Strides Shasun

Strides Shasun Limited
Strides House, Bilekahalli
Bannerghatta Road,
Bangalore - 560 076, India

Tel : +91 80 6784 0000
Fax : +91 80 6784 0700
info@stridesshasun.com
www.stridesarco.com

August 24, 2017

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,

Re: Notice of 26th Annual General Meeting and Book Closure intimation

We are pleased to enclose Notice of 26th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 15, 2017.

Please be informed that the Register of Members and Transfer Books of the Company shall remain closed from September 9, 2017 to September 15, 2017 (both days inclusive), in connection with the ensuing AGM and for the purpose ascertaining eligibility for the payment of dividend for the year ended March 31, 2017, if declared and approved by the Members.

Thanks & Regards,
For Strides Shasun Limited

Manjula . R.

Manjula Ramamurthy
Company Secretary

STRIDES SHASUN LIMITED

Copy: Karvy Computershare Private Limited, Hyderabad

Strides Shasun

STRIDES SHASUN LIMITED
(formerly Strides Arcolab Limited)
CIN : L24230MH1990PLC057062
Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703
Tel No.: +91 22 2789 2924, Fax No.: +91 22 2789 2942
Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700
Website: www.stridesarco.com; Email: investors@stridesshasun.com

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting (AGM) of the Members of the Company will be held on Friday, September 15, 2017 at 12.15 p.m at Four Points by Sheraton, Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements for the year ended March 31, 2017

To receive, consider, approve and adopt:

a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017 together with Reports of the Board of Directors and the Auditors thereon.

b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017 and the Report of Auditors thereon.

Item No.2: Declaration of Final Dividend of Rs. 4.50 per share

To declare a Final Dividend of Rs. 4.50 per equity share of face value Rs. 10/- each.

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

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

Item No. 4: Appointment of M/s. BSR & Co. LLP as Statutory Auditors of the Company

To appoint M/s. BSR & Co. LLP ("BSR") as Statutory Auditors of the Company in place of retiring auditors i.e., M/s. Deloitte Haskins & Sells, Chartered Accountants. BSR is proposed to be appointed for a period of 5 years from the conclusion of this 26thAGM until the conclusion of the 31st AGM of the Company, subject to ratification of the appointment by the Members of the Company at every AGM; and to fix their remuneration in this connection.

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

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, consent of the Members of the Company be and is hereby accorded to appoint M/s.BSR & Co. LLP (Firm registration number-101248W/W-100022) as Statutory Auditors of the Company, in place of retiring auditors M/s. Deloitte Haskins & Sells (Firm registration number 008072S), for a period of 5 years commencing from the conclusion of this 26th Annual General Meeting (AGM) until the conclusion of the 31st AGM, at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company (subject to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

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

SPECIAL BUSINESS

Item 5: Appointment of Mr. Homi Rustam Khusrokhan as an Independent Director

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

"RESOLVED that Mr. Homi Rustam Khusrokhan (DIN: 00005085), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 18, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Homi Rustam Khusrokhan (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term a 5 years commencing with effect from May 18, 2017 be and is hereby approved.

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

Item No. 6: Appointment of Mr. Shashank Sinha as Managing Director of the Company

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

"RESOLVED that Mr. Shashank Sinha (DIN – 02544431), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 18, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) and subject to the approval of the Central Government, as may be applicable, appointment of Mr. Shashank Sinha as Managing Director of the Company, liable to retire by rotation, for a term of 3 years commencing with effect from May 18, 2017, be and is hereby approved at the following remuneration:

a) Fixed Annual Remuneration: Rs. 5 Crores per annum
b) Senior Management Incentive: Upto Rs. 5 Crores payable over a period of 4 years i.e., Rs. 1.25 Crores p.a (50% of which is Retention Linked and 50% of which is Performance Linked)
c) Senior Management Incentive: Upto Rs. 1 Crore per annum (linked to performance of the Company and individual performance)
d) Employee Stock Options: 100,000 options
e) Growth Linked Bonus: Upto Rs. 20 Crores as incentive which will be paid in tranches of Rs. 4 Crores payable at the end of third year and Rs. 16 Crores payable at the end of fifth year from the date of original appointment i.e., March 2016 based on the Company achieving mutually agreed targets.

