



STRIDES ARCOLAB LIMITED

CIN : L24230MH1990PLC057062

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

Tel No.: +91 22 2789 2924/ 2789 2968, Fax No.: +91 22 2789 2942

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

Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0800

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

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

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

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

- 1) Approval for change of the name of the Company from “Strides Arcolab Limited” to “Strides Shasun Limited” and consequent alteration to Memorandum of Association and Articles of Association of the Company;
- 2) Approval of “Strides Arcolab Employee Stock Option Plan 2015” and grant of employee stock options to Eligible Employees of the Company under the Plan;
- 3) Approval to grant stock options to the Eligible Employees of the Company’s subsidiaries / associate companies under the “Strides Arcolab Employee Stock Option Plan 2015”;
- 4) Approval for enhancement of borrowing limits of the Company from Rs. 1,500 Crores to Rs. 2,500 Crores ; and
- 5) Approval to raise long term funds upto Rs. 1,500 Crores.

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

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

Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer by Thursday, November 5, 2015, before 5.00 p.m. Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member.

E-Voting

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

The Company has engaged Karvy Computershare Pvt Ltd., Hyderabad ("Karvy") for providing the e-voting facility through its platform.

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

The e-voting will commence on Wednesday, October 7, 2015 at 9.00 a.m and will end on Thursday, November 5, 2015 at 5.00 p.m.

The results, together with the Scrutinizer's Report, will be announced on Saturday, November 7, 2015 at the registered office of the Company and will be displayed on the website of the Company i.e., www.stridesarco.com and also on the website of Karvy i.e., <https://evoting.karvy.com>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

RESOLUTIONS PUT THROUGH POSTAL BALLOT

Item No.1

Approval for change of the name of the Company from “Strides Arcolab Limited” to “Strides Shasun Limited” and consequent alteration to Memorandum of Association and Articles of Association of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Central Government, Registrar of Companies and any other statutory approvals as may be required in this matter, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of the Company from “**Strides Arcolab Limited**” to “**Strides Shasun Limited**” as made available by the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e., “**Strides Arcolab Limited**”, be substituted with the new name, i.e., “**Strides Shasun Limited**” and Clause I of the Memorandum of Association of the Company be substituted by the following clause:

*I. The Name of the Company is “**Strides Shasun Limited**”.*

RESOLVED FURTHER THAT Clause 2(i) of the Articles of Association of the Company be substituted by the following clause:

*2 (i) “The Company” or “this Company” means “**Strides Shasun Limited**”.*

RESOLVED FURTHER THAT subject to the above, the name of the Company wherever it appears in the Memorandum of Association and the Articles of Association of the Company be substituted by the new name “**Strides Shasun Limited**”.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company.

Item No. 2

Approval of “Strides Arcolab Employee Stock Option Plan 2015” and grant of Employee Stock Options to the Eligible Employees of the Company under the Plan.

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

RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the Regulations”) and such other approval as may be required including approval of the Foreign Investment Promotion Board (“FIPB”), if applicable and in accordance with the provisions of the Listing Agreement entered into with the Stock Exchanges where the shares of the Company are listed and subject to such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may

be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the members of the Company be and is hereby accorded to the Board to introduce and implement the "Strides Arcolab Employees Stock Option Plan – 2015" ("ESOP 2015/ the Plan"), and to create, offer, grant, issue and allot from time to time upto 70,000 (Seventy Thousand) Options to identified permanent employees of the Company who may or may not be the shareholders of the Company, (hereinafter collectively referred to as "Eligible Employees") as may be decided solely by the Board under the Plan, convertible into 70,000 (Seventy Thousand) Equity Shares of face value of Rs. 10/- each fully paid up, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Plan and the provisions of the law or regulations issued by the relevant authority, from time to time.

RESOLVED FURTHER THAT without being required to seek any further consent or approval of the members, the Board and / or its duly constituted Committee be and is hereby authorized to determine, modify, frame and incorporate such other terms and conditions in the Plan as hereby approved, including those arising in connection with the implementation of the Plan, as the Board may in its absolute discretion deem fit in order to ensure compliance of the Plan with the local laws of the countries where the Plan would be applicable, subject however to compliance with Indian laws.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company be and are hereby authorized to take all necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue or offer, allocation, allotment and utilization of the proceeds (including power to amend or modify any terms of such issue or allotment) without being required to seek any further consent or approval of the shareholders, as it may in its absolute discretion deem fit and further to execute all documents and writings as may be necessary, proper, desirable or expedient and to give such directions and/ or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions of the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman or the Vice Chairman of the Company with a power to further delegate to any Officers/ Executives of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

