

STRIDES ARCOLAB LIMITED

CIN : L24230MH1990PLC057062

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

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

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

Ph: +91 22 2789 2924 ; Fax: +91 22 2789 2942



NOTICE is hereby given that the **Twenty-Third Annual General Meeting of Strides Arcolab Limited** will be held on Tuesday, September 9, 2014 at The Regenza By Tunga, Plot no. 37-A, Vashi, Navi Mumbai – 400 705 at 11.00 am to transact the following business.

ORDINARY BUSINESS**Item 1 – Adoption of financial statements**

To receive, consider and adopt the financial statements of the Company for the 15 month period ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss account for the period ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

Item 2 – Declaration of Final Dividend

To declare a final dividend of ₹ 5/- per equity share and to confirm the Special Dividend of ₹ 500/- per equity share declared and paid in December 2013.

Item 3 – Appointment of Director in place of Mr. M R Umarji, Non-Executive Director

To appoint a Director in the place of Mr. M R Umarji (DIN - 00307435), who retires by rotation and being eligible, seeks re-appointment.

Item 4 – Appointment of Director in place of Mr. Deepak Vaidya, Non-Executive Director

To appoint a Director in place of Mr. Deepak Vaidya (DIN - 00337276), who retires by rotation and being eligible, seeks re-appointment.

Item 5 – Appointment of Statutory Auditors

To re-appoint Deloitte Haskins & Sells, Bangalore (Firm Registration No.: 008072S) as Statutory Auditors of the Company for a period of three (3) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty-Sixth AGM and to fix their remuneration.

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Deloitte Haskins & Sells, Bangalore (Firm Registration No. 008072S), who have offered themselves for reappointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules made thereunder, be and are hereby re-appointed as the Statutory Auditors of the Company for a period of three (3) consecutive years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Sixth Annual General Meeting (subject to ratification of the appointment by the

Members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS**Item 6 – Re-appointment of Mr. Arun Kumar as Managing Director**

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

RESOLVED that pursuant to the provisions of sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, including Schedule V to the Companies Act, 2013, as amended from time to time and further subject to other statutory/ regulatory approvals as may be necessary, Mr. Arun Kumar (DIN - 00084845) be and is hereby re-appointed as Managing Director of the Company for a further period of five (5) years with effect from May 24, 2014 upon the following terms and conditions:

- Maximum fixed salary of ₹ 4 crores per annum (inclusive of all allowances and perquisites except chauffeur driven car for use on Company's business and telephone facility at residence);
- Bonus/ Performance based payout of upto 50% of the fixed salary as may be approved by the Board of Directors;
- Encashment of un-availed leave as per the rules of the Company;
- Annual increment in fixed salary not exceeding 30% of the immediately preceding annual fixed salary as may be 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 salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

Item 7 – Appointment of Ms. Sangita Reddy as Independent Director

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Act, as amended from time to time, Ms. Sangita Reddy (DIN - 00006285), an Independent Director of the Company, who was appointed as Additional Director by the Board of Directors in their meeting held on February 7, 2014 and who

holds office until the date of the Annual General Meeting; and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act; and 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 Companies Act, 2013 signifying his intention to propose Ms. Sangita Reddy as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Eighth Annual General Meeting.

Item 8 – Appointment of Mr. Bharat Shah as Non-Executive Director

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, as amended from time to time, Mr. Bharat Shah (DIN - 00136969), a Non-Executive Director of the Company, who was appointed as an Additional Director by the Board of Directors in their meeting held on July 25, 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bharat Shah as a candidate for the office of the director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

Item 9 – Appointment of Mr. Sridhar S as Independent Director

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Sridhar S (DIN - 00004272), 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 Independent Director for a period of five (5) consecutive years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Eighth Annual General Meeting.

Item 10 – Appointment of Mr. A K Nair as Independent Director

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

RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. A K Nair (DIN - 00009148), an Independent Director of the Company, 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

Independent Director of the Company for a period of five (5) consecutive years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Eighth Annual General Meeting.

