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CIN : L24230MH1990PLC057062  
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#### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member (s),

#### Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014

Notice is hereby given that, pursuant to section 110 of the Companies Act, 2013 (the “Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”), Strides Arcolab Limited (the “Company”) is seeking consent of its Members for the special businesses to be transacted through Postal Ballot which includes voting by electronic means for the following items:

- 1) Authorization to the Board of Directors to make Investments, give Loans, give Guarantee or provide Security pursuant to Section 186 of the Companies Act, 2013
- 2) Authorization to the Board of Directors to create Mortgage/ Charge/ Hypothecate pursuant to Section 180 (1) (a) of the Companies Act, 2013

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with a Postal Ballot Form for your consideration.

Please read carefully the instructions printed on the reverse of the Postal Ballot Form and return the form duly completed in all respects in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer by Thursday, July 9, 2015 before 5.00 p.m. Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

#### E-Voting:

In compliance with Clause 35B of the equity Listing Agreement and provisions of Section 110 of the Act read with Rules made thereunder, the e-voting facility is being provided to all the Members which would enable them to cast their votes electronically.

The Company has engaged Karvy Computershare Private Limited., Hyderabad (Karvy) for providing the e-voting platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/ she is not required to vote through Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/ her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on Wednesday, June 10, 2015 at 9.00 a.m and will end on Thursday, July 9, 2015 at 5.00 p.m.

The results, together with the Scrutinizer’s report, will be displayed at the registered office, the corporate office and on the website of the Company ([www.stridesarco.com](http://www.stridesarco.com)) and also on the website of Karvy (<https://evoting.karvy.com>), besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

Mr. Binoy Chacko, Practicing Company Secretary, Bangalore has been appointed by the Company as Scrutinizer for conducting the E-voting and Postal Ballot process in a fair and transparent manner.

#### **RESOLUTIONS PUT THROUGH POSTAL BALLOT**

##### **Item No. 1**

#### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, GIVE LOANS, GIVE GUARANTEE OR PROVIDE SECURITY PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to give assent/ dissent to the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 186 (3) and any other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to give loan(s) and/ or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and to make investments by way of subscription, purchase or otherwise in the securities of other body corporates, whether Indian or overseas, in their absolute discretion deem beneficial and in the interest of the Company, in excess of 60% of the paid up

share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to a maximum amount of Rs. 2,000 Crores (Rupees two thousand crores only) in excess of the limits prescribed under Section 186 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or Company Secretary be and are hereby severally authorized to take from time to time, all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem fit, necessary or appropriate.

**Item No. 2**

**AUTHORIZATION TO THE BOARD OF DIRECTORS TO CREATE MORTGAGE / CHARGE / HYPOTHECATE PURSUANT TO SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company by way of Postal Ballot on October 14, 2009 and pursuant to Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, ('the Act') and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favor of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and/ or movable properties of the Company, wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to the limit approved by the Members of the Company under section 180 (1) (c) of the Act, together with interest thereon, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other money's payable by the Company in respect of said loans together with the power to take -over the management and concern of the Company in certain events.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/ or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid.

**By Order of the Board  
For Strides Arcolab Limited**

**Sd/-**

**Badree Komandur  
Company Secretary**

**Place:** Bangalore  
**Date:** May 22, 2015

**Notes:**

1. The Explanatory Statement as required under section 102 of the Act, is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the Members by email/ registered post whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent as on May 29, 2015, at their respective registered/ last known address. The Notice will be displayed on the website of the Company ([www.stridesarco.com](http://www.stridesarco.com)) and of Karvy (<https://evoting.karvy.com>)
3. Members have the option either to vote through the e-voting process or through the postal ballot form.
4. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website ([www.stridesarco.com](http://www.stridesarco.com)) or seek duplicate postal ballot form from the Company or Karvy.
5. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio /client ID irrespective of the number of joint members.
6. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and/or furnished to NSDL/ CDSL.) In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
7. In compliance with provisions of Clause 35B of the equity Listing Agreement, as stated hereinabove, the Company is pleased to offer e-voting facility to its Members holding equity shares as on May 29, 2015 (being the cut-off date), to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with Karvy for facilitating e-voting.
8. The instructions for the Members for voting electronically are as under:-
  - (i) To use the following URL for e-voting: <https://evoting.karvy.com/>
  - (ii) Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/ DP ID/ Client ID will be your user ID.

