Strides

March 5, 2019

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip code: STAR

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip code: 532531

Dear Sirs,

Sub: Notice of Extraordinary General Meeting

An Extraordinary General Meeting of the Members of the Company shall be held on Wednesday, March 27, 2019 at 11:30 hrs at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025 to transact the following Special Business:

Item No. 1: Divestment of Australian Business

Item No. 2: Approval for Transactions/ Contracts/ Arrangements with Solara Active Pharma Sciences Limited upto Rs. 500 crores in each financial year

Enclosed is the copy of EGM Notice along with the addendum for your records.

Thanks & Regards,
For Strides Pharma Science Limited

Manjula R.

STRIDES PHARMA SCIENCE LIMITED

Manjula Ramamurthy
Company Secretary

Encl: As Above

Strides Pharma Science Limited
(Formerly Strides Shasun Limited)
CIN: L24230MH1990PLC057062
Corp Off: Strides House, Bilekahalli, Bannerghatta Road, Bangalore - 560 076, India
Tel: +91 80 6784 0000 Fax: +91 80 6784 0700
Regd Off: 201, Devavrata, Sector 17, Vashi, Navi Mumbai – 400 703, India
Tel: +91 22 2789 2924 / 3199 Fax: +91 22 2789 2942
info@strides.com; www.strides.com

STRIDES PHARMA SCIENCE LIMITED
(Formerly Strides Shasun Limited)
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Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700
Website: www.strides.com; Email: investors@strides.com

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Strides Pharma Science Limited (the "Company") will be held on Wednesday, March 27, 2019 at 11:30 hrs at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025 to transact the following Special Business:

Item 1: Divestment of Australian Business

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 Section 180(1)(a), Section 100, Section 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and any other relevant rules made thereunder as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, and other applicable regulations, if any, and subject to consents, approvals and/ or permissions of relevant authorities as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors to sell/ transfer/ divest its entire shareholding in the step-down subsidiaries (i) Strides Arcolab (Australia) Pty Ltd., Australia ("SAA") and (ii) Generic Partners Holding Co Pty Ltd., Australia, both held through, Strides Pharma Global Pte Limited., Singapore ("SPG") ("Australia Business") and the assets relevant to the Australia Business which are held by SPG or its affiliates to Arrotex Holdings Pty Ltd, Australia for a consideration of AUD 394 Million on a 'cash-free/debt-free' basis and on such other terms and conditions as may be decided by the Board.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary and/ or expedient in their discretion for completion of the transaction as aforesaid in the best interests of the Company.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director, Committee or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.

Place: Bengaluru
Dated: 29 January 2019

By Order of the Board
For Strides Pharma Science Limited
Sd/-
Manjula Ramamurthy
Company Secretary

NOTES

1) The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ('EGM') 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 EGM 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 dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting.

4) Electronic copy of the EGM Notice 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 EGM of the Company, along with the process of e-voting, Attendance slip, and the Proxy form is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode. Members may also note that the Notice convening the EGM along with the process of e-voting and the Attendance slip, and Proxy form will be available on Company's website – www.strides.com

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

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

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

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

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

5) This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, February 22, 2019. However, Members whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, March 20, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09:00 hrs on Thursday, March 21, 2019 and will end at 17:00 hrs on Tuesday, March 26, 2019. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Notice and before the cut-off date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.

6) Mr. Binoy Chacko (Membership Number: FCS 4792 & CP: 4221), Partner of M/s. Joseph and Chacko LLP, Company Secretaries, Bangalore has been appointed as the Scrutinizer to scrutinize the e-voting process and voting done through Insta Voting/ physical ballot paper at the EGM in a fair and transparent manner.

7) At the EGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility. The Scrutinizer shall, after the conclusion of voting at the general meeting, count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company.

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

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

10) Further, the Members are requested to note that 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.

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

I. Introduction

The Board of Directors of the Company at their meeting held on January 29, 2019, have recommended the sale/ transfer/ divestment of its entire Australia business held by its step-down subsidiary, Strides Pharma Global Pte Limited, Singapore ("SPG") to Arrotex Holdings Pty Ltd, Australia ("Arrotex") for a consideration of Australian Dollar ("AUD") 394 Million to be discharged by way of cash and on such terms and conditions as may be mutually agreed. The transaction will be subject to the approval of Members of the Company and such other approvals, consents, permissions and sanctions as may be necessary.