Other facilities:

1) Company provided car with fuel and driver and one Club Membership.
2) An annual increment in remuneration as may be approved by the Board of Directors of the Company.

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

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

Item No. 7: Appointment of Mr. Badree Komandur as Executive Director - Finance of the Company

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

"RESOLVED that Mr. Badree Komandur (DIN – 07803242), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 18, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Act and the rules made there under (including any statutory modification or re-enactment thereof) and subject to the approval of the Central Government, as may be applicable, appointment of Mr. Badree Komandur as Executive Director - Finance of the Company, liable to retire by rotation, for a term a 3 years commencing with effect from May 18, 2017 be and is hereby approved at the following remuneration:

a) Fixed Annual Remuneration: Rs. 1.90 Crores p.a.
b) Senior Management Incentive: Upto Rs. 5 Crores payable over a period of 4 years (includes the incentive held in FY 2016-17 as Group CFO) i.e., Rs. 1.25 Crores p.a (50% of which is Retention Linked and 50% of which is Performance Linked)
c) Employee Stock Options: 100,000 options

Other Facilities:

1) Company provided car with fuel and driver and one Club Membership.
2) An annual increment in remuneration as may be approved by the Board of Directors of the Company.

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

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

Item 8: Amendment of Article 94 of the Articles of Association of the Company

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for altering the existing Article 94 of the Articles of Association and substituting the following new article:

"Article 94: Subject to the provisions of the Act and of these Articles, a Managing Director shall, while he continues to hold that office, be subject to retirement by rotation under the Act. He shall be subject to the provisions of (1) any contract between him and the Company and (2) provisions of the Act relating to resignation and removal as the other Directors of the Company. He shall ipso facto and immediately cease to be a Managing Director if, he ceases to hold the office of Director for any cause.

Subject to the provisions of the Act and of these Articles, all the Directors of the Company, other than the Independent Directors and the Nominee Directors, as appointed from time to time, shall be liable to retire by rotation."

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

Item 9: Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for the Financial Year 2016-17

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.: 000065), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2016-17, be paid a remuneration of Rs. 2.25 Lakhs (Rupees Two Lakh Twenty-Five Thousand only) plus applicable taxes.

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

Place : Bengaluru
Dated: August 11, 2017

By Order of the Board
For Strides Shasun 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 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 dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

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

4) The Register of Members and Share Transfer Books of the Company will remain closed from September 9, 2017 to September 15, 2017 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2017 and the AGM.

5) 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 Friday, September 8, 2017. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, September 8, 2017,as per the details furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

6) The Company is presently using National – ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send the following:

- Any change in their address/ mandate/ bank details;
- Particulars of their bank account, in case the same have not been sent earlier, to the Company's Registrar and Transfer Agent at: Karvy Computershare Private Limited, Unit. Strides Shasun Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Seriligampally Mandal, Hyderabad - 500032; Email id:einward.ris@karvy.com Contact Persons: Mr. S.V. Raju/ Mr. Mohan Kumar A, Contact Number: 040-67162222, at the earliest but not later than September 8, 2017.

7) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants. The address/ bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.

8) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.

9) The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

10) Electronic copy of the Notice convening the Twenty-Sixth 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-Sixth Annual General Meeting of the Company, along with the Annual Report, the process of e-voting, Attendance slip and the Proxy form is being sent in the permitted mode.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

Members may also note that the Notice convening the Twenty-Sixth 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 inspection documents will be available at Company's Registered Office for inspection between 10.00 a.m. to 12.00 noon on all the working days till the date of AGM i.e., September 15,2017.

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

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 Computershare Private Limited, Hyderabad ("Karvy").

The facility for voting through Ballot Paper will also be made available at the AGM and the members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their vote at the AGM through Ballot Paper.

Members who have cast their vote through remote e-voting prior to the AGM may attend the AGM but shall not cast their votes again. However, in case Members cast their vote both via physical ballot at the AGM and remote e-voting, then

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

11) This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, August 11, 2017.

However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, September 8, 2017 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Monday, September 11, 2017 and will end at 5.00 p.m. on Thursday, September 14, 2017.

Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.

12) M/s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah (having Membership No. FCS-4554) or failing him, Ms. Hetal Shah (having Membership No. FCS-8063) or failing her Mr. Mahesh Darji (having Membership No. FCS-7175) have been appointed as the Scrutinizer to scrutinize the e-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

13) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

14) The Scrutinizer shall, after the conclusion of voting at the general meeting, count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company.

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

15) 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.

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. 5 to 9 of the accompanying Notice:

Item No. 5: Appointment of Mr. Homi Rustam Khusrokhan as an Independent Director

Based on the recommendation of Nomination and Remuneration Committee, Mr. Homi Rustam Khusrokhan was appointed as an Additional Director on the Board of the Company with effect from May 18, 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as an Independent Director of the Company with effect from May 18, 2017, subject to the approval of the Members.

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

In the opinion of the Board, Homi is a person of integrity and possesses relevant expertise and experience for being appointed as an Independent Director of the Company.

Approval of the Members is being sought to confirm the appointment of Homi as a Director of the Company effective from May 18, 2017 and to appoint him as an Independent Director of the Company, not liable to retire by rotation for a period up to five (5) consecutive years from May 18, 2017.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Homi as an Independent Director of the Company.

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

As at date of this notice, Homi does not hold any shares in the Company.

Except Homi and his relatives, none of the Directors, Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

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

Item No. 6: Appointment of Mr. Shashank Sinha as Managing Director of the Company

Shashank is associated with the Company since March 2016. Effective October 2016, he was appointed as Group CEO and KMP of the Company. Shashank brings with him a wide range of international experience in a variety of customer facing businesses.

Based on the recommendation of the Nomination and Remuneration Committee, Shashank was appointed as an Additional Director on the Board of the Company with effect from May 18, 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from May 18, 2017 for a period of 3 years, subject to the approval of the Members and the Central Government, as may be applicable.

Approval of the Members is being sought to confirm the appointment of Shashank as Managing Director of the Company for a period of 3 (three) years commencing from May 18, 2017, on the terms and conditions including remuneration as stated in the resolution.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shashank as Director of the Company.

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

I. GENERAL INFORMATION

1) **Nature of Industry** : Pharmaceutical Industry

2) **Date or expected date of commencement of commercial production** : Not applicable, as the Company is an existing Company

3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** : Not applicable, as the Company is an existing Company

4) **Financial performance based on given indicators** :

Rs. in Million

Particulars	2016 – 17 (12 Month Period)	2015 – 16 (12 Month Period)	2014 – 15 (12 Month Period)
Total Revenue	22,859.35	23,305.14	10,295.94
Total Expense (excluding exception items)	20,693.45	21,570.77	8,791.85
Profit/Loss After Tax	(142.31)	(17.33)	-
Dividend per share			
Interim	-	-	Rs. 105/- per share
Final	Rs. 4.50 per share (proposed)	Rs. 4/- per share	Rs. 3/- per share

5) **Foreign investments or collaborations, if any** : The Company is listed on the BSE Limited and National Stock Exchange of India Limited.

As at March 31, 2017, the Foreign Holding in the Company was at 36.72 %.

There are no Foreign Collaborations.

II. INFORMATION ABOUT THE APPOINTEE

1) Background details

Shashank is associated with the Company since March 2016. Prior to appointment as Managing Director of the Company, Shashank was Group Chief Executive Officer.He has a Bachelor's Degree in Engineering and received his MBA (Post Graduate Diploma in Management) from Indian Institute of Management, Lucknow.

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

In his earlier stint, Shashank led the global flexibles business of Huhtamaki Oyj, a leading consumer packaging company headquartered in Finland. He also held senior leadership positions at Godrej Consumer Products Ltd, Sara Lee Corporation and Reckitt Benckiser plc. He brings wide international experience in a variety of consumer facing businesses.

3) Remuneration proposed

As mentioned in the Resolution.

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

Shashank'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

Shashank has no pecuniary relationship with the Company except for his shareholding.

He is not related to any of the directors/ managerial personnel of the Company.

