

**STRIDES SHASUN LIMITED**  
(formerly Strides Arcolab Limited)  
CIN : L24230MH1990PLC057062

Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703  
Tel No.: +91 22 2789 2924, 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 0800  
Website: www.stridesarco.com; Email: investors@stridesshasun.com

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**NOTICE** is hereby given that the Twenty-Fifth Annual General Meeting (AGM) of Strides Shasun Limited will be held on Friday, July 29, 2016 at 12.00 noon at 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 No. 1: Adoption of Audited Financial Statements for the year ended March 31, 2016**

To receive, consider, approve and adopt

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016 together with Reports of the Directors and the Auditors' thereon.
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016 together with Report of the Auditors' thereon.

**Item No. 2: Declaration of Final Dividend of Rs. 4/- per equity share**

To declare a Final Dividend of Rs. 4/- per equity share of face value Rs. 10/- each and to confirm the Interim Dividend of Re.1/- per equity share of face value of Rs.2/- each paid by erstwhile M/s. Shasun Pharmaceuticals Limited in August 2015 for the year ended March 31, 2016.

**Item No. 3: Appointment of Director in place of Mr. Deepak Vaidya, retiring director**

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

**Item No. 4: Ratification of appointment of M/s. Deloitte Haskins and Sells, Statutory Auditors**

To ratify the appointment of Statutory Auditors and to fix their remuneration and in this connection, 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm Registration No. 008072S), who were appointed as Statutory Auditors of the Company for a term of 3 (three) consecutive years i.e., upto the conclusion of Twenty-Sixth Annual General Meeting (“AGM”) subject to ratification at every AGM, be and is hereby ratified for the Financial Year 2016-17 at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER** that any Director and/ or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

## **SPECIAL BUSINESS:**

### **Item No. 5: Appointment of Mr. Abhaya Kumar as an Executive Director of the Company**

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

“**RESOLVED** that Mr. Abhaya Kumar (DIN – 00729827), who was appointed as an Additional Director of the Company with effect from November 19, 2015 by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 (the “Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Act read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Abhaya Kumar as an Executive Director of the Company for a period of 3 years with effect from November 19, 2015 on the following terms and conditions:

- a) Maximum fixed salary of Rs. 2.25 Crores per annum (inclusive of all allowances and perquisites except chauffeur driven car for use on Company’s business);
- b) Bonus/ Performance based payout of upto 50% of the fixed salary as approved by the Board of Directors;
- c) Encashment of un-availed leave as per the rules of the Company;
- d) Annual increment in fixed salary not exceeding 10% of the immediately preceding annual fixed salary as approved by the Board of Directors.

**RESOLVED FURTHER** that in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of the salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Act or any amendment thereof.

**RESOLVED FURTHER** that any Director and/ or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid resolution.”

### **Item No. 6: Re-designation and Appointment of Mr. Bharat Dhirajlal Shah as an Independent Director of the Company**

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and Section 149 of the Companies Act, 2013 (the “Act”) read with Rules made thereunder, consent of the Members of the Company be and is hereby accorded to re-designate Mr. Bharat Dhirajlal Shah (DIN-00136969) as an Independent Director of the Company with effect from June 15, 2016.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 150, 152, 197 and other applicable provisions of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Bharat Dhirajlal Shah, an Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term upto five (5) consecutive years commencing from June 15, 2016.

**RESOLVED FURTHER** that any Director and/ or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

### **Item No. 7: Adoption of new set of Articles of Association of the Company**

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

“**RESOLVED** that pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 (the “Act”), (including any statutory modifications or re-enactments thereof for the time being in force) and the rules framed thereunder, the new Articles of Association of the Company (primarily based on Table F of Schedule I of the Act and also incorporating the terms of the Shareholders Agreement dated May 16, 2016) be and is hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director and/ or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

## Item No. 8: Service of documents to the Members of the Company

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

“**RESOLVED** that pursuant to Section 20 and all other applicable provisions of the Companies Act, 2013 and the rules made 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 to the Company to charge from the member a sum in advance, equivalent to the estimated actual expense for delivery of any of the document through a particular mode as requested by the member provided that such request along with the requisite amount has been duly received by the Company at least seven days (7 days) in advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Member.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director and/ or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid.”

Place : Bengaluru  
Dated : June 15, 2016

By Order of the Board  
For **Strides Shasun Limited**  
Sd/-  
**Badree Komandur**  
Group CFO & Company Secretary

### 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 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.

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 herewith.

