



STRIDES PHARMA SCIENCE LIMITED

(formerly Strides Shasun Limited)

CIN: L24230MH1990PLC057062

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

Tel No.: +91 22 2789 2924/ 2789 3199, Fax No.: +91 22 2789 2942

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

Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700

Website: www.strides.com; Email: investors@strides.com

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, July 30, 2019 at 11:30 hrs at Hotel Four Points by Sheraton, Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 to transact the following business:

ORDINARY BUSINESS

Item 1: Adoption of financial statements for the year ended March 31, 2019

To receive, consider, approve and adopt:

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 together with Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.

Item 2: Declaration of Dividend of ₹ 3/- per share

To declare a Dividend of ₹ 3/- per equity share of face value ₹ 10/- each for the financial year ended March 31, 2019.

Item 3: Appointment of a Director in place of Mr. Deepak Vaidya, retiring director

To appoint a director in place of Mr. Deepak Vaidya (DIN: 00337276) Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item 4: Re-appointment of Mr. S Sridhar 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 provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (the 'Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. S Sridhar (DIN: 00004272) as an Independent Director not liable to retire by rotation to hold office for the second term of five years from the conclusion of the Twenty-Eighth Annual General Meeting till the conclusion of Thirty-Third Annual General Meeting of the Company.

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 5: Re-appointment of Ms. Sangita Reddy 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 provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (the 'Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations, consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Sangita Reddy (DIN: 00006285) as an Independent Director not liable to retire by rotation for the second term of five years from the conclusion of the Twenty-Eighth Annual General Meeting till the conclusion of Thirty-Third Annual General Meeting of the Company.

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 6: Continuation of Directorship of Mr. Deepak Vaidya, Non-Executive 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 modification(s) or re-enactment(s) thereof, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Deepak Vaidya (DIN: 00337276) as a Non-Executive Director of the Company, who shall attain the age of seventy-five years before the next Annual General Meeting.

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 7: Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for FY 2018-19

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

“**RESOLVED** that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.: 000065), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for FY 2018-19, be paid a remuneration not exceeding ₹3.00 Lakhs (Rupees Three Lakhs only) plus applicable taxes, if any.

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. 8: Amendment to Strides Shasun Employee Stock Option Plan 2016

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

“**RESOLVED** that in partial modification of the Special Resolution passed by the Members of the Company on April 21, 2016 and pursuant to Section 62 of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable regulatory requirement, approval of the Members of the Company be and is hereby accorded for extending the exercise period of options granted/ to be granted under the Strides Shasun Employee Stock Option Plan 2016 (‘ESOP Plan’) from 60 days to 12 months (exercisable in not more than two tranches) and consequently amend clause 3.18 of the ESOP Plan as under:

Clause 3.18: “Exercise Period means the period of 12 months from the date of vesting of the options within which the Employee should exercise his/ her right, in not more than two tranches, to apply for Shares against the vested option in pursuance of the Plan. The options shall not be permitted to be exercised after the expiry of the above-mentioned exercise period. After the lapse of the said exercise period, all the options vested and remained unexercised under the scheme will lapse.

The unexercised options shall become available for future grant or sale under the Plan, unless the Plan has been terminated.”

RESOLVED FURTHER that consent of the Members of the Company be and is accorded to amend the (i) title of the ESOP Plan from ‘Strides Shasun Employee Stock Option Plan 2016’ to ‘Strides Employee Stock Option Plan 2016’ and (ii) name of the Company wherever appearing in ESOP Plan to ‘Strides Pharma Science Limited’ and make necessary amendments to the Plan to give effect to the title change and name change of the Company.

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 9: Payment of Commission to Non-Executive Directors 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 applicable provisions of the Companies Act, 2013 (the ‘Act’) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations, consent of the Members of the Company be and is hereby accorded to pay to its Directors (other than

the Managing Director and Whole-time Director of the Company) such commission as the Board of Directors, may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time), not exceeding 1% of the net profits of the Company for that financial year computed in the manner provided in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER that the above payment shall be in addition to the sitting fee payable to the Non-Executive Director(s) for attending the meetings of the Board and/or Audit Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the said meetings.