Item No. 3

Approval to grant stock options to the Eligible Employees of the Company's subsidiaries/ associate companies under the "Strides Arcolab Employee Stock Option Plan 2015"

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

RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the Regulations") and such other approval as may be required including approval of the Foreign Investment Promotion Board ("FIPB"), if applicable and in accordance with the provisions of the Listing Agreement entered into with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and

modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the members of the Company be and is hereby accorded to the Board to introduce and implement the "Strides Arcolab Employees Stock Option Plan – 2015" ("ESOP 2015/ the Plan"), and to create, offer, grant, issue and allot from time to time upto 70,000 (Seventy Thousand) Options *to identified permanent employees of the Company's subsidiaries / associate companies*, who may or may not be the shareholders of the Company, (hereinafter collectively referred to as "Eligible Employees") as may be decided solely by the Board under the Plan, convertible into 70,000 (Seventy Thousand) Equity Shares of face value of Rs. 10/- each fully paid up, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Plan and the provisions of the law or regulations issued by the relevant authority, from time to time.

RESOLVED FURTHER THAT without being required to seek any further consent or approval of the shareholders, the Board and / or its duly constituted Committee be and is hereby authorized to determine, modify, frame and incorporate such other terms and conditions in the Plan as hereby approved, including those arising in connection with the implementation of the Plan, as the Board may in its absolute discretion deem fit in order to ensure compliance of the Plan with the local laws of the countries where the Plan would be applicable, subject however to compliance with Indian laws.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company be and are hereby authorized to take all necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue or offer, allocation, allotment and utilization of the proceeds (including power to amend or modify any terms of such issue or allotment) without being required to seek any further consent or approval of the shareholders, as it may in its absolute discretion deem fit and further to execute all documents and writings as may be necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions of the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman or the Vice Chairman of the Company with a power to further delegate to any Officers/ Executives of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

Item No. 4

Approval for enhancement of borrowing limits of the Company from Rs. 1,500 Crores to Rs. 2,500 Crores

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

RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company at the Twenty Third Annual General Meeting held on September 9, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and the Rules made there under (including any statutory modifications or re-enactments thereof) and all other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") of the Company to borrow, from time to time, any sum or sums of money, in any currency, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies

so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at anytime exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores only).

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

Item No. 5

Approval to raise long term funds upto Rs. 1,500 Crores

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

RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act"), and rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies Act, 1956, the Foreign Exchange Management Act, 1999, as amended ("FEMA") including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and the rules framed there under, The Securities Contracts (Regulation) Act, 1956, The Securities and Exchange Board of India Act, 1992 and the rules framed there under including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, ("ICDR Regulations") (including any statutory amendments, modifications or re-enactments thereof), Listing Agreements as entered into by the Company with the Stock Exchanges where the shares of the Company is listed, enabling provisions in the Memorandum and Articles of Association of the Company and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended ("FCCB Scheme"), Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board Secretariat for Industrial Assistance) ("FIPB") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable and subject to the approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in India or in the course of international offerings, in one or more foreign markets, in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Indian and/or Multilateral Financial Institutions, Non Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Individuals or otherwise, whether members of the Company or not, by way of a public issue, qualified institutional placement to qualified institutional buyers ("QIBs") in terms of Chapter VIII of SEBI ICDR Regulations ("QIP"), or any other mode/method or means as may be prescribed by the concerned authorities from time to time, or a combination thereof, Equity Shares of face value Rs. 10/- each of the Company ("Equity Share") and/ or Foreign Currency Convertible Bonds ("FCCB") and/or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Bonds with share warrants attached and/ or Preference Shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as "Securities") or any combination of Securities, through one or more tranches, through one or more prospectus, placement documents and/ or letter of offer or circular and/ or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions as the Board may determine in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard, so that the total amount raised through issue of the Securities shall not exceed **Rs. 1,500 Crores** (Rupees One Thousand Five Hundred Crores), including premium and green shoe

option, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies / Advisors, Depositories, Custodians, Principal Paying/ Transfer/ Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/ Advisors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations as may be amended from time to time and the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations, as may be amended from time to time.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue and in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Equity Shares including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above so issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is here by authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Lead Manager(s) and such other parties in offerings of Securities and such other agencies, if necessary and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and other agencies and to seek the listing of such securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee of Directors or any director or any officer of the company in such manner as it may deem fit including to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.