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 July 23, 2016 to July 29, 2016 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2016 and the AGM.
- 5) Subject to the provisions of the Companies Act, 2013, Final Dividend recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, 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 Friday, July 22, 2016. 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 Friday, July 22, 2016, 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:
  - 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 Computershare Private Limited, Unit. Strides Shasun 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 A, Contact Number: 040-67162222, at the earliest but not later than July 22, 2016.

- 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) The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- 10) Electronic copy of the Notice convening the Twenty-Fifth Annual General Meeting 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 Twenty-Fifth Annual General Meeting 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 Twenty-Fifth Annual General Meeting 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.stridesarco.com](http://www.stridesarco.com).

The physical copies of the aforesaid documents will also be available for inspection at the registered office of the Company on all working days (excluding Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m till the date of the AGM. Members who require communication in physical form in addition to e-communication, or have any other queries may write to us at [investors@stridesshasun.com](mailto:investors@stridesshasun.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 provided by Karvy Computershare Private Limited, Hyderabad ("Karvy").

The facility for voting through Ballot Paper will also be made available at the AGM 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 Ballot Paper.

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 physical ballot at the AGM and remote e-voting, then voting through remote e-voting shall prevail and voting done through ballot shall be treated as invalid. Instructions for e-voting are annexed to the Notice.

- 11) The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, July 22, 2016 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Monday, July 25, 2016 and will end at 5.00 p.m. on Thursday, July 28, 2016. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, July 22, 2016.

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.

- 12) The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast by e-voting and by ballot voting at the AGM.
- 13) 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 ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

- 14) 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.
- 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 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 under Section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice:

**Item No. 5: Appointment of Mr. Abhaya Kumar as an Executive Director of the Company**

Mr. Abhaya Kumar (DIN - 00729827) was the Founder and Managing Director of erstwhile Shasun Pharmaceuticals Limited ("Shasun"). Consequent to the Merger of Shasun with the Company, Abhaya was appointed as an Executive Director (Additional Director of the Company with effect from November 19, 2015) to hold office until the date of ensuing Annual General Meeting.

A Notice under Section 160(1) of the Act has been received from a member signifying its intention to propose Abhaya's appointment as an Executive Director of the Company. The Board of Directors of the Company propose the appointment of Mr. Abhaya Kumar as an Executive Director of the Company for a period of 3 (three) years commencing from November 19, 2015, on the terms and conditions including remuneration as stated in the resolution.

**The information as required under Schedule V of the Companies Act, 2013 is provided below:**

**I. GENERAL INFORMATION**

- 1) **Nature of Industry:** Pharmaceutical Industry
- 2) **Date or expected date of commencement of commercial production:** Not applicable, as the Company is an existing Company
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable, as the Company is an existing Company
- 4) **Financial performance based on given indicators:**

Particulars	Rs. in Million		
	2015 – 16 (12 Month Period)	2014 – 15 (12 Month Period)	2013 - 14 (15 Month Period)
Total Revenue	23,444.52	10,295.94	11,847.81
Total Expense (excluding exception items)*	21,299.90	8,791.75	10,676.77
Profit/Loss After Tax	1,610.73	5,323.19	35,129.25
Dividend Rate (interim) **	10%	1050%	5000%
Dividend Rate (Final)	40%	30%	50%

\* Including Finance Cost and Depreciation.

\*\* Including Special dividend of Rs. 500/- per share paid in 2013-14 and Rs. 105/- per share paid in 2014-15

- 5) **Foreign investments or collaborations, if any:** The Company is listed on BSE Limited and National Stock Exchange of India Limited.
- As at March 31, 2016, the Foreign Investment in the Company was at 39.08%.
- There are no Foreign Collaborators.

## II. INFORMATION ABOUT THE APPOINTEE

### 1) **Background details**

Mr. Abhaya Kumar was the Founder and Managing Director of the erstwhile Shasun Pharmaceuticals Limited. He holds a bachelor's degree in Chemical Engineering from the Faculty of Technology, University of Madras.

### 2) **Past remuneration, recognition or awards, job profile and his suitability**

Mr. Abhaya Kumar was paid a total remuneration of Rs. 21.17 Million for the 12 month period ended March 31, 2016.

Abhaya was the Founder and Managing Director of the erstwhile Shasun Pharmaceuticals Limited and in the last 3 decades had played a strategic role nurturing the growth of erstwhile Shasun. He has been instrumental in honing the technical aspects of the Shasun offering. His leadership has ensured that Shasun facilities and products meet the technical challenge of the global market place. His drive for technical excellence and quality manufacturing has taken Shasun to international heights. Well respected within the national bodies of the Indian Chemical Industry, Abhaya has extensive experience of marketing in the USA and is a member of the Indo American Chamber of Commerce.