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."

By Order of the Board
For **Strides Pharma Science Limited**

Sd/-
Manjula Ramamurthy
Company Secretary

Place: Bengaluru
Dated: May 10, 2019

NOTES

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy should be duly completed and must be deposited at the Company's Registered Office/ Corporate Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. The proxy form for the AGM is enclosed. Proxy need not be a member of the Company.

A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent (10%) of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent (10%) of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

Members/ Proxy are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with

the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 23, 2019 to Tuesday, July 30, 2019 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2019 and the AGM.
- 5) Subject to the provisions of Companies Act, 2013, Dividend recommended by the Board of Directors, if approved by the Members at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Monday, July 22, 2019. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Monday, July 22, 2019, as per the details furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

6) The Company is presently using National – ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/ send the following at the earliest:

- Any change in their address/mandate/bank details;
- Particulars of their bank account, in case the same have not been sent earlier, to the Company's Registrar and Transfer Agent at:

Karvy Fintech Private Limited,

Unit - Strides Pharma Science Limited,
Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Seriligampally Mandal, Hyderabad - 500032;

Email id: einward.ris@karvy.com

Contact Persons: Mr. S.V. Raju/ Mr. Mohan Kumar

Contact Number: 040-6716 2222.

7) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants. The address/ bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.

8) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.

9) Electronic copy of the Notice convening the AGM of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for hard copy of the same.

For members who have not registered their e-mail addresses, physical copies of the Notice convening the AGM of the Company, along with the Annual Report, the process of e-voting, Attendance slip and the Proxy form is being sent in the permitted mode.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

Members may also note that the Notice convening the AGM of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form will be available on Company's website – www.strides.com.

The physical copies of the inspection documents will be available at Company's Registered Office for inspection between 11.00 a.m. to 4.00 p.m. on all the working days till the date of AGM i.e., July 30, 2019.

Members who require communication in physical form in addition to e-communication or have any other queries may write to us at investors@strides.com.

In compliance with Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has provided the facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Karvy Fintech Private Limited, Hyderabad ('Karvy').

The facility for voting through electronic voting system (Insta Voting) shall also be made available at the meeting and the members attending the AGM, who have not already cast their vote by remote e-voting, shall be able to exercise their vote at the AGM through Insta Voting.

In case of any technical failure or eventuality resulting into non-functionality of the Insta Voting system at the meeting, the Members would be provided ballot paper for casting their votes at the meeting.

Members who have cast their vote through remote e-voting prior to the AGM may attend the AGM but shall not cast their votes again. However, in case Members cast their vote both via Insta Voting/physical ballot at the AGM and remote e-voting, then voting through remote e-voting shall prevail and voting done at the AGM shall be treated as invalid. Instructions for e-voting are annexed to the Notice.

10) This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, June 21, 2019.

However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, July 22, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9 a.m. on Wednesday, July 24, 2019 and will end at 5.00 p.m. on Monday, July 29, 2019. Thereafter the facility of e-voting shall forthwith be blocked.

Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the

dispatch of the Annual Report and before the cut-off date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.

- 11) M/s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah (having Membership No. FCS-4554) or failing him, Ms. Hetal Shah (having Membership No. FCS-8063) or failing her Mr. Mahesh Darji (having Membership No. FCS-7175) have been appointed as the Scrutinizer to scrutinize the e-voting process and voting done through Insta Voting/ physical ballot paper at the AGM in a fair and transparent manner.
- 12) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through Insta Voting/ ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

- 13) The Scrutinizer shall, after the conclusion of voting at the general meeting, count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company.