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

Place: Bangalore

Date: October 1, 2015

Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the members by email/ registered post whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent as at September 25, 2015, at their respective registered/ last known address. The Notice will be displayed on the website of the Company (www.stridesarco.com) and of Karvy (<https://evoting.karvy.com>)
3. Members have the option either to vote through the e-voting process or through the postal ballot form.
4. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website (www.stridesarco.com) or seek duplicate postal ballot form from the Company or Karvy.
5. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio /client ID irrespective of the number of joint members.

6. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and/or furnished to NSDL/ CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
7. In compliance with provisions of Clause 35B of the equity Listing Agreement, the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, September 25, 2015, to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with Karvy for facilitating e-voting.
8. The instructions for the Members for voting electronically are as under:-
 - (i) To use the following URL for e-voting: <https://evoting.karvy.com/>
 - (ii) Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/ DP ID/ Client ID will be your user ID.

User - ID	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.

- (iii) After entering the details appropriately click on LOGIN.
- (iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.

Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.

The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the ‘Secret Question’ and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Login again with the new credentials.
- (vi) On successful login, system will prompt to select the ‘EVEN’ (E-voting Event Number) i.e., the Company’s name ‘Strides Arcolab Limited’.
- (vii) On the voting page, you will see the ‘Resolution Description’ and against the same the option ‘FOR/ AGAINST/ ABSTAIN’ from voting.
- (viii) Enter the number of shares (which represents number of votes) under ‘FOR/ AGAINST/ ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/ AGAINST’

taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN'.

- (ix) Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
 - (x) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
 - (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - (xii) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to binoy@cnpartners.in with a copy to evoting@karvy.com.
 - (xiii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P.A. of Karvy at +91 40 67161500 or at 1800 345 4001 (toll free).
 - (xiv) The voting period shall commence at 9.00 a.m. on Wednesday, October 7, 2015 and will end at 5.00 p.m. on Thursday, November 5, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on November 5, 2015.
9. Members have the option to vote either through e-voting or through physical postal ballot form. If a Shareholder has opted for e-voting, then he/ she should not vote by physical postal ballot form also and *vice-versa*. However, in case Members cast their vote both *via* physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
10. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Saturday, November 7, 2015
11. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Company and on the website of the Company (www.stridesarco.com) and also on the website of Karvy (<https://evoting.karvy.com>) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

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

Resolutions in Item Nos. 1 to 4 are arising out of the proposed merger of Shasun Pharmaceuticals Limited with the Company. As the Members are aware, the Scheme of Amalgamation ("the Scheme") was approved by the Members of the Company at their meeting held on April 10, 2015. Further, the Hon'ble High Court of Judicature of Madras and the Hon'ble High Court of Judicature of Bombay have approved the Scheme on June 16, 2015 & August 28, 2015 respectively. The Scheme is further subject to approval of Foreign Investment Promotion Board, for which the Company has already made requisite filings & representations.

Item No.1

Pursuant to the merger of Shasun Pharmaceuticals Limited with Strides Arcolab Limited, it is proposed to change the name of the Company to "Strides Shasun Limited".

Board of Directors of the Company at their meeting held on July 30, 2015, approved the proposed name change. Pursuant to the Company's application filed with the Registrar of Companies, Mumbai, Maharashtra, the Registrar vide their letter dated August 28, 2015 have made available the name "Strides Shasun Limited" for a period of 60 days.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The draft of the revised Memorandum of Association and Articles of Association reflecting the name change 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 am to 1.00 pm upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e., Thursday, November 5, 2015.

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

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

Item No. 2 & 3

a) Brief description of the Plan

In terms of Scheme of Amalgamation ("Scheme") between Shasun Pharmaceuticals Limited ("Shasun") and Strides Arcolab Limited, upon the effectiveness of the Scheme, Strides Arcolab shall issue stock options to Shasun Employees holding Shasun ("Strides") Options which shall entitle the Eligible Employees to purchase equity shares of the Company.

Pursuant to the above, Board of Directors ("the Board") of the Company in their meeting held on February 2, 2015 approved introduction of the ESOP 2015 subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (the "SEBI Regulations") and authorized the Nomination & Remuneration Committee to formulate the detailed terms and conditions of the ESOP 2015 and to administer and implement the ESOP 2015 in accordance with the provisions of the SEBI Regulations.

Strides Arcolab Employee Stock Option Plan 2015 ("ESOP 2015") is an employee stock option plan formulated in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 for the benefit of Shasun employees who are currently holding ESOP under the Shasun ESOP Scheme ("Eligible Employees") who shall become part of Strides pursuant to the proposed merger of Shasun with the Company.