Pursuant to the completion of merger formalities, Shasun Pharmaceuticals has amalgamated and merged with Strides Arcolab effective from November 19, 2015. Consequently, Board of Directors of the merged entity appointed Mr. Abhaya Kumar on the Board of the Company as an Executive Director.

### 3) **Remuneration proposed**

As mentioned in the Resolution.

### 4) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Mr. Abhaya Kumar's skill set and his experience places him in a correspondingly equal position in major pharmaceutical companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

### 5) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any**

Mr. Abhaya Kumar has pecuniary relationship with the Company in his position as Executive Director and as part of the Promoter Group of the Company.

## III. Other information

### **Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:**

The Company has earned profits during the last 3 financial years. Further, the Company has taken appropriate steps to ensure profitability in future. The reference to this in the resolution is only an enabling provision for payment of remuneration in the unlikely scenario of loss/ inadequacy of profits.

## IV. Disclosure as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### 1) **A brief resume of the Director and nature of his expertise in specific functional areas**

As mentioned above.

### 2) **Disclosure of relationships between Directors inter-se**

Mr. Abhaya Kumar is not related to any of the Directors of the Company.

**3) Names of the listed entities in which the Director holds directorship and the membership of Committees of the Board**

The details of Directorships and Committee Memberships held by Mr. Abhaya Kumar forms part of the 'Corporate Governance Report' (Refer Annexure CG1 – Brief Profile of Directors).

**4) Shareholding of the director in the Company**

Mr. Abhaya Kumar holds 419,843 equity shares representing 0.47% of the paid-up share capital and through Abhaya Kumar-HUF 34, 140 equity shares representing 0.04% of the paid-up share capital of the Company.

Except Mr. Abhaya Kumar and his relatives, 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.

The Board recommends the passing of the proposed resolution stated at Item 5 as Special Resolution and requests your approval for the same.

**Item No. 6: Re-designation and Appointment of Mr. Bharat Dhirajlal Shah as an Independent Director of the Company**

Mr. Bharat Dhirajlal Shah (DIN – 00136969) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on July 25, 2014. While Bharat Shah met the criteria stipulated for Independent Directors under the Companies Act, 2013 (the "Act"), the Company had the requirement of appointing Non-Executive Director to ensure compliance with Section 152 of the Act, which stipulates retirement of Directors by rotation.

In view of the same, as proposed by the Board, the Members of the Company at the Twenty Third Annual General Meeting held on September 9, 2014, approved the appointment of Mr. Bharat Shah as a Non-Executive Director of the Company, liable to retire by rotation.

Subsequently, as the Board of the Company has requisite number of Non-Executive Directors who can fulfill the compliance requirement under Section 152 of the Act, the Board of the Company re-designated Mr. Bharat Shah from a Non-executive Director to an 'Independent Director' of the Company with effect from June 15, 2016, considering that he continued to meet the criteria stipulated for Independent Directors under the Act and SEBI Regulation.

In the opinion of the Board, Mr. Bharat Shah is a person of integrity and possesses relevant expertise and experience for being appointed as an Independent Director of the Company. Further, the Company has also received a declaration from Mr. Bharat Shah that he continues to meet the criteria of independence as provided under Section 149(6) of the Act.

In view of the above position, approval of the Members is being sought to confirm the re-designation of Mr. Bharat Shah as an 'Independent Director' of the Company effective from June 15, 2016 and to appoint him as an Independent Director, not liable to retire by rotation for a period upto five (5) consecutive years from June 15, 2016.

A copy of draft letter for appointment setting out the terms and conditions is available for inspection without any fees by the members at the registered office of the Company on all working days (excluding Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m till the date of the AGM.

The profile of Mr. Bharat Shah together with his Directorships and Committee Memberships held in other Companies forms part of the 'Corporate Governance Report' (Annexure CG 1 - Brief Profile of Directors).

As at March 31, 2016, Mr. Bharat Shah holds 30,000 equity shares representing 0.03% of the paid-up share capital of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution, except Mr. Bharat Shah being interested to the extent of his appointment and shareholding in the Company.

The Board recommends the passing of the proposed resolution stated at Item 6 as an Ordinary Resolution and requests your approval for the same. In the absence of such approval, Mr. Bharat Shah shall continue in his capacity as Non-Executive Director on the Board of the Company.

#### **Item No.7: Adoption of new set of Articles of Association of Company**

The Articles of Association (AOA/ Articles) of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years.