User - ID	<b>For Members holding shares in Demat Form</b>
	a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL : 16 digits beneficiary ID
	<b>For Members holding shares in Physical Form</b>
	EVEN No. followed by Folio Number registered with the Company
Password	In case of Members who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering the details appropriately click on LOGIN.
- (iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.
- Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.
- The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Login again with the new credentials.
- (vi) On successful login, system will prompt to select the '**EVEN**' (E-voting Event Number) i.e., the Company's name '**Strides Arcolab Limited**'.
- (vii) On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/ AGAINST/ ABSTAIN' from voting.
- (viii) Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN'.
- (ix) Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- (x) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to [binoy@cnpartners.in](mailto:binoy@cnpartners.in) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com).
- (xiii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P.A. of Karvy at +91 40 67161500 or at 1800 345 4001 (toll free).
- (xiv) Members are eligible to cast vote electronically only if they are holding shares as on May 29, 2015.
- (xv) The voting period shall commence at 9.00 a.m. on Wednesday, June 10, 2015 and will end at 5.00 p.m. on Thursday, July 9, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
9. Members have the option to vote either through e-voting or through physical postal ballot form. If a Shareholder has opted for e-voting, then he/she should not vote by physical postal ballot form also and *vice-versa*. However, in case Members cast their vote both *via* physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
10. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Saturday, July 11, 2015.
11. The results, together with the Scrutinizer's report, will be displayed at the registered office, the corporate office and on the website of the Company ([www.stridesarco.com](http://www.stridesarco.com)) and also on the website of Karvy (<https://evoting.karvy.com>), besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

**EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

**Item No.1:**

**AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, LOANS AND GUARANTEE OR SECURITY PURSUANT TO SECTION TO 186 (3) OF THE COMPANIES ACT, 2013**

As per section 186 of the Companies Act, 2013, when a Company makes investment by way of subscription, purchase or otherwise in the securities of any other body corporate and/ or gives loan or guarantee or provides security in connection with the loan to any other body corporate or person, exceeding 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under section 186 of the Companies Act, 2013 and the Rules made thereunder, from time to time in one or more tranches, approval by way of Special Resolution of the Members is required.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, it is proposed to authorize the Board of Directors of the Company to invest into securities of any body corporate and/ or give loan(s) and/ or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made upto Rs. 2,000 crores (Rupees Two Thousand Crores only).

The Board recommends the resolution set out in Item No. 1 for approval of Members as a Special Resolution.

None of the Promoters, 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.

**Item No. 2:**

**AUTHORIZATION TO THE BOARD OF DIRECTORS TO CREATE MORTGAGE/ CHARGE/ HYPOTHECATE PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013**

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company/ Committee from time to time, in consultation with the lender(s).

The mortgage and/ or charge on any of the movable and/ or immovable properties and/ or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Members of the Company on October 14, 2009 had by way of Postal Ballot approved by way of an Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 for creation of mortgages/ charge/ hypothecation on all present and future properties of the Company in favor of lenders up to a limit as prescribed under Section 293 (1) (d) of the Companies Act, 1956.

However, Section 180 (1) (a) of the Companies Act, 2013 read with Rules made thereunder, requires that consent of the Members of the Company be accorded as a Special Resolution by way of Postal Ballot.

The Board recommends the resolution set out in Item No. 2 for approval of Members as a Special Resolution.

None of the Promoters, 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.

**By Order of the Board  
For Strides Arcolab Limited**

**Place:** Bangalore  
**Date:** May 22, 2015

**Sd/-  
Badree Komandur  
Company Secretary**