STRIDES ARCOLAB LIMITED

CIN : L24230MH1990PLC057062
Registered Office: 201, 'Devavrata' Sector-17, Vashi, Navi Mumbai – 400703.
Tel No.: +91 22 2789 2924 ; Fax No.: +91 22 2789 2942
Corporate Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560076.
Tel No.: +91 80 6784 0000/ 6784 0290 ; Fax No.: +91 80 6784 0800
Website : www.stridesarco.com ; Email: investors@stridesarco.com

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NOTICE is hereby given that the Twenty-Fourth Annual General Meeting (AGM) of Strides Arcolab Limited will be held on Thursday, July 30, 2015 at The Regenza By Tunga, Plot No. 37-A, Vashi, Navi Mumbai – 400 703 at 11.30 am to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To receive, consider, approve and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No.2 – Declaration of Final Dividend

To declare a final dividend of Rs. 3/- per equity share of face value Rs. 10/- each and to approve the interim dividend of Rs. 105/- per equity share, already paid during the year, for the year ended March 31, 2015.

The total dividend for the financial year, including the proposed Final Dividend, amounts to Rs. 108/- per equity share.

Item No. 3 – Appointment of Director

To appoint a director in the place of Mr. Bharat Shah (DIN: 00136969), Non-Executive Director, who retires by rotation, and being eligible, seeks re-appointment.

Item No. 4 – Appointment of Auditors

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by members at the AGM held on September 9, 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants, (008072S), as Statutory Auditors of the Company to hold office till conclusion of the Twenty-Sixth Annual General Meeting, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending Mach 31, 2016 as may be determined by the Audit Committee in consultation with the Auditors.

Place : Bengaluru
Dated: May 22, 2015

By Order of the Board
For Strides Arcolab Limited

Badree Komandur
Chief Financial Officer & Company Secretary

NOTES

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

   The instrument appointing proxy should be duly completed and must be deposited at the Company's Registered Office/ Corporate Office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting. The proxy form for the AGM is enclosed.

   A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent (10%) of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent (10%) of the total voting share capital of the Company, provided that such person shall not act as a proxy for any other person.

   Members/ Proxy are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.

2) 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.

3) The Register of Members and Share Transfer Books of the Company will remain closed from July 24, 2015 to July 30, 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015 and the AGM.

4) Subject to the provisions of Companies Act, 2013, Final Dividend recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on July 23, 2015. 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 July 23, 2015, as per the details furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

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

   - Any change in their address/ mandate/ bank details;
   - Particulars of their bank account, in case the same have not been sent earlier to the Company's Registrar and Transfer Agent at: Karvy Computershare Private Limited, 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: 040-67161500, at the earliest but not later than July 22, 2015.

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

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

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

9) Electronic copy of the Notice convening the Twenty-Fourth 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-Fourth 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-Fourth Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form will be available on Company's website–www.stridesarco.com.

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

In compliance with Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Clause 35B of the Listing Agreement, 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 form and remote e-voting, then voting through remote e-voting shall prevail and voting done by ballot shall be treated as invalid. Instructions for e-voting are annexed to the Notice.

10) The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, July 23 2015 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, July 27, 2015 and will end at 5.00 p.m. on Wednesday, July 29, 2015. The voting rights shall be as per number of equity shares held by the Member(s) as on Thursday, July 23, 2015.

    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.

11) The Company has appointed Mr. Nilesh Shah,Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast by e-voting and by ballot voting at the AGM.

12) 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.

13) 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 FAVOUR 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 him, shall declare the results of voting forthwith.

14) 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 him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.

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

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Attendance Slip

STRIDES ARCOLAB LIMITED

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Registered Office: 201, 'Devavrata' Sector-17, Vashi, Navi Mumbai – 400703.
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Website : www.stridesarco.com ; Email: investors@stridesarco.com

Twenty-Fourth Annual General Meeting – July 30, 2015

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

Folio / DP & Client ID No:	
No. of shares held:	