The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in Favor or Against, not later than forty-eight hours after the conclusion of AGM to the Chairman of the Company. The Chairman or any other person authorized by the him, shall declare the results of voting forthwith.

- 14) The result along with the Scrutinizer's report will be placed on the Company's website and on the website of Karvy after the result is declared by the Chairman/ any other person authorized by the him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4 to 9 of the accompanying Notice:

Item 4 & 5: Re-appointment of Independent Directors

Mr. S Sridhar (DIN: 00004272), aged 68 years, is associated with the Company from July 27, 2012. He was appointed as Independent Director of the Company at the 23rd Annual General Meeting held on September 9, 2014 for a period of five years upto the conclusion of 28th Annual General Meeting. His term as an Independent Director shall end at this Annual General Meeting.

Ms. Sangita Reddy (DIN: 00006285), aged 57 years, is associated with the Company from February 07, 2014. She was appointed as Independent Director of the Company at the 23rd Annual General Meeting held on September 9, 2014 for a period of five years upto the conclusion of 28th Annual General Meeting. Her term as an Independent Director shall end at this Annual General Meeting.

In terms of Section 149 of the Companies Act, 2013, every Independent Director shall hold office for a term upto 5 consecutive years on the Board of the Company. Any re-appointment of such Independent Director shall

be approved by the Members of the Company by way of Special Resolution.

Nomination and Remuneration Committee ('NRC') at their meeting held on May 9, 2019 considered the performance evaluation of Sridhar and Sangita during their tenure. Considering their contribution, their skills and rich experience, the Committee recommended their reappointment.

Board of Directors at their meeting held on May 10, 2019 considered the recommendation of NRC and approved the re-appointment of Sridhar and Sangita as Independent Directors of the Company for the second term of 5 years, subject to approval of the Members.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Sridhar and Sangita to be re-appointed as Independent Directors of the Company.

The Company has also received consent letter(s) and declaration from Sridhar and Sangita confirming their eligibility for re-appointment as Independent Directors for the second term in line with the requirements of Companies Act, 2013 and Listing Regulations.

Sridhar and Sangita Reddy are not related to any other Director(s) of the Company.

A brief profile of Sridhar and Sangita along with other details as required under Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of the 'Corporate Governance Report and its Annexures'.

In the opinion of the Board, Sridhar and Sangita fulfill the conditions specified in the Companies Act, 2013 and Listing Regulations and are independent of the management. Except Sridhar and Sangita none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in their respective resolutions.

Board recommends passing of the proposed resolutions stated in Item 4 and Item 5 as Special Resolutions and requests Members' approval for the same.

Item 6: Continuation of directorship of Mr. Deepak Vaidya, Non-Executive Director of the Company

Mr. Deepak Vaidya (DIN: 00337276), aged 74 years, is a Non-Executive Director and Chairperson of the Board of the Company, who shall attain the age of seventy-five years in January 2020.

Deepak is also retiring by rotation and being eligible has offered himself for re-appointment.

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

Nomination and Remuneration Committee ('NRC') in their meeting held on May 9, 2019 considered the performance evaluation of Deepak for the period. It was noted that Deepak is associated with Strides since 1998 and has made significant contributions in laying a solid foundation for taking Strides to the next level of growth with ethics, integrity, and compliance as the key pillars. It was noted that the organization has benefited immensely by his experience and guidance at many junctures.

Board of Directors in their meeting held on May 10, 2019 considered the recommendation of NRC and approved continuation of Directorship of Deepak as Non-Executive Director, subject to approval of the Members.

Members to note that Deepak is not related to any other Director of the Company.

A brief profile of Deepak along with other details as required under Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of the 'Corporate Governance Report and its Annexure'.

Except Deepak none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Board recommends passing of the proposed resolution stated in Item 6 as a Special Resolution and requests Members' approval for the same.