In addition to the consideration above, SPG will enter into a 10-year preferred product supply agreement with Arrotex in relation to the supply of products by SPG to the Arrotex group which will help SPG retain 40% to 50% of the Current Earnings before interest, tax, depreciation and amortization ("EBITDA") of its Australian business which is estimated at AUD ~40 Million.

SPG will also retain access to the Intellectual Property ("IP") of 140+ products in the Arrow portfolio, which it had developed or acquired over last four years. These IPs have fungibility to be commercialized in other regulated markets where the Company or SPG operates. SPG also retains the right to commercialize these products in Australia after completion of its non-compete arrangement, which will be three years from the closure of the transaction.

On the completion of the transaction, SPG will immediately receive an amount of AUD 300 million and the balance AUD 94 Million would be deferred through a secured instrument. SPG and the Company will use the initial proceeds of the transaction to pare term debt to the extent of USD 150-160 million and utilise the balance proceeds as growth capital for other operating markets of the Company. In the event of growth capital not being fully used, the balance of initial proceeds, along with additional AUD 94 million deferred consideration, will be used to reduce further term debt.

The transaction is expected to be EPS accretive and will significantly strengthen the consolidated balance sheet of the Company. Adjusting for the retained EBITDA as stated above, the sale will deliver an Enterprise Value to EBITDA multiple in the range of ~18x to ~22x at the lower and upper end of the retained EBITDA respectively.

II. Background to the Company's Australia Business

The Company re-entered the Australian market as 'Arrow' in a leadership position in September 2015 with the acquisition of generics portfolio by SPG from Aspen Pharmacare Holdings Limited. Since then, Arrow undertook various strategic initiatives to expand its portfolio, improve supply chain and increase the front-end presence to become one of the top three generic pharmaceutical companies of the region.

In May 2018, SPG agreed with Apotex to merge their Australian businesses to build the largest generic pharmaceutical Company in Australia. The proposed merger would have given SPG a controlling interest in the combined entity. The transaction was subject to satisfactory due diligence, customary closing conditions and statutory approvals, including approval of Australian Competition and Consumer Commission ("ACCC").

Post the ACCC approval in September 2018 and further due diligence, SPG entered into further discussions with Apotex and Mr. Dennis Bastas (Executive Chairman and Co-founder of Arrow Pharmaceuticals Pty Ltd.) around the terms of the proposed Arrow-Apotex merger. SPG also considered an option to acquire 100% ownership of the combined entity which would have resulted in a significant increase of the debt on the balance sheet. However, it was envisaged that the estimated combined synergies and EBITDA of the merged business could not have supported the leverage the Company was comfortable with. Consequently, SPG proposed selling its shares in the Business to Arrotex while retaining the IP of the portfolio and entering into a preferred long-term supply agreement.

III. Current Proposal and Transaction Structure

As part of the transaction, the following are envisaged:

a) SPG to sell all of its shares in the following entities to Arrotex Holdings Pty Ltd (an entity owned by Mr. Dennis Bastas & party to the merger with Apotex Australia Pty Ltd., Australia):

   i. Strides Arcolab (Australia) Pty Ltd, Australia, which is the holding company of Arrow Group of entities and certain assets relevant to the Australia business

   ii. Generic Partners Holdings Pty Ltd. Australia along with its subsidiary Generic Partners Pty Ltd

b) SPG to enter into a 10-year preferred supplier contract with Arrotex, which will enable SPG to retain 40-50% of current EBITDA of the Australia business. The Australia business is estimated to have an annualised EBITDA of AUD 40 Million

c) SPG will also retain access to the IP of 140+ products in the Arrow portfolio with fungibility to be commercialised in other regulated markets where the Company or SPG operates.

d) SPG will also retain the right to commercialize these products in Australia post completion of the non-compete period of three years.

Pre-requisites for the transaction

The transaction is subject to:

a) approval of the Members of the Company;
b) simultaneous completion of the Arrow-Apotex merger;
c) certain other conditions including the conclusion of definitive agreements.