In order to align the existing Articles of the Company with the requirement of the Companies Act, 2013 (the "Act") it is proposed to adopt a new set of Articles of Association primarily based on Table F of Schedule I of the Act.

Further, pursuant to the merger of Shasun Pharmaceuticals with the Company, the Promoters of the merged entity have entered into a Shareholders' Agreement (the "SHA") dated May 16, 2016. Parties to the SHA are the Promoters of erstwhile Strides Arcolab represented by Mr. Arun Kumar and his Group, Promoters of erstwhile Shasun Pharmaceuticals, Mr. Abhaya Kumar, Dr. Devendra Kumar and Mr. Vimal Kumar and their Group and the Company, Strides Shasun Limited.

The SHA inter alia provides for certain arrangements between the promoters in terms of appointment of Directors on the Board, transfer of shares, etc. In terms of the arrangement, the Company is incorporating the terms of the said SHA in the Articles of Association of the Company.

In order to align the existing Articles of the Company with the requirement of the Act and to incorporate the terms of the SHA, the Board of Directors of the Company at their meeting held on May 16, 2016 approved the adoption of new set of AOA of the Company.

The draft of the revised Articles of Association is available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m. and is also uploaded on the website of the Company till the date the AGM.

While the Promoters of the Company are interested in this resolution, 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.

The Board of Directors recommend the passing of the proposed resolution as stated in Item No. 7 as a Special Resolution and requests your approval for the same.

#### **Item No. 8: Service of documents to the Members of the Company**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Pursuant to the above, the Company seeks Members approval to enable service of documents in the manner envisaged under Section 20 of the Companies Act, 2013 as requisitioned by the Member.

None of the Directors or Key Managerial Personnel including their relatives are concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the passing of the proposed resolution as stated in Item No. 8 as an Ordinary Resolution and requests your approval for the same.

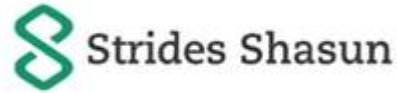
Place : Bengaluru  
Dated : June 15, 2016

By Order of the Board  
**For Strides Shasun Limited**  
Sd/-  
**Badree Komandur**  
**Group CFO & Company Secretary**



## Attendance Slip

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**STRIDES SHASUN LIMITED**  
(formerly Strides Arcolab Limited)  
CIN : L24230MH1990PLC057062

Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703  
Tel No.: +91 22 2789 2924, 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 0800  
Website: [www.stridesarco.com](http://www.stridesarco.com); Email: [investors@stridesshasun.com](mailto:investors@stridesshasun.com)

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### Annual General Meeting – July 29, 2016

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 Four Points by Sheraton, Plot No. - 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 on Friday, July 29, 2016 at 12.00 noon.