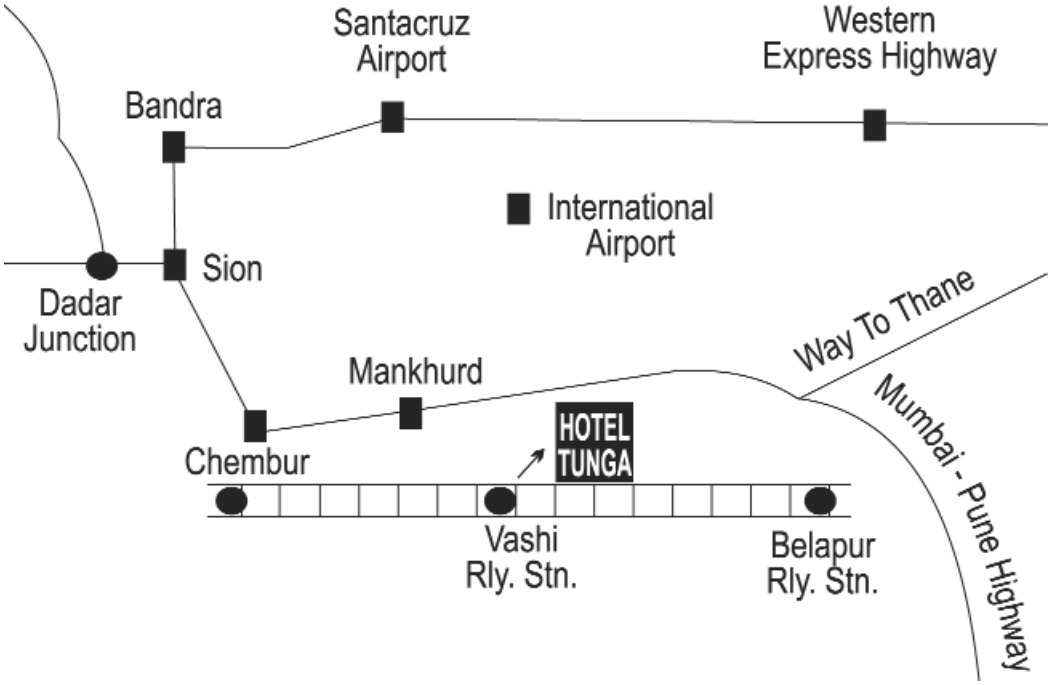
I certify that I am a member/ proxy of the member of the Company.

I hereby record my presence at the TWENTY-FOURTH ANNUAL GENERAL MEETING of the Company, held at The Regenza By Tunga, Plot no. 37-A, Vashi, Navi Mumbai – 400 703 on Thursday, July 30, 2015 at 11.30 a.m.

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

Signature of the attending Member/ Proxy

Route Map


Santacruz
Airport
Western
Express Highway
Bandra
International
Airport
Sion
Dadar
Junction
Way To Thane
Mankhurd
Mumbai - Pune Highway
HOTEL
TUNGA
Chembur
Vashi
Rly. Stn.
Belapur
Rly. Stn.

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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PROXY FORM

Twenty-Fourth Annual General Meeting – July 30, 2015

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

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

Name:.....; Email : .....

Address : .....

..... Signature : .....

Or failing him/ her

Name:.....; Email : .....

Address : .....

..... Signature : .....

Or failing him/ her

Name:.....; Email : .....

Address : .....

..... Signature : .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the TWENTY-FOURTH ANNUAL GENERAL MEETING of the Company, to be held on Thursday, July 30, 2015 at 11.30 am at The Regenza By Tunga, Plot no. 37-A, Vashi, Navi Mumbai – 400 703 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Particulars	Type of Resolution
	Ordinary Business	
1	Adoption of financial statements	Ordinary Resolution
2	Declaration of Final Dividend	Ordinary Resolution
3	Appointment of Director	Ordinary Resolution
4	Appointment of Auditors	Ordinary Resolution

Signed this _____ day of _____ 2015

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./DPID 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 Even no. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

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 Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform.

   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 Arcolab 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 shareholder does not want to cast his vote, select 'ABSTAIN'.
8. Shareholders 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/ Fls/ Flls/ 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 shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Varghese P.A of Karvy Computershare Pvt Ltd at +91 40 67161500 or at 1800 345 4001 (toll free).

13. The voting rights shall be as per the number of equity share held by the Member(s) as on Thursday, July 23, 2015. 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. The e-voting period will commence at 9.00 a.m. on Monday, July 27, 2015 and will end at 5.00 p.m. on Wednesday, July 29, 2015. The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The e-voting module shall be disabled by Karvy at 5.00 p.m. on July 29, 2015.
15. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

E-voting Details

EVEN	User ID	Password