Item 7: Remuneration to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for the FY 2018-19

The Board of Directors of the Company, based on the recommendation of Audit Committee had approved the appointment of M/s. Rao, Murthy & Associates, Cost Accountants, (Firm Registration No.: 000065) as Cost Auditors of the Company for the FY 2018-19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) any remuneration payable to Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought by way of passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of remuneration payable to the Cost Auditors for FY 2018-19.

None of the Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Board recommends passing of the proposed resolution stated in Item 7 as an Ordinary Resolution and requests Members approval for the same.

Item No. 8: Amendment to Strides Shasun Employee Stock Option Plan 2016

Strides Shasun ESOP 2016 ('ESOP Plan') is the ESOP Plan, which was approved by the Members of the Company on April 21, 2016. The maximum number of options that were approved under the ESOP Plan for grant was 30 Lakh

options. Post grant of stock options to employees till date, there is balance of 25,22,500 options available for further grant. Under the ESOP Plan, a total of 55 employees hold 457,500 stock options (in aggregate).

Two amendments are proposed to the ESOP Plan:

- 1) Extension of exercise period;
- 2) Change in title of the ESOP Plan to 'Strides Employee Stock Option Plan 2016' and name of the Company where ever appears in the ESOP Plan to 'Strides Pharma Science Limited'.

Extension of Exercise Period

In terms of existing ESOP Plan, employees are required to exercise their stock options within 60 days from vesting period, failing which the vested options shall lapse.

To facilitate an employee friendly and flexible exercise period, it is proposed to extend the exercise period from the current period i.e., 60 days to 12 months to be exercised in not more than two-tranches during this period. The said amendment is expected to provide ample time to the employees to plan their funding for this purpose.

In terms of Regulation 7(1) and 7(2) of SEBI (Share Based Employee Benefits) Regulations, 2014, the Company may by special resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the employees.

Change in title of the ESOP Plan and give effect to name change of the Company

Consequent to name change of the Company from 'Strides Shasun Limited' to 'Strides Pharma Science Limited', it is proposed to change the title of the ESOP Plan from 'Strides Shasun Employee Stock Option Plan 2016' to 'Strides Employee Stock Option Plan 2016'. Further, name of the Company be changed to 'Strides Pharma Science Limited' where ever it appears in the ESOP Plan.

Nomination and Remuneration Committee ('NRC') in their meeting held on May 9, 2019 considered the above proposals and keeping in mind the spirit of the ESOP Plan and the interest of the employees, recommended the same for approval of the Board of Directors.

Board of Directors at their meeting held on May 10, 2019 considered the recommendations of NRC and approved the said proposals, subject to approval of Members of the Company in a general meeting.

Accordingly, clause 3.18 of the ESOP Plan is proposed to be amended as under:

Clause 3.18: "Exercise Period means the period of 12 months from the date of vesting of the options within which the Employee should exercise his/ her right, in not more than two tranches, to apply for Shares against the vested option in pursuance of the Plan. The options shall not be permitted to be exercised after the expiry of the above-mentioned exercise period. After the lapse of the said exercise period, all the options vested and remained unexercised under the scheme will lapse.

The unexercised options shall become available for future grant or sale under the Plan, unless the Plan has been terminated."

Mr. Badree Komandur, Executive Director - Finance and Group CFO and Ms. Manjula Ramamurthy, Company Secretary hold certain stock options under the ESOP Plan.

Other than the above, none of the Directors, Key Managerial Personnel, Promoter or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Board recommends passing of the proposed resolution stated in Item 8 as a Special Resolution and requests Members approval for the same.

Item 9: Payment of Commission to Non-Executive Directors of the Company

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in their meeting held on May 10, 2019 considered the proposal to pay commission upto 1% of the net profit of the Company to Non-Executive Directors of the Company, considering the experience and expertise brought to the Board by them and in appreciation of their contribution and services they have rendered/ will be rendering to the Company.

The said proposal shall be effective FY 2018-19 onwards. It is proposed that ₹ 10 Lakhs be paid to each of the Non-Executive Directors of the Company as commission for the FY 2018-19.