Item 11 – Appointment of Mr. P M Thampi as Independent Director

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

RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. P M Thampi (DIN - 00114522), an Independent Director of the Company, 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 Independent Director of the Company for a period of five (5) consecutive years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Eighth Annual General Meeting.

Item 12 – Borrowing Power of the Company

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

RESOLVED that in supersession of the earlier resolution passed by the Shareholders of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount including the monies already borrowed shall not, at any time exceed the limit of ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores).

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

Badree Komandur
Chief Financial Officer & Company Secretary

Place : Bangalore

Dated : July 25, 2014

- 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.

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 dematerialised form are requested to bring their Client ID and DP ID numbers for identification.

- 3) The Register of Members and Share Transfer Books of the Company will remain closed from September 3, 2014 to September 9, 2014 (both days inclusive).
- 4) Subject to the provisions of 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 September 2, 2014. 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 September 2, 2014, as per the details furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
- 5) 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, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081; Tel: +91 40 2342 0815 to 824; Fax +91 40 2342 0814; Email id: svraju@karvy.com; mohan.a@karvy.com; Contact Persons: Mr. S.V. Raju/ Mr. Mohan Kumar A at the earliest but not later than September 1, 2014.
- 6) 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.
- 7) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
- 8) 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.

- 9) Electronic copy of the Notice convening the Twenty-Third 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-Third 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 to the members 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-Third 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.

The physical copies of the aforesaid documents will also be available at Company's Registered Office/ Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries may write to us at investors@stridesarco.com.

- 10) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, September 2, 2014 are entitled to vote on the Resolutions set forth in this Notice.

Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company/ Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.

The e-voting period will commence at 9.00 a.m. on Wednesday, September 3, 2014 and will end at 5.00 p.m. on Friday, September 5, 2014. The Company has appointed Mr. Binoy Chacko, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting annexed to this Notice.

EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 6 to 12 of the accompanying Notice:

Item 6 – Re-appointment of Mr. Arun Kumar as Managing Director

Mr. Arun Kumar (DIN - 00084845) is the Founder and Promoter Director of the Company and is on the Board of the Company as Managing Director since its inception.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on May 23, 2014 reappointed Mr. Arun Kumar as the Managing Director of the Company for a further period of 5 years with effect from May 24, 2014 upon such terms and conditions including remuneration as stated in the resolution.

Information as required under Schedule V of the Companies Act, 2013 is given 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	₹ in Million		
	2013 -2014 (15 Month Period)	2012 (12 Month Period)	2011 (12 Month Period)
Total Revenue	11,847.81	8,309.15	7,692.19
Total Expense (excluding exception items)	10,676.77	7,066.20	6,989.50
Profit/Loss After Tax	35,129.25	559.86	1,179.25
Dividend Rate (interim)	5000%	-	-
Dividend Rate (Final)	50%	20%	20%

- 5) Export performance and net foreign exchange collaborations : For the 15 month period ending March 31, 2014:
 - a) Foreign Exchange earnings on FOB basis amounted to ₹ 8,511.29 Million as against foreign exchange outgo of ₹ 3,087.99 Million for the 15 month period ending March 31, 2014.
 - b) Foreign Exchange Outgo amounted to ₹ 3,087.99 Million

- 6) Foreign investments or collaborators, if any : The Company is listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

As at June 30, 2014, the Foreign Investment in the Company was at 48.71%.

There are no Foreign Collaborators.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr. Arun Kumar is the Founder and Promoter Director of the Company and is on the Board of the Company as Managing Director since its inception.

After graduating in Commerce, Mr. Arun Kumar began his career in the exports department of Bombay Drug House Ltd., one of the earliest exporters of pharmaceuticals from India in the early 80s and was soon promoted to head the International Division.