IV. Regulatory Requirement

The net worth of the Australian business as on March 31, 2018, is INR 7,302 Million, representing ~30% of the consolidated net worth of the Company. The turnover of the Australian business for the year ending March 31, 2018, is INR 9,376 million representing ~32% of the consolidated turnover of the Company.

a) Companies Act, 2013

In terms of Section 180 of the Companies Act, 2013, the Board of Directors of a Company shall exercise the following power, only with the consent of the Members of the Company by a special resolution:

- *to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.*

Explanation: For the purposes of this:

i. "undertaking" shall mean an undertaking in which the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year;

ii. The expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent. or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

b) SEBI (Listing Obligations and Disclosure Regulations) 2015 ("Listing Regulations")

In terms of Regulation 24 of Listing Regulations, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. Material subsidiary for the purpose of Regulation 24 of Listing Regulations shall mean a subsidiary, whose income or net worth exceeds twenty per cent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Considering the net worth and turnover of Australia Business held through SPG, the proposed transaction will require Members' approval by way of special resolution in terms of Section 180 of the Companies Act, 2013 and Regulation 24 of Listing Regulations.

Recommendation of the Board

The Board recommends passing of the proposed resolution stated in Item 1 as Special Resolution and requests your approval for the same.

Arun Kumar, Group CEO & Managing Director of the Company is also a Director of the following entities in Australia, which form part of the Arrow Group:

a) Strides Arcolab (Australia) Pty Ltd, Australia
b) Arrow Pharmaceuticals Pty Ltd, Australia
c) Arrow Pharma Pty Ltd, Australia

The said entities are step-down subsidiaries of the Company and Arun Kumar is holding directorship as a nominee of SPG/ its affiliates and not in his personal capacity.

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

By Order of the Board
For Strides Pharma Science Limited

Sd/-
Manjula Ramamurthy
Company Secretary

Place: Bengaluru
Dated: 29 January 2019

Attendance Slip

STRIDES PHARMA SCIENCE LIMITED
(formerly Strides Shasun Limited)
CIN : L24230MH1990PLC057062
Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703
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Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
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Website: www.strides.com; Email: investors@strides.com

Extraordinary General Meeting – March 27, 2019

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

Name of the Member	
Folio / DP & Client ID No.	
No. of shares held	

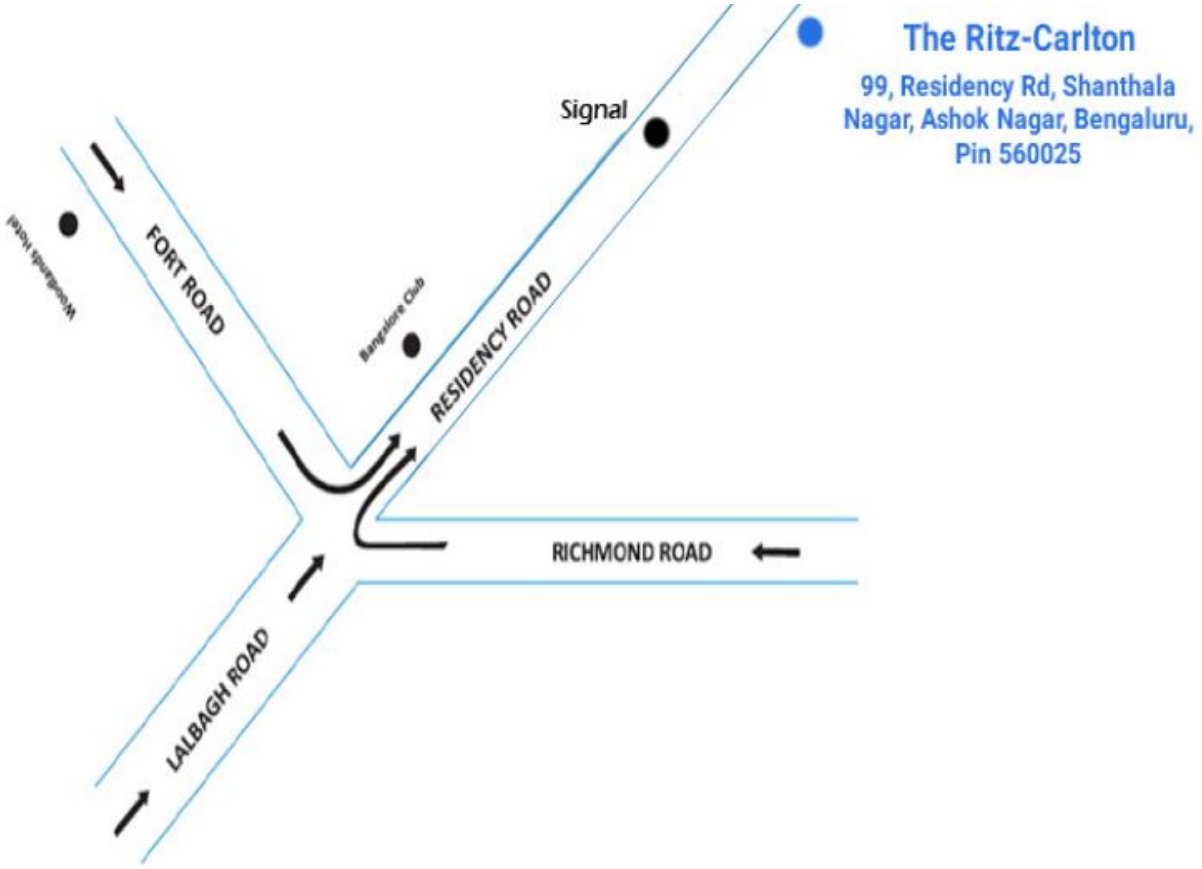
I certify that I am a member/ proxy of the member of the Company.