III. Other information

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

The Company has earned profits during the last 3 financial years. Further, the Company has taken appropriate steps to ensure profitability in future.

In terms of the provisions of the Companies Act, 2013, in the event of loss or inadequacy of profits in any financial year, the payment of remuneration to Executive Directors is governed by the limits prescribed under Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

The Company is in the process of demerger of its Commodity API Business to Solara Active Pharma Sciences Limited ('Solara'), which is currently a wholly-owned subsidiary of the Company. However, upon completion of demerger Solara shall be an independent listed entity. The Company has received Stock Exchange approvals for the proposed demerger and is in the process of making application to NCLT in this regard. The demerger will be effective October 1, 2017 and will impact the revenues and profitability of the Company on a standalone basis.

Considering the above, as a precautionary measure, the Company has made an application to the Central Government seeking its approval for paying remuneration beyond the limits as prescribed under Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

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

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

As mentioned in Section II of point number 1, 2 and 4.

2) Disclosure of relationships between Directors inter-se

Shashank is not related to any of the Directors of the Company.

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

None.

4) Shareholding of the director in the Company

As at August 11, 2017, Shashank holds 21,603 equity shares representing equity shares representing 0.024% of the paid-up share capital of the Company.

Shashank was granted 100,000 stock options under Strides Shasun ESOP 2016 Scheme in June 2016 at an exercise price of Rs. 841.25 per option.

The options shall be vested in three tranches as given below, subject to minimum vesting period of not less than one year from the date of grant as per the ESOP Scheme:

Year 1: June 2017:	20% of the options:	20,000 options (exercised in July 2017)
Year 2: June 2018:	30% of the options:	30,000 options
Year 3: June 2019:	50% of the options:	50,000 options

Profile of Shashank together with his Directorships and Committee Memberships held in other Companies forms part of the 'Corporate Governance Report' (Annexure CG-1: Profile of Directors).

A copy of memorandum of terms of appointment of Shashank is available for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all the working days till the date of the AGM ie., September 15, 2017

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

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

Item No. 7: Appointment of Mr. Badree Komandur as Executive Director - Finance of the Company

Badree is associated with the Company since February 2010. Prior to this appointment, Badree was the Group Chief Financial Officer of the Company.

Based on the recommendation of Nomination and Remuneration Committee, Badree was appointed as an Additional Director on the Board of the Company with effect from May 18, 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as the Executive Director - Finance of the Company with effect from May 18, 2017, subject to the approval of the Members.

Approval of the Members is being sought to confirm the appointment of Badree as Executive Director – Finance of the Company for a period of 3 (three) years commencing from May 18, 2017, on the terms and conditions including remuneration as stated in the resolution.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Badree as Director of the Company.

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

I. GENERAL INFORMATION

1) **Nature of Industry** : Pharmaceutical Industry

2) **Date or expected date of commencement of commercial production** : Not applicable, as the Company is an existing Company

3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** : Not applicable, as the Company is an existing Company

4) **Financial performance based on given indicators** :

Rs. in Million

Particulars	2016 – 17 (12 Month Period)	2015 – 16 (12 Month Period)	2014 – 15 (12 Month Period)
Total Revenue	22,859.35	23,305.14	10,295.94
Total Expense (excluding exception items)	20,693.45	21,570.77	8,791.85
Profit/Loss After Tax	(142.31)	(17.33)	-
Dividend per share			
Interim	-	-	Rs. 105/- per share
Final	Rs. 4.50 per share (proposed)	Rs. 4/- per share	Rs. 3/- per share

5) **Foreign investments or collaborations, if any** : The Company is listed on the BSE Limited and National Stock Exchange of India Limited.

As at March 31, 2017, the Foreign Holding in the Company was at 36.72 %.

There are no Foreign Collaborations.

II. INFORMATION ABOUT THE APPOINTEE

1) Background details

Badree is associated with the Company since February 2010. Prior to his appointment as Executive Director – Finance, he was the Group CFO of the Company. He holds a degree in Commerce from the University of Madras and is a member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India.

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

Prior to joining Strides, Badree has 15 years of industrial experience in Information Technology and Engineering Sectors.

3) Remuneration proposed

As mentioned in the Resolution.

