

STRIDES ARCOLAB LIMITED

Registered Office : 201, 'Devavrata' Sector-17, Vashi, Navi Mumbai 400705.

Corporate Office : 'Strides House', Bilekahalli, Bannerghatta Road, Bangalore 560076.



NOTICE is hereby given that the Twenty-Second Annual General Meeting of Strides Arcolab Limited will be held on Monday, June 10, 2013 at 11.30 a.m. at The Regenza By Tunga, Plot No. 37, Sector 30 A, Vashi, Navi Mumbai – 400 703 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss account for the year ended December 31, 2012, the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To elect a Director in place of Mr. Deepak Vaidya, who retires by rotation and being eligible, offers himself for re-election.
4. To elect a Director in place of Mr. M R Umarji, who retires by rotation and being eligible, offers himself for re-election.
5. To appoint Deloitte Haskins & Sells, Chartered Accountants, Bangalore as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors/ Audit Committee to fix their remuneration.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, consent of the Company be and is hereby accorded to Mr. Mohana Kumar Pillai, who is a relative of Mr. Arun Kumar, Managing Director of the Company, to hold an office or place of profit under the Company as CEO - Pharma or with such designation as the Board of Directors of the Company may, from time to time decide, for a period of 5 (five) years with effect from May 02, 2013 on the following terms and conditions:

- a) Annual salary of upto ₹ 1.50 Crores (cost to company (CTC)) including all allowances, perquisites and benefits.
- b) Bonus/ Performance evaluation payment of upto 50% of CTC every year as may be recommended/ approved by the Remuneration Committee/ Board of Directors.
- c) Shall be eligible for annual increment in CTC every year not exceeding 30% of the immediately previous drawn CTC as may be recommended/ approved by the Remuneration Committee / Board of Directors.
- d) Shall be eligible for Long Term Incentive, as per the policy of the Company, not exceeding ₹ 5 Crores over a period of 4 years.
- e) Encashment of un-availed leave as per the rules of the Company.
- f) Employee Stock Options as per the ESOP Scheme of the Company as recommended / approved by the Remuneration Committee / Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company is authorised to promote him to higher cadres and/or to sanction him increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, including with the approval of the Central Government, as may be required, pursuant to the provisions of Section 314(1B) and other applicable provisions of the Companies Act, 1956 and related amendments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is here by authorised to agree to such modification and/ or variation as may be suggested by the Central Government while granting its approval.

By Order of the Board
For Strides Arcolab Limited
Sd/-

Badree Komandur
EVP – Finance & Company Secretary

Place: Bangalore

Dated: April 25, 2013

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office / Corporate Office of the Company not less than FORTY EIGHT HOURS before the AGM.
- b) Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the Meeting.
- c) The Register of Members and share transfer books of the Company will remain closed from June 3, 2013 to June 10, 2013 (both days inclusive).
- d) Members holding shares in physical mode are requested to notify any change in their address to the Registrars of the Company.
- e) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Appointment of Mr. Mohana Kumar Pillai as CEO - Pharma

- The Board of Directors at its meeting held on April 25, 2013 approved the appointment of Mr. Mohana Kumar Pillai as CEO Pharma of the Company with effect from May 2, 2013
- Mr. Mohana Kumar Pillai is a Graduate of Science from the University of Kerala and holds a Post Graduate Diploma in Business Administration from the University of Calicut. He has over 15 years of experience in the Pharma industry in India and abroad. In his last assignment he was CEO and Managing Director of South East Asian Region, Watson Pharmaceuticals, Singapore.
- Mr. Mohana Kumar Pillai is a relative of Mr. Arun Kumar, Managing Director of the Company and in terms of Section 314 of the Companies Act, 1956, appointment of a relative of a Director with a remuneration not less than ₹ 250,000/- per month requires prior approval of Shareholders and Central Government.
- Currently, Mr. Mohan Kumar does not draw any salary/ remuneration in the Company. Any payment of remuneration would be subject to approval of shareholders and the Central Government.

The Board of Directors recommend the passing of the resolution at Item No.6

None of the directors of your company except Mr. Arun Kumar, who is a relative of Mr. Mohana Kumar Pillai, is concerned or interested in this Resolution.

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ATTENDANCE SLIP

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

Folio / DP & Client ID No:
No. of shares held:

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

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company, held at The Regenza By Tunga, Plot No. 37, Sector 30 A, Vashi, Navi Mumbai – 400 703 on Monday, June 10, 2013 at 11.30 a.m.

Signature of the member/proxy

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PROXY FORM

Folio / DP & Client ID No. :
No. of shares held:

I/ Weof being a member/ members of the above named company, hereby appoint of or failing him of as my /our proxy to attend and vote for me / us and on my /our behalf at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company, to be held at Regenza By Tunga, Plot No. 37, Sector 30 A, Vashi, Navi Mumbai – 400 703 on Monday, June 10, 2013 at 11.30 am. and at any adjournment thereof.

Signed this day of 2013

Signed by the said



Note: The proxy to be effective should be deposited at the Registered Office / Corporate Office of the Company not less than 48 hours before the commencement of the Meeting.

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ADDENDUM TO THE NOTICE

Addendum to the Notice of the Twenty-Second Annual General Meeting of Strides Arcolab Limited scheduled to be held on Monday, June 10, 2013 at 11.30a.m. at The Regenza By Tunga, Plot No. 37, Sector 30 A, Vashi, Navi Mumbai – 400 703 to transact the following business:

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. S Sridhar, who was appointed as an Additional Director by the Board of Directors of the Company on July 27, 2012 pursuant to Article 113 of the Article of Association of the Company and who holds office upto the date of ensuing Annual General Meeting of the Company under section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Directors, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

- Mr. S Sridhar was appointed as an Additional Director with effect from July 27, 2012 by the Board of Directors of the Company. In terms of Section 260 of the Companies Act, 1956 and Article 113 of the Articles of Association of the Company, Mr. Sridhar holds office as a Director up to the date of ensuing Annual General Meeting and is eligible for reappointment as a Director. The Company has received a Notice under section 257 of the Companies Act, 1956 along with the deposit of Rs. 500 from a member proposing the candidature of Mr. S Sridhar for the office of the Director.
- Mr. Sridhar is a commercial and development banking professional who is known for his innovative business. He is member of the Board of Management of the Indian Institute of Foreign Trade. In his decades-rich experience, he was a member of the Managing Committee of the Indian Bank's Association and Indian Institute of Foreign Trade's Board of Management. He has also served as the Chairman and Managing Director of Central Bank of India and before that of National Housing Bank.

S.No.	Directorships	Committee Memberships
1	Ferro Alloys Corporation Limited	-
2	Binani Cement Limited	-
3	Incube Trustee Company Private Limited	-
4	DCB Bank Limited	Member of Credit Committee, Customer Service Committee and Nomination and Remuneration Committee
5	JP Morgan Mutual Fund India Private Limited	-
6	SEWA GrihRin Private Limited	-

- Mr. Sridhar has intimated the Company that he does not hold any shares of the Company as on date (both in his own name or on a beneficial basis by / for other persons).

The Board considers that his association as a Director will be beneficial to and in the interest of the Company. The Board recommends the resolution for approval of the shareholders.

Except Mr. Sridhar, none of the directors of the Company are concerned or interested in the said resolution.

By Order of the Board
For Strides Arcolab Limited
Sd/-

Badree Komandur
EVP – Finance & Company Secretary

Place: Bangalore

Dated: May 17, 2013