In terms of the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors including Independent Directors and shall require approval of Members in general meeting.

Subject to the applicable provisions of the Companies Act, 2013 and the Listing Regulations, consent of the Members of the Company is sought to pay to its Non-Executive Directors such commission as the Board of Directors may from time to time determine not exceeding 1% of the net profits of the Company for that financial year, computed in the manner provided in Section 198 of the Companies Act, 2013. The said commission of 1% of net profits shall be divided amongst the Non-Executive Directors in such proportion as may be determined by the Board of Directors from time to time.

Members to note that the proposed payment of commission shall be in addition to the sitting fee payable to the Director(s) for attending the meetings of the Board and/ or Audit Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the said meetings.

Non-Executive Directors of the Company are interested in the said resolution to the extent of commission, which may be paid to them.

None of the Executive Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Board recommends passing of the proposed resolution stated in Item 9 as a Special Resolution and requests Members' approval for the same.

By Order of the Board
For **Strides Pharma Science Limited**

Place: Bengaluru
Dated: May 10, 2019

Sd/-
Manjula Ramamurthy
Company Secretary

ATTENDANCE SLIP



STRIDES PHARMA SCIENCE LIMITED

(formerly Strides Shasun Limited)

CIN: L24230MH1990PLC057062

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

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

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Website: www.strides.com; Email: investors@strides.com



Annual General Meeting – July 30, 2019

Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall.

Name of the Member :

Folio/DP & Client ID No. :

No. of shares held :

I certify that I am a member/ proxy of the member of the Company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company, held at 11:30 hrs at Hotel Four Points by Sheraton, Plot No. – 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 on Tuesday, July 30, 2019.

Name of the attending Member/ Proxy
(In BLOCK Letters)

Signature of the attending Member/ Proxy

ROUTE MAP



Hotel Four Points by Sheraton

Plot No. 39/1, 6 to 15
Sector 30A, Vashi
Navi Mumbai – 400 701

PROXY FORM – FORM MGT 11

[Pursuant to Section 105 (6) of Companies Act, 2013 and Rule 19 (3) of Companies (Management and Administration) Rules, 2014]



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(formerly Strides Shasun Limited)

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Website: www.strides.com; Email: investors@strides.com

Annual General Meeting – July 30, 2019

Name of the member(s) :

Registered Address :

Email :

Folio No. / Client ID :

DP ID :

I/ We, being a member/ members of shares of the above named Company, hereby appoint:

1) Name:.....

Address:

E-mail Id:.....Signature..... or failing him/her

2) Name:.....

Address:

E-mail Id:.....Signature..... or failing him/her

3) Name:.....

Address:

E-mail Id:.....Signature.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, July 30, 2019 at 11:30 hrs at Hotel Four Points by Sheraton, Plot No. – 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item Number | Resolutions | Type of Resolution |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Ordinary Business | | |
| 1. | Adoption of financial statements for the year ended March 31, 2019 a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 together with Reports of the Board of Directors and the Auditors thereon. b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon. | Ordinary Resolution |
| 2 | Declaration of Dividend of ₹ 3/- per share for the year ended March 31, 2019 | Ordinary Resolution |
| 3 | Appointment of a Director in place of Mr. Deepak Vaidya, retiring director | Ordinary Resolution |
| Special Business | | |
| 4 | Re-appointment of Mr. S Sridhar as an Independent Director of the Company | Special Resolution |
| 5 | Re-appointment of Ms. Sangita Reddy as an Independent Director of the Company | Special Resolution |
| 6 | Continuation of Directorship of Mr. Deepak Vaidya, Non-Executive Director of the Company | Special Resolution |
| 7 | Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for FY 2018-19 | Ordinary Resolution |
| 8 | Amendment to Strides Shasun Employee Stock Option Plan 2016 | Special Resolution |
| 9 | Payment of Commission to Non-Executive Directors of the Company | Special Resolution |

Signed this _____ day of _____ 2019

Signature of the Member

Signature of the Proxy

| |
|---------------------------|
| Affix revenue stamp |
|---------------------------|

Note:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) The proxy to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company not less than 48 hours before the commencement of the Meeting.