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

Badree'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**

Badree has no pecuniary relationship with the Company.

He is not related to any of the directors/ managerial personnel of the Company.

III. Other information

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

The Company has earned profits during the last 3 financial years. Further, the Company has taken appropriate steps to ensure profitability in future.

In terms of the provisions of the Companies Act, 2013, in the event of loss or inadequacy of profits in any financial year, the payment of remuneration to Executive Directors is governed by the limits prescribed under Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

The Company is in the process of demerger of its Commodity API Business to Solara Active Pharma Sciences Limited ('Solara'), which is currently a wholly-owned subsidiary of the Company. However, upon completion of demerger Solara shall be an independent listed entity. The Company has received Stock Exchange approvals for the proposed demerger and is in the process of making application to NCLT in this regard. The demerger will be effective October 1, 2017 and will impact the revenues and profitability of the Company on a standalone basis.

However, in terms of the MCA Notification No. S.O.2922 (E) dated September 12, 2016 remuneration paid to Directors in professional capacity are exempted from seeking Central Government approval, subject to fulfillment of certain conditions prescribed there under.

In line with the prescribed conditions, Badree qualifies to be a Professional Director and hence his remuneration shall be governed by the exemption available to Professional Directors under Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

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

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

As mentioned in Section II of point number 1, 2 and 4.

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

Badree is not related to any of the Directors of the Company.

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

None.

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

Badree does not hold any equity shares of the Company.

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

A copy of memorandum of terms of appointment of Badree is available for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all the working days till the date of the AGM ie., September 15, 2017

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

The Board recommends passing of the proposed resolution stated in Item 7 as Special Resolution and requests your approval for the same.

Item 8: Amendment of Articles of Association of the Company

The existing Article 94 of the Articles of Association of the Company provides that the Directors of the Company other than the Managing Director, Independent Director and Nominee Director shall be liable to retire by rotation.

However, the Board of Directors of the Company propose that all Directors of the Company excluding Independent Director and Nominee Directors be subject to retirement by rotation.

Accordingly, it is proposed that the said Article be amended as under:

"Article 94: Subject to the provisions of the Act and of these Articles, a Managing Director shall, while he continues to hold that office, be subject to retirement by rotation under the Act. He shall be subject to the provisions of (1) any contract between him and the Company and (2) provisions of the Act relating to resignation and removal as the other Directors of the Company. He shall ipso facto and immediately cease to be a Managing Director if, he ceases to hold the office of Director for any cause.

Subject to the provisions of the Act and of these Articles, all the Directors of the Company, other than the Independent Directors and the Nominee Directors, as appointed from time to time, shall be liable to retire by rotation."

Pursuant to the provisions of Section 14 of the Companies Act, 2013, read with the relevant Rules framed there under, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

A copy of the existing and proposed amended Articles of Association of the Company is available for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all the working days.

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

The Board recommends the passing of the proposed resolution stated in Item 8 as Special Resolution and requests your approval for the same.

Item 9: Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for the Financial Year 2016-17

The Board of Directors of the Company, on the recommendation of Audit Committee, had appointed M/s. Rao, Murthy& Associates, Cost Accountants, (Firm Registration No.: 000065) as Cost Auditors to audit the cost records of the Company for the Financial Year 2016-17. Further, post audit, a remuneration of Rs. 2.25 Lakhs (Rupees Two Lakh Twenty-Five Thousand only) plus applicable taxes was approved by the Board.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2017.

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

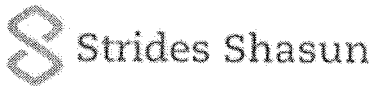
The Board recommends passing of the proposed resolution stated in Item 9 as an Ordinary Resolution and requests your approval for the same.

