.15</b>

Outgoing Promoters 1 and Outgoing Promoters 2 are collectively referred to as the "**Outgoing Promoters**".

Through a Termination Agreement dated September 30, 2021, the Shareholders Agreement of May 16, 2016, entered amongst Strides, the then Promoters of Strides and the Promoters of erstwhile Shasun Pharmaceuticals have been terminated. Accordingly, the rights and obligations of the Outgoing Promoters under the Shareholders' Agreement have ceased to exist.

#### **Confirmation by the Outgoing Promoters**

The Outgoing Promoters in their respective Request Letters have confirmed that, they along with the persons related to them:

- i) do not, together, hold more than 10% of the total voting rights in the Company;
- ii) do not exercise control over the affairs of the Company, directly or indirectly;
- iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) are not represented on the board of directors of the Company (including through nominee director);
- v) are not acting as a key managerial person in the Company;
- vi) are not 'wilful defaulters' as per the Reserve Bank of India Guidelines; and
- vii) are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

#### **Confirmation by the Company**

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for re-classification of status of the said Outgoing Promoters to 'Public' shareholder category.

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading in equity shares of the Company have not been suspended by the Stock Exchanges where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, Stock Exchanges or the Depositories.

### **Impact of Reclassification from Strides' Promoters/ Promoter Group**

As at the date of this Notice, the total Promoter holding in the Company is at 29.60%.

In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoter holding in Strides shall reduce from 29.60% to 26.36%.

### **Board's Consideration and Recommendations**

At their meeting held on November 10, 2021, Board of Directors of the Company analysed the Request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

Board also considered Company's confirmations in this matter and the impact of the proposed reclassification.

Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

The above referred Request Letters are available for e-inspection of the Members.

None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

None of the Directors, except Mr. Arun Kumar, who is part of the Promoter Group, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.3 and 4, except to the extent of their shareholding as Member, if any.

The Board recommends passing of the proposed resolutions as stated in Item No.3 and 4 as an Ordinary Resolutions and requests Members' approval for the same.

Place: Bengaluru  
Date: November 10, 2021

By Order of the Board  
For **Strides Pharma Science Limited**  
Sd/-  
**Manjula Ramamurthy**  
Company Secretary

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