

June 26, 2024

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 532531

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
Scrip Code: STAR

Dear Sirs,

Sub: Notice of Postal Ballot

In line with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”), we enclose herewith Notice of Postal Ballot dated May 22, 2024, seeking approval of shareholders of the Company for the following resolutions:

#	Description of the Resolutions	Type of Resolution
1.	Appointment of Mr. Subir Chakraborty (DIN: 00130864) as Independent Director of the Company	Special
2.	Appointment of Mr. Badree Komandur (DIN: 07803242) as Managing Director and Group Chief Executive Officer of the Company	Special
3.	Appointment of Mr. Aditya Arun Kumar (DIN: 06999081) as Executive Director – Business Development of the Company	Special

Date of events relevant to Postal Ballot are as below:

#	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, June 21, 2024	Wednesday, June 26, 2024
2.	Date of Commencement of e-Voting	Thursday, June 27, 2024 at 09:00 hrs IST
3.	Date of Ending of e-Voting (“Last Date”)	Friday, July 26, 2024 at 17:00 hrs IST
4.	Results of Postal Ballot	On or before Tuesday, July 30, 2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.strides.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

Strides Pharma Science Limited

CIN: L24230MH1990PLC057062

Corp Off: Strides House, Bilekahalli, Bannerghatta Road, Bengaluru - 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

corpcomm@strides.com, www.strides.com



This is for your information and records.

Thanks & regards,
For **Strides Pharma Science Limited**,

Manjula Ramamurthy
Company Secretary
ICSI Membership No. A30515

Encl. As above

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Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703.

Tel No.: +91 22 2789 2924/ 2789 3199

Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bengaluru – 560 076.

Tel No.: +91 80 6784 0000/ 6784 0290

Website: www.strides.com; Email: investors@strides.com**NOTICE OF POSTAL BALLOT****Dear Shareholders,**

NOTICE is hereby given, in accordance with Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 3/ 2022 dated May 5, 2022, General Circular No. 11/ 2022 dated December 28, 2022 and General Circular No. 09/ 2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**General Circulars**”) for seeking approval of the Shareholders of Strides Pharma Science Limited (the “**Company**”) for the businesses set out hereunder through Postal Ballot by remote e-voting (“**Postal Ballot/ e-Voting**”).

- 1) **Appointment of Mr. Subir Chakraborty (DIN: 00130864)** as Independent Director of the Company
- 2) **Appointment of Mr. Badree Komandur (DIN: 07803242)** as Managing Director and Group Chief Executive Officer of the Company
- 3) **Appointment of Mr. Aditya Arun Kumar (DIN: 06999081)** as Executive Director – Business Development of the Company

MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring shareholders’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Shareholders at a common venue.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Shareholders whose email address is registered with the Company/ Depository Participant (“**DP**”).

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolutions is annexed hereto for your consideration.

Scrutinizer for conducting the Postal Ballot

Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed Mr. Gigi Joseph K J, Practicing Company Secretary (ICSI Membership No. F6483 and CP:5576) of M/s. Joseph & Chacko LLP, Company

Secretaries, Bengaluru, as Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

E-voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Transfer Agents of the Company (“**KFintech**” or “**RTA**”), as the agency to provide e-Voting facility for its Shareholders.

Remote E-voting facility is available at the link: <https://evoting.kfintech.com/> and commences from **Thursday, June 27, 2024 at 09:00 hrs IST** and concludes on **Friday, July 26, 2024 at 17:00 hrs IST**. E-Voting module shall be disabled by KFintech for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the “**Information and Instructions relating to e- Voting**” provided in the Notes to this Notice.

Scrutinizer shall submit his Report, in writing, upon completion of scrutiny of e-Voting data provided by KFintech, in a fair and transparent manner. Result on resolutions proposed to be passed through Postal Ballot/ e-Voting shall be announced on or before **Tuesday, July 30, 2024** and shall be communicated to BSE Limited and The National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. Results of the Postal Ballot/ e-Voting shall also be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days, on the Company’s website at www.strides.com and on the website of KFintech: <https://evoting.kfintech.com/>.

Key details regarding the Postal Ballot/ e-Voting

#	Particulars	Details
1)	Link for remote e-Voting	https://evoting.kfintech.com/
2)	Cut-off date for eligibility for e-Voting	Friday, June 21, 2024
3)	Time period for e-voting	Commences on Thursday, June 27, 2024 at 09:00 hrs IST. Ends on Friday, July 26, 2024 at 17:00 hrs IST.
4)	Last date for publishing results of the e-Voting	On or before Tuesday, July 30, 