Place : Bengaluru
Dated: August 11, 2017

By Order of the Board
For Strides Shasun Limited

Sd/-
Manjula Ramamurthy
Company Secretary

Attendance Slip



STRIDES SHASUN LIMITED
(formerly Strides Arcolab Limited)
CIN : L24230MH1990PLC057062
Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703
Tel No.: +91 22 2789 2924, Fax No.: +91 22 2789 2942
Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700
Website: www.stridesarco.com; Email: investors@stridesshasun.com

Annual General Meeting – September 15, 2017

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

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

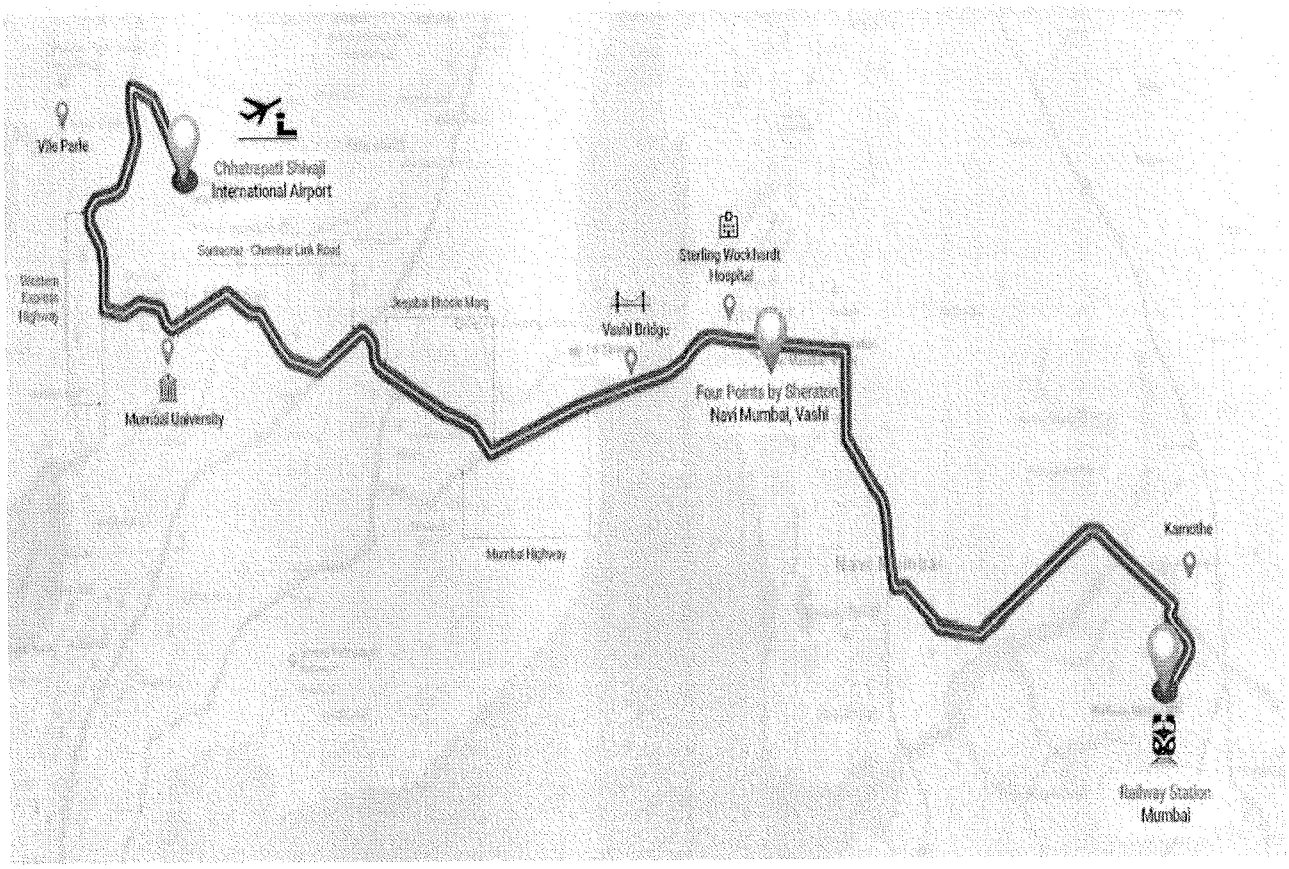
I certify that I am a member/ proxy of the member of the Company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company, held at 12.15 p.m. at Four Points by Sheraton, Plot No. – 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 on Friday, September 15, 2017