Mr. Arun Kumar founded Strides Arcolab Limited in 1990 and put it on a global platform, with a presence in more than 75 countries in the developed and emerging markets.

The Company is listed in both National Stock Exchange of India Limited and BSE with a market capitalisation of around ₹ 3,975 Crores as at the date of this notice.

2. Past remuneration, recognition or awaits, job profile and his suitability

Mr. Arun Kumar was paid a total remuneration of ₹ 55,781,308 for the 15 month period ended March 31, 2014.

From a very modest beginning in India, Strides Arcolab Limited ("Company") has stayed competitive in the pharmaceutical landscape under the able leadership of Mr. Arun Kumar.

Under the stewardship of Mr. Arun Kumar, the Company has successfully completed various cross border transactions and has created value for the shareholders and employees by distributing a significant portion of the monetised value.

During the 15 month period ended March 31, 2014, the Company's revenue stood at ₹ 13,750 million with an EBITDA of ₹ 2,610 million, driven by growth across all its businesses.

The Board of Directors of the Company consider that the appointment of Mr. Arun Kumar as Managing Director will be beneficial and in the best interests of the Company and its business.

3. Remuneration proposed

As stipulated in the Resolution.

4. Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person

Mr. Arun Kumar's skill set and his experience places him in a correspondingly equal position to 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. Arun Kumar has pecuniary relationship with the Company in his capacity as Founder and Promoter Director.

III. OTHER INFORMATION

Reasons for 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 years. Further, the Company has taken appropriate steps to ensure profitability in future. This resolution is only an enabling provision for payment of remuneration in the unlikely scenario of loss/ inadequacy of profits.

IV. DISCLOSURE AS REQUIRED UNDER CLAUSE 49 IV (G) OF THE LISTING AGREEMENT

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

As given above.

2) Shareholding of the Director in the Company

Mr. Arun Kumar holds 670,797 equity shares representing 1.13% of the paid-up share capital of the Company.

3) Companies in which directorships and committee memberships held

Details of Directorships and Committee Memberships held by him forms part of the 'Corporate Governance Report' (Annexure 1 – Profile of Directors).

The Board recommends the passing of the proposed resolution stated at Item 6 as Special Resolution and request your approval for the same.

Except Mr. Arun Kumar and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item 7 – Appointment of Ms. Sangita Reddy as an Independent Director

The Board, at its meeting held on February 7, 2014, appointed Ms. Sangita Reddy (DIN - 00006285) as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Sangita Reddy will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Ms. Sangita Reddy for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks approval of members for the appointment of Ms. Sangita Reddy as an Independent Director of the Company for a period of five (5) years from the conclusion of the Twenty-Third Annual General Meeting to the conclusion of the Twenty-Eighth Annual General Meeting.

Ms. Sangita Reddy does not hold any shares in the Company. Details of Directorships and Committee Memberships held by her forms part of the 'Corporate Governance Report' (Annexure 1 – Profile of Directors).

The Company has received declaration from Ms. Sangita Reddy that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Ms. Sangita Reddy fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and she is independent of the management.

The Board recommends the passing of the proposed resolution stated at Item 7 as Ordinary Resolution and request your approval for the same.

Except Ms. Sangita Reddy and her relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item 8 – Appointment of Mr. Bharat Shah as a Non-Executive Director

The Board, at its meeting held on July 25, 2014, appointed Mr. Bharat Shah (DIN - 00136969) as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Bharat Shah will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Bharat Shah for the office of Non-Executive Director, to be appointed as such under the provisions of Section 160 of the Companies Act, 2013.

Mr. Bharat Shah holds 30,000 equity shares representing 0.05% of the paid-up share capital of the Company. Details of Directorships and Committee Memberships held by him forms part of the 'Corporate Governance Report' (Annexure 1 – Profile of Directors).

The resolution seeks approval of members for the appointment of Mr. Bharat Shah as a Non-Executive Director liable to retire by rotation. The Board recommends the passing of the proposed resolution stated at Item 7 as Ordinary Resolution and request your approval for the same.