Approval of the Members is being sought for issue of Stock Options to the Eligible Employees of the Company and its subsidiaries/ associate companies (in or outside India).

This ESOP Plan would be in addition to the existing Employee Stock Option Schemes of the Company viz., 'Strides Arcolab ESOP 2006, 'Strides Arcolab ESOP 2008', Strides Arcolab ESOP – 2008 (Director) and 'Strides Arcolab ESOP 2011'.

b) Total number of options to be granted under the Plan

The total number of Options that may be granted under Strides Arcolab ESOP, 2015 are 70,000 (Seventy Thousand) in aggregate which would result in additional 70,000 (Seventy Thousand) equity shares of Rs.10/- each.

The Options to be granted shall be in one or more tranches whereby one option entitles the holder of the Options to apply for one equity share of Rs. 10/- each of the Company. The Options shall lapse if not exercised within the specified exercise period as specified under the Plan.

Vested Options that lapse due to non-exercise or unvested Options that get cancelled due to resignation of the employees or otherwise, would not be available for being re-granted at a future date.

c) Identification of Classes of Employees entitled to participate in the Plan

The Plan is designed specifically for the benefit of Eligible Employees of Shasun holding Shasun Options who shall become part of Strides pursuant to the proposed merger of Shasun with the Company.

Such Eligible Employees shall include permanent employees of the Company and its subsidiaries/ associate companies whether working in India or out of India and shall be eligible to participate in the Plan.

Provided however that an employee who is a "Promoter" or belongs to Promoter Group (as defined under the SEBI Regulations) of the Company and its subsidiaries/ associate companies shall not be eligible to participate in the Plan.

The Nomination and Remuneration Committee shall discharge the functions of the Compensation Committee under the SEBI Regulations (hereinafter referred to as "the Committee").

d) Requirements of vesting, period of vesting and maximum period within which the options shall be vested

All unvested options granted shall vest in over a period of five years at the rate of one-fifth of the stock options with the first vesting date being one year from the date of the grant of Shasun Options.

However, in relation to the New Strides Options granted by the Company to the Eligible Employees pursuant to this Plan, in lieu of the Shasun Options granted to them under the Shasun ESOP Scheme, the period during which the Shasun Options were held by or deemed to have been held by the Eligible Employees shall be taken into account for determining the minimum vesting period required under applicable law, the Shasun ESOP Scheme and the ESOP 2015 Plan.

Further, in case the first vesting date has already passed on or before the Effective Date, all unvested options granted shall vest in over a period of four years at the rate of one-fourth of the New Stock Options, with the first vesting date being two years from the date of the grant of Shasun Options.

e) Exercise price or pricing formula

In terms of the Scheme of Amalgamation, each New Stock Option shall have an Exercise Price per equity share of the Company equal to the quotient of the option of the Shasun Exercise Price per equity share divided by the Share Exchange Ratio (rounded up to the nearest higher whole cent). Accordingly, the Exercise Price per New Stock Option to be granted would be Rs. 273.92 per share of the Company.

f) Exercise period and process of exercise

All Vested Options shall be respectively exercised in one or more tranches within a period of 180 days from the respective dates of Vesting, failing which the Options shall lapse.

Provided further that in case the Optionee is on a Long Leave (defined herein) as on the Vesting Date, all the Vested Options shall be Exercised by such Optionee, in one or more tranches, within a period of 30 days from the date on which the Optionee joins back the office after such Long Leave, failing which the Options shall lapse.

“Long Leave” shall mean continuous period of leave, with or without pay, for more than 15 days, granted in accordance with the Company’s policy or with a due approval from the appropriate authority in the Company.

Provided however, that in case of cessation of employment, the Vested Options shall lapse/ be Exercised in accordance with the provisions of Sub-article 10.1, Sub-article 10.2 or Sub-article 10.3 as may be applicable in ESOP 2015.

g) Appraisal process for determining the eligibility of employees to the ESOP

Only the Eligible Employees are being granted New Stock Options under the Plan.

Neither the Plan nor any other option scheme shall confer upon any Optionee any right with respect to continuing the Optionee's relationship as employee with the Company, nor shall it interfere in any way with his or her right or the Company's right to terminate such relationship at any time, for any reason whatsoever.

h) Maximum number of options to be issued per Employee and in aggregate

No Employee shall be entitled to more than 20,000 (Twenty Thousand) Options in a financial year.