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

Signature of the attending Member/ Proxy

ROUTE MAP


Vile Parle
Chhatrapati Shivaji
International Airport
Sahar Elevated Chembur Link Road
Western Express Highway
Jogeshwari Vikhroli Link Road
Vashi Bridge
Sterling Worldwide Hospital
Four Points by Sheraton
Navi Mumbai, Vashi
Mumbai University
Mumbai Highway
Kamothe
Railway Station
Mumbai

Proxy Form – Form MGT-11

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



STRIDES SHASUN LIMITED
(formerly Strides Arcolab Limited)
CIN : L24230MH1990PLC057062
Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703
Tel No.: +91 22 2789 2924, Fax No.: +91 22 2789 2942
Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076
Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0700
Website: www.stridesarco.com; Email: investors@stridesshasun.com

Annual General Meeting – September 15, 2017

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

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

Name: _____ ; Email: _____

Address : _____

_____ Signature: _____

Or failing him/ her

Name: _____ ; Email: _____

Address : _____

_____ Signature: _____

Or failing him/ her

Name: _____ ; Email: _____

Address : _____

_____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the ANNUAL GENERAL MEETING of the Company, to be held on Friday, September 15, 2017 at 12.15 p.m. at Four Points by Sheraton, Plot No. – 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai – 400 701 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Type of Resolution
	Ordinary Business	
1	Adoption of financial statements for the year ended March 31, 2017	Ordinary Resolution
2	Declaration of Final Dividend of Rs. 4.50 per share	Ordinary Resolution
3	Appointment of Director in place of Mr. Deepak Vaidya, retiring director	Ordinary Resolution
4	Appointment of M/s. BSR & Co. LLP as Statutory Auditors of the Company	Ordinary Resolution
	Special Business	
5	Appointment of Mr. Homi Rustam Khusrokhan as an Independent Director	Ordinary Resolution
6	Appointment of Mr. Shashank Sinha as Managing Director of the Company	Special Resolution
7	Appointment of Mr. Badree Komandur as Executive Director - Finance of the Company	Special Resolution
8	Amendment of Article 94 of the Articles of Association of the Company	Special Resolution
9	Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company for the Financial Year 2016-17	Ordinary Resolution

Signed this _____ *day of* _____ *2017*

Affix revenue stamp

_____
Signature of the Member

_____
Signature of the Proxy

Note:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(2) The proxy to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company not less than 48 hours before the commencement of the Meeting.

PROCEDURE FOR E-VOTING

1. To use the following URL for e-voting:

   https://evoting.karvy.com/

2. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.

User – ID	**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 overleaf.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. After entering the details appropriately, click on LOGIN.

4. Password change menu will appear. Change the Password with a new Password of your choice. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character.

   Kindly note that this password can be used by the Members for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform.

   System will prompt you to change your password and update any contact details like mobile #, email ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it.

   It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

5. Login again with the new credentials.

6. On successful login, system will prompt to select the '**Event**' i.e., the Company name - '**Strides Shasun Limited**'.

7. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.

   Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the member does not want to cast his vote, select 'ABSTAIN'.

8. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/demat account.

9. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

10. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

11. Corporate/ Institutional Members (Corporate/ 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 nilesh@ngshah.com with a copy to evoting@karvy.com.

12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of https://evoting.karvy.com or contact Mr. S V Raju / Mr. Mohan Kumar A of Karvy Computershare Pvt Ltd at +91 40 67162222 or at 1800 345 4001 (toll free).

13. This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, August 11, 2017. However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, September 8, 2017 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Monday, September 11, 2017 and will end at 5.00 p.m. on Thursday, September 14, 2017. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.

14. M/s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah (having Membership No. FCS-4554) or failing him, Ms. Hetal Shah (having Membership No. FCS-8063) or failing her Mr. Mahesh Darji (having Membership No. FCS-7175) have been appointed as the Scrutinizer to scrutinize the e-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

15. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in Favor or Against, not later than forty eight hours after the conclusion of AGM to the Chairman of the Company. The Chairman or any other person authorized by the him, shall declare the results of voting forthwith. The result along with the Scrutinizer's report will be placed on the Company's website and on the website of Karvy after the result is declared by the Chairman/ any other person authorized by the him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.