Except Mr. Bharat Shah and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Items Nos. 9 to 12 – Appointment of existing Independent Directors – Mr. Sridhar S, Mr. A K Nair and Mr. P M Thampi

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Sridhar S (DIN - 00004272), Mr. A K Nair (DIN - 00009148) and Mr. P. M Thampi (DIN - 00114522) as Independent Directors at various times, in compliance with the requirements of the clause.

Further, the Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. The Independent Directors will serve a maximum of two terms of five years each. However, as per the revised clause 49 (which is effective October 1, 2014), those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Sridhar S, Mr. A K Nair and Mr. P. M Thampi, Independent Directors of the Company is now being placed before the Members for their approval.

The Company has received declaration that the above Directors meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

Except Mr. Sridhar S, Mr. A K Nair and Mr. P. M Thampi and their relatives, respectively none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

A brief profile of Mr. Sridhar S, Mr. A K Nair and Mr. P. M Thampi forms part of the 'Corporate Governance Report' (Annexure 1 – Profile of Directors).

STRIDES ARCOLAB LIMITED

CIN : L24230MH1990PLC057062

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

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

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

Ph: +91 22 2789 2924 ; Fax: +91 22 2789 2942



ATTENDANCE SLIP

Twenty-Third Annual General Meeting - September 9, 2014

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

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 TWENTY-THIRD ANNUAL GENERAL MEETING of the Company, held at The Regenza By Tunga, Plot no. 37-A, Vashi, Navi Mumbai - 400 705 on Tuesday, September 9, 2014 at 11.00 a.m.

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

Signature of the attending Member/ Proxy

CUT HERE

PROXY FORM

Twenty-Third Annual General Meeting – September 9, 2014

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 TWENTY-THIRD ANNUAL GENERAL

MEETING of the Company, to be held on Tuesday, September 9, 2014 at 11.00 am at The Regenza By Tunga, Plot no. 37-A, Vashi, Navi Mumbai – 400 705 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Particulars	Type of Resolution
Ordinary Business		
1	Adoption of financial statements	Ordinary Resolution
2	Declaration of Dividend	Ordinary Resolution
3	Appointment of Director – Mr. MR Umarji	Ordinary Resolution
4	Appointment of Director – Mr. Deepak Vaidya	Ordinary Resolution
5	Appointment of Auditors	Ordinary Resolution
Special Business		
6	Re-appointment of Mr. Arun Kumar as Managing Director	Special Resolution
7	Appointment of Ms. Sangita Reddy as Independent Director	Ordinary Resolution
8	Appointment of Mr. Bharat Shah as Independent Director	Ordinary Resolution
9	Appointment of Mr. Sridhar S as Independent Director	Ordinary Resolution
10	Appointment of Mr. A K Nair as Independent Director	Special Resolution
11	Appointment of Mr. P M Thampi as Independent Director	Special Resolution
12	Borrowing Power of the Company	Special Resolution

Signed this day of 2014

.....
Signature of the Member

.....
Signature of the Proxy

Affix
revenue
stamp

Note:

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

PROCEDURE FOR E-VOTING

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

- After entering the details appropriately click on LOGIN.
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- 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.
- 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.
- Kindly note that this password can be used by the Demat holders 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.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- 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.
- Corporate/ Institutional Members (Corporate/ FIs/ FII's/ 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P.A of Karvy Computershare Pvt Ltd at +91 40 44655000 or at 1800 345 4001 (toll free).
- Login again with the new credentials.
- The voting rights shall be as per the number of equity share held by the Member(s) as on Tuesday, September 2, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- On successful login, system will prompt to select the 'Event' i.e., the Company name - '**Strides Arcolab Limited**'.
- The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Wednesday, September 3, 2014 and will end at 5.00 p.m. on Friday, September 5, 2014. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.
- The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- 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'.

E-voting Details

EVENT	User ID	Password