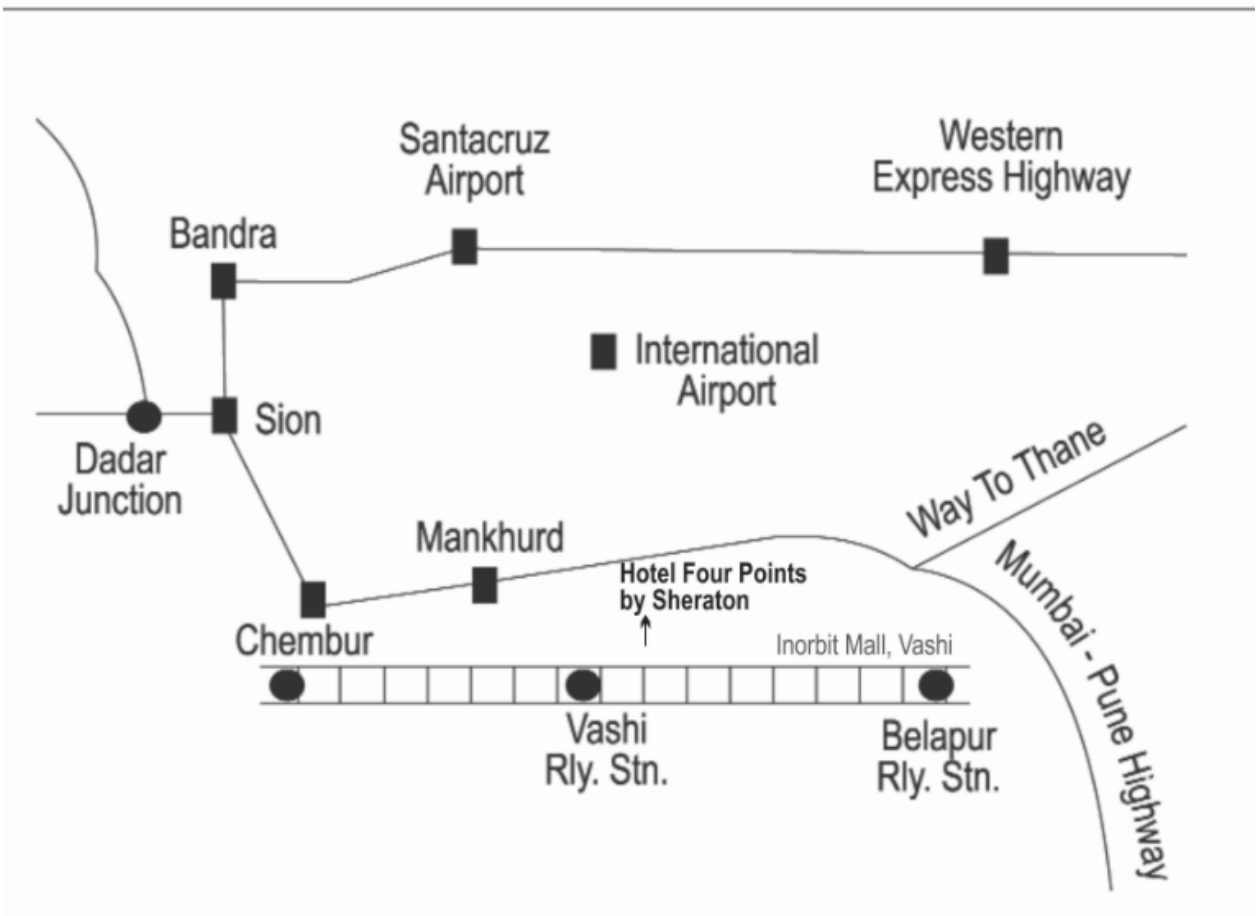
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**Name of the attending Member/ Proxy**  
**(In BLOCK Letters)**

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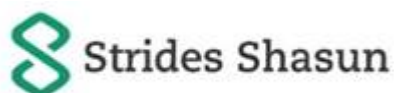
**Signature of the attending Member/ Proxy**

## Route Map



## 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]



**STRIDES SHASUN LIMITED**  
(formerly Strides Arcolab Limited)  
CIN : L24230MH1990PLC057062

Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703  
Tel No.: +91 22 2789 2924, 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 0800  
Website: www.stridesarco.com; Email: [investors@stridesshasun.com](mailto:investors@stridesshasun.com)

### Annual General Meeting – July 29, 2016

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:

Name: \_\_\_\_\_; Email: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

#### *Or failing him/ her*

Name: \_\_\_\_\_; Email: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

#### *Or failing him/ her*

Name: \_\_\_\_\_; Email: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
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 Friday, July 29, 2016 at 12.00 noon at 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:

<b>Resolution Number</b>	<b>Resolutions</b>	<b>Type of Resolution</b>
<b>Ordinary Business</b>		
1	Adoption of Audited Financial Statements for the year ended March 31, 2016	Ordinary Resolution
2	Declaration of Final Dividend of Rs. 4/- per equity share	Ordinary Resolution
3	Appointment of Director in place of Mr. Deepak Vaidya, retiring director	Ordinary Resolution
4	Ratification of appointment of M/s. Deloitte Haskins and Sells, Statutory Auditors	Ordinary Resolution
<b>Special Business</b>		
5	Appointment of Mr. Abhaya Kumar as an Executive Director of the Company	Special Resolution
6	Re-designation and Appointment of Mr. Bharat Dhirajlal Shah as an Independent Director of the Company	Ordinary Resolution
7	Adoption of new set of Articles of Association of the Company	Special Resolution
8	Service of documents to the Members of the Company	Ordinary Resolution

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of the Member

\_\_\_\_\_  
Signature of the Proxy

Affix revenue stamp
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**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**

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	<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> 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 overleaf.
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 Computershare Private Limited e-Voting platform.

System will prompt you to change your password and update any contact details like mobile #, 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 Shasun 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](mailto:nilesh@ngshah.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com).
12. In case of any queries, you may refer 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. S V Raju / Mr. Mohan Kumar A of Karvy Computershare Pvt Ltd at +91 40 67162222 or at 1800 345 4001 (toll free).
13. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, July 22, 2016. 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. The e-voting period will commence at 9.00 a.m. on Monday, July 25, 2016 and will end at 5.00 p.m. on Thursday, July 28, 2016. The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The e-voting module shall be disabled by Karvy at 5.00 p.m. on July 28, 2016.
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 the 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.