

STRIDES ARCOLAB LIMITED

Registered Office: 201, 'Devavrata' Sector-17, Vashi, Navi Mumbai - 400 705.

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



**Notice pursuant to Section 192A (2) of the Companies Act, 1956
Read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001**

The Board of Directors of your Company has approved the following resolution for approval of the Shareholders through Postal Ballot as per section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. Accordingly, the said Resolution and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. Gigi Joseph K.J., Practicing Company Secretary of M/s. BG & Associates, Bangalore as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on December 20, 2010.

The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on December 21, 2010 and displayed at the Registered Office and Corporate Office of the Company.

RESOLUTION

Amendment in Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") or any other law for the time being in force (including any statutory modification or re-enactment thereof) the present Articles of Association of the Company be substituted with the new set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorized to do all such acts, deeds and things and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution".

EXPLANATORY STATEMENT

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

A Shareholders' Agreement and Share Subscription Agreement ("Agreements"), relating to certain inter se rights and obligations of the Company was executed between the Company, its Promoters and Zenith Pharmaceuticals Limited, a Mauritius based Foreign Venture Capital Investor in December 1997 and was subsequently amended from time to time.

Recently, Zenith Pharmaceuticals has sold its shareholding in the Company resulting in the termination of the said Agreements.

Consequently, it is pertinent that the Articles of Association of the Company are now altered to eliminate all the restrictive provisions inserted therein. As this will entail numerous changes to the Articles of Association of the Company, it is considered desirable to adopt a comprehensive new set of Articles of Association in substitution of and exclusion of the present Articles of Association of the Company.

Pursuant to Section 31 of the Companies Act, 1956, any alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution to that effect.

A copy of the new set of Articles of Association is available for inspection at the registered office of the Company between 1:00 P.M. and 5:00 P.M. on any working day.

Your Directors recommend this resolution for approval by Members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Bangalore
October 27, 2010



By the Order of the Board
For Strides Arcolab Limited

Badree Komandur
Group Controller & Company Secretary

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**POSTAL BALLOT FORM**

- 1 Name(s) of Shareholder(s) (in block letters)
(including joint-holders, if any)
- 2 Registered address of the sole/
First named Shareholder/
Beneficial Owner
- 3 Registered Folio Number/DPID No./
Client ID No.*
(*Applicable to Investors holding
shares in dematerialized form)
- 4 Number of shares held
- 5 I/We hereby exercise my / our vote in respect of the following Resolution to be passed through
Postal Ballot for the business stated in the Notice of the Company dated October 27, 2010 by
sending my/our assent or dissent to the said Resolution by placing the tick (ü) mark at the
appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
Special Resolution under Section 31 of the Companies Act, 1956 for Amendment in Articles of Association.			

Place: Bangalore

Date:

(SIGNATURE OF THE SHAREHOLDER)**INSTRUCTIONS**

1. A Shareholder desiring to exercise Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of Joint-holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named shareholder.
4. Postal Ballot cannot be exercised by a Proxy.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on **December 20, 2010**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
7. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority.
8. Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Shareholder on the date of despatch of the Notice.
9. **Shareholders are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Prepaid Envelope in as much as all such Envelopes will be sent to the Scrutinizer and any extraneous paper found in the Envelopes would be destroyed by the Scrutinizer.**
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.