

**STRIDES ARCOLAB LIMITED**

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

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

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting (EGM) of the Members of Strides Arcolab Limited will be held on Saturday, August 3, 2013 at 'The Chancery', No. 10/6, Lavelle Road, Bangalore 560 001 at 3.00 pm to transact the following Special Business:

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

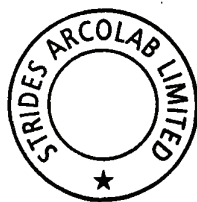
**RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999, ("FEMA") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("Regulations") and all other applicable rules and regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company ("Board"), consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors ("FIIs") including their sub-accounts, to invest in the equity shares of the Company by purchase or acquisition from the market under the Portfolio Investment Scheme prescribed under FEMA and the said Regulations provided that the total holding of FIIs put together shall not exceed 74% (Seventy Four Percent) of the paid up equity share capital of the Company, provided, however, that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company.

**CERTIFIED TRUE COPY**

Place : Bangalore

Date : July 5, 2013



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

**Badree Komandur  
EVP – Finance & Company Secretary**

**Note:**

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out material facts in respect of the business of this notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office / Corporate Office of the Company not less than FORTY EIGHT HOURS before the EGM.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the Meeting.

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

At the Company's Annual General meeting held on September 28, 2001, the Shareholders had approved the aggregate FII investment ceiling limit in the equity share capital of the Company upto 49%. It has come to the notice of the Company that the above threshold limit has crossed recently.

In terms of FEMA, the ceiling of FII in the Company can be raised upto the sectoral cap/ statutory limit, subject to the approval of the Board of Directors and the Shareholders of the Company by passing a special resolution to that effect.

Board of Directors of the Company on July 4, 2013 approved increase in the limit of investments by FIIs in the equity share capital of the Company from 49% to 74%, subject to approval of the Shareholders, Reserve Bank of India and any other statutory approvals as may be required.

The resolution set out in the Notice will enable the FIIs to acquire shares of the Company under Portfolio Investment Scheme within the revised ceiling specified under the resolution.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors of the Company is interested in this resolution.

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

**Place : Bangalore  
Date : July 5, 2013**

**Badree Komandur  
EVP – Finance & Company Secretary**

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**ATTENDANCE SLIP**

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

|                                   |  |
|-----------------------------------|--|
| Folio / DP & Client ID No:        |  |
| Name of First/ Joint Shareholder: |  |
| No. of shares held:               |  |

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company, held at 'The Chancery', No. 10/6, Lavelle Road, Bangalore 560 001 at 3.00 pm on Saturday, August 3, 2013.

Signature of the Shareholder(s)/Proxy

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**PROXY FORM**

|                                   |  |
|-----------------------------------|--|
| Folio / DP & Client ID No:        |  |
| Name of First/ Joint shareholder: |  |
| No. of shares held:               |  |

I/ We \_\_\_\_\_ of \_\_\_\_\_ being a member/ members of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/ her \_\_\_\_\_ of \_\_\_\_\_ as my/ our Proxy to attend and vote for me / us and on my /our behalf at the EXTRAORDINARY GENERAL MEETING of the Company, to be held at 3.00 pm on Saturday, August 3, 2013 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signed by the said \_\_\_\_\_

**Note:**

- a) The Proxy form duly filled in and signed by the member(s) should reach the Company's Registered Office/ Corporate Office of the Company at least 48 hours before the time fixed for the meeting.