PROCEDURE FOR E-VOTING



STRIDES PHARMA SCIENCE LIMITED

(formerly Strides Shasun Limited)

CIN: L24230MH1990PLC057062

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

Tel No.: +91 22 2789 2924/ 2789 3199, Fax No.: +91 22 2789 2942

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

Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700

Website: www.strides.com; Email: investors@strides.com

Serial No.:

Name & Address of Member :

Name of Joint Holder(s), if any :

Folio No/ DP ID/ Client ID :

Number of shares held :

Dear Member,

Sub: Instructions for e-voting

Pursuant to Section 108 of the Companies Act, 2013 (the 'Act'), read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide the e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the notice convening the 28th Annual General Meeting to be held on Tuesday, July 30, 2019 at 11:30 hrs at Hotel Four Points by Sheraton, Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701.

The Company has engaged the services of Karvy Fintech Private Limited to provide the e-voting facility. The e-voting facility is available at the link <https://evoting.karvy.com/>

The electronic voting particulars are set out below:

E-voting Details

| EVENT | User ID | Password |
|-------|---------|----------|
| | | |

The e-voting facility will be available during the following voting period:

E-voting Details

| Commencement of e-voting | End of e-voting |
|------------------------------------|------------------------------------|
| 9 a.m. on Wednesday, July 24, 2019 | 5.00 p.m. on Monday, July 29, 2019 |

Please read the instructions attached before exercising your vote.

These details and instructions form an integral part of the Notice of the Annual General Meeting to be held on July 30, 2019.

Yours faithfully,

For **Strides Pharma Science Limited**

Sd/-
Manjula Ramamurthy
Company Secretary

PROCEDURE FOR E-VOTING

1. To use the following URL for e-voting:
<https://evoting.karvy.com/>
2. 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

For Members holding shares in Demat Form

- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- b) For CDSL: 16 digits beneficiary ID

For Members holding shares in Physical Form

Event 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.

3. After entering the details appropriately, click on LOGIN.
4. Password change menu will appear. Change the Password with a new Password of your choice. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character.

Kindly note that this password can be used by the Members for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform.

System will prompt you to change your password and update any contact details like mobile number, 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.
5. Login again with the new credentials.
6. On successful login, system will prompt to select the 'Event' i.e., the Company name - **'Strides Pharma Science Limited'**.
7. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.

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 Member does not want to cast his vote, select 'ABSTAIN'.
8. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
9. 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.
10. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
11. Corporate/ Institutional Members (Corporate/ Fls/ Flls/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy to evoting@karvy.com
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Raju S.V/ Mr. Mohan Kumar A of Karvy Fintech Pvt Ltd at +91 40 6716 2222 or at 1800 345 4001 (toll free).
13. This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, June 21, 2019.

However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, July 22, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Wednesday, July 24, 2019 and will end at 5.00 p.m. on Monday, July 29, 2019.

Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.
14. M/s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah (having Membership No. FCS-4554) or failing him, Ms. Hetal Shah (having Membership No. FCS-8063) or failing her Mr. Mahesh Darji (having Membership No. FCS-7175) have been appointed as the Scrutinizer to scrutinize the e-voting process and voting done through Insta Voting/ physical ballot paper at the AGM in a fair and transparent manner.
15. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in Favor or Against, not later than forty eight hours after the conclusion of AGM to the Chairman of the Company. The Chairman or any other person authorized by him, shall declare the results of voting forthwith. The result along with the Scrutinizer's report will be placed on the Company's website and on the website of Karvy after the result is declared by the Chairman/ any other person authorized by the him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.