The options issued in terms of the Plan shall not exceed 70,000 (Seventy Thousand) options in aggregate.

i) Maximum quantum of benefits to be provided per employee under the Plan;

No Employee shall be entitled to more than 20,000 (Twenty Thousand) Options in a financial year.

The options issued in terms of the Plan shall not exceed 70,000 (Seventy Thousand) options in aggregate.

j) Administration of the Plan

The Plan shall be implemented by the Company through its ESOP Committee/ Nomination and Remuneration Committee under the policy and framework laid down by the Board of Directors in accordance with the authority delegated to the ESOP Committee/ Nomination and Remuneration Committee in this regard from time to time.

k) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both

The Plan involves new issue of shares by the Company

l) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc

Not applicable

m) Maximum percentage of secondary acquisition (subject to limits specified in the regulations) that can be made by the Trust for the purpose of the Plan.

Not applicable

n) Accounting Policies

The Company shall comply with the accounting policies specified in the requirements of the 'Guidance Note on Accounting for Employee Share-Based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

o) Method of Valuation

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

p) Statement

As the ESOP 2015 provides for issue of shares to be offered to persons other than existing members of the Company, consent of the members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As per the SEBI Regulation, a separate resolution is required to be passed if the benefits of the Employee Stock Option Scheme are to be extended to the employees of subsidiary and associate companies of the Company and/ or such other persons as may from time to time be allowed to enjoy the benefits of the Plan in the same manner and subject to terms and conditions as mentioned herein.

The copy of the Plan 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 am to 1.00 pm upto the date of closing of e-voting/ last date of receipt of Postal Ballot Forms i.e., Thursday, November 5, 2015.

Accordingly the resolutions set as Item No.2 and 3 are being placed for the approval of members.

The Board of Directors recommend the passing of the proposed resolutions stated in Item 2 and Item 3 as Special Resolutions.

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

Item No. 4

Members of the Company at their meeting held on September 9, 2014 had authorized the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 to borrow monies for business purposes of the Company up to a limit of Rs. 1,500 Crores.

Considering the proposed merger of Shasun Pharmaceuticals Limited into the Company and the Company's future business requirements and growth plans, the Board of Directors of the Company at their meeting held on September 25, 2015 approved the proposal to increase the said borrowing limits from Rs. 1,500 Cores to Rs. 2,500 Crores, as set out in the resolution.

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, approval of the members is sought by way of Special Resolution for such increase in borrowing limits.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval of Members as a Special Resolution.

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

Item No. 5

In order to fund capital expenditure, long-term working capital, investments, expansion of the existing business, debt repayment and other approved corporate purposes, as permitted by applicable rules and regulations, the Company proposes to raise upto Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores) (including premium and green shoe option) in one or more tranches through issue of equity shares through a private placement, issue of Convertible Bonds or such other equity linked instruments or a mix of them by issue of equity or equity linked securities or such other permitted securities as may be finalized by the Board in the course of domestic and/ or international offerings including but not limited to Qualified Institutional Placement within the meaning of Chapter VIII of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), Foreign Currency Convertible Bonds, Bonds with share warrants attached, Global Depository Receipts, American Depository Receipts or any other equity linked instruments of the Company or a combination of the foregoing, in one or more tranches, at a price determined in accordance with applicable law and otherwise on such terms and conditions as may be deemed appropriate by the Board and/or any Committee thereof at the time of the issue or allotment of the Securities.

The special resolution seeks to give the Board of Directors powers to issue Equity Shares or such other convertible securities as the Board of Directors may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices and to such persons including institutions, incorporated bodies and/ or individuals or otherwise as the Board of Directors, in its absolute discretion, deems fit. The detailed terms and conditions of the Issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other experts in accordance with the applicable provisions of the law.

Since the pricing and other terms of the offering cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms. However, the same would be in accordance with the ICDR Regulations and/ or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme, 1993 as amended from time to time or any other guidelines / regulations as may be applicable and in case of an issue of Securities to Qualified Institutional Buyers pursuant to Chapter VIII of the ICDR Regulations, the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations as may be amended from time to time, and the relevant date in this regard shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed under the ICDR Regulations from time to time.

Section 62(1) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the members by way of a special resolution decide otherwise.

Since, the Special Resolution proposed under Item No. 5 of this notice may result in the issue of Equity Shares of the Company to persons other than members of the Company, consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company. The equity shares, if any, shall rank in all respects *pari passu* with the existing Equity shares of the Company.

The Board of Directors recommends the resolution as set out in Item no. 5 of this notice for the approval of Members as a Special Resolution.

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

Place: Bangalore

Date: October 1, 2015

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