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company, held at 11:30 hours at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025 on Wednesday, March 27, 2019.

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

Signature of the attending Member/ Proxy

ROUTE MAP


The Ritz-Carlton
99, Residency Rd, Shanthala Nagar, Ashok Nagar, Bengaluru, Pin 560025
Signal
FORT ROAD
Bangalore Club
RESIDENCY ROAD
RICHMOND ROAD
LALBAGH ROAD

Proxy Form – Form MGT-11

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

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Extraordinary General Meeting – March 27, 2019

Name of the Member(s)	
Registered Address	
Email	
Folio No. / Client ID	
DP ID	

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

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 EXTRAORDINARY GENERAL MEETING of the Company, to be held on Wednesday, March 27, 2019 at 11:30 hours at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item Number	Resolutions	Type of Resolution
	Special Business	
1	Divestment of Australian Business	Special Resolution

Signed this _____ day of _____ 2019

Affix revenue stamp

_____
Signature of the Member

_____
Signature of the Proxy

Note:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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.

(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.

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ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Addendum to the Notice of the Extra Ordinary General Meeting of the Members of Strides Pharma Science Limited (the "Company") scheduled to be held on Wednesday, March 27, 2019 at 11:30 hrs at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025.

Notice is hereby given that the following item of business is added in the aforesaid Notice as Special Business:

Item 2: Approval for Transactions/ Contracts/ Arrangements with Solara Active Pharma Sciences Limited upto Rs. 500 crores in each financial year

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**"), including any amendment, modification or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to the Audit Committee/ Board of Directors of the Company to enter into contracts, arrangements, purchases and other transactions with Solara Active Pharma Sciences Limited ("Solara"), on such terms and conditions as may be mutually agreed upon between the Company and Solara for an amount upto Rs. 500 crores (Rupees Five Hundred Crores) in each financial year commencing from FY 2018-19, for the purposes as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person(s) authorised by them, be and are hereby authorised to execute, deliver and perform such agreements, contracts, deeds and other documents and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with Solara, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution, in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

Place: Bengaluru
Date: 29 January 2019

By Order of the Board
For **Strides Pharma Science Limited**
Sd/-
Manjula Ramamurthy
Company Secretary

Notes:

1) The statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Addendum is annexed.

2) This Addendum is available along with the Notice of Extra Ordinary General Meeting on the website of the Company. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto

3) All the processes, notes and instructions relating to e-voting set out for and applicable to the Extra Ordinary General Meeting scheduled to be held on Wednesday, March 27, 2019 shall mutatis-mutandis apply to the e-voting for the resolution proposed in the Addendum to the Notice of Extra Ordinary General Meeting.

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EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 2 of the accompanying Notice:

Item 2: Approval for Transactions/ Contracts/ Arrangements with Solara Active Pharma Sciences Limited upto Rs. 500 crores in each financial year

In March 2018, the Company through a Composite Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, demerged its API business to Solara Active Pharma Sciences (Solara) (Appointed Date being October 1, 2017). Subsequently, in April 2018 and August 2018, pursuant to specific arrangements and approvals, the Company also divested the business and assets at Strides API Research Centre and Strides Chemicals Private Limited to Solara respectively.

Pursuant to the above, API manufacturing facilities, which earlier were owned by the Company for its vertically integrated portfolio, were transferred to Solara. This was also done in line with the Company's B2C led growth strategy to focus on finished dosage formulations and Solara's offer to provide the Company a long term "most favoured status" for API supplies and new product development.

The Company subsequently has entered into specific arrangements with Solara to avail long term API supplies and file DMFs for several of the Company's products in the US and the other regulated markets. In addition to significant API purchases from Solara for sourcing raw material, the Company also has other transactions with Solara such as rendering of services, leasing of property amongst others.

All transactions with Solara are in the ordinary course of business and at arm's length and are approved by the Audit Committee and Board of Directors of the Company.

In terms of Regulation 23 of SEBI Listing Regulations, all material related party transactions shall require approval of the Members of the Company. In terms of the said Regulation, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company has significantly expanded its business in the regulated markets and envisages that its transactions with Solara would also increase accordingly. It is proposed that approval of the Members be sought for the transactions with Solara for an amount of upto Rs. 500 Crores in each financial year, commencing from FY 2018-19. For the current financial year i.e., FY 2018-19 this limit would be excluding the divestment of Strides Chemicals, which was already approved by the Members in July 2018.

The particulars of the transactions/ contracts/ arrangements with Solara are as under:

Name of the Related Party	Solara Active Pharma Sciences Limited
Name of the Director or Key Managerial Personnel who is related, if any	Arun Kumar, Group CEO & Managing Director of the Company is also a Promoter of Solara. Deepak Vaidya, Non-Executive Director of the Company, is also a Non-Executive Director of Solara. Jitesh Devendra, Managing Director of Solara is part of the Promoter Group of Strides.
Nature of Relationship	Enterprises owned or significantly influenced by Key Management Personnel

Material terms of the transaction/ contracts/ arrangements	The Company predominantly purchases APIs from Solara. In addition to API purchases, the Company also has other transactions with Solara such as rendering of services, leasing of property amongst others. All transactions with Solara are in the ordinary course of business and at arm's length and are approved by the Audit Committee and Board of Directors of the Company.
Monetary value	It is proposed that approval of the Members be sought for the transactions with Solara for an amount upto Rs. 500 Crores in each financial year, commencing from FY 2018-19. For the current financial year i.e., FY 2018-19 this limit would be excluding the divestment of Strides Chemicals, which was already approved by the Members in July 2018.
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant for the Members to make the decision on the proposed transactions	The Company has entered into specific arrangements with Solara to avail long term API supplies and file DMFs for several of the Company's products in the US and the other regulated markets. In addition to API supplies, the Company also has other transactions with Solara such as rendering of services, leasing of property amongst others.

The Audit Committee and the Board of Directors of the Company, at their meeting held on January 29, 2019 have approved the aforesaid transaction. The Board is of the opinion that the above transactions shall be in the best interest of the Company.

Except Arun Kumar, Deepak Vaidya and Common Promoters of Strides and Solara, none of the other Promoters/ Directors/ Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding as Members, if any.

The Board recommends the resolution as set out in Item No. 2 of the Notice for approval of the Members as an Ordinary Resolution.

Place: Bengaluru
Date: 29 January 2019

By Order of the Board
For **Strides Pharma Science Limited**
Sd/-
Manjula Ramamurthy
Company Secretary

Proxy Form – Form MGT-11

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

STRIDES PHARMA SCIENCE LIMITED

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Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703
Tel No.: +91 22 2789 2924, Fax No.: +91 22 2789 2942
Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700
Website: www.strides.com; Email: investors@strides.com

Extraordinary General Meeting – March 27, 2019

Name of the Member(s)	
Registered Address	
Email	
Folio No. / Client ID	
DP ID	

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

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 EXTRAORDINARY GENERAL MEETING of the Company, to be held on Wednesday, March 27, 2019 at 11:30 hours at Hotel Ritz Carlton, Residency Road, Bengaluru – 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item Number	Resolutions	Type of Resolution
	Special Business	
1	Divestment of Australian Business	Special Resolution
2	Approval for Transactions/ Contracts/ Arrangements with Solara Active Pharma Sciences Limited upto Rs. 500 crores in each financial year, commencing from FY 2018-19	Ordinary Resolution

Signed this _____ day of _____ 2019

Affix revenue stamp

_____
Signature of the Member

_____
Signature of the Proxy

Note:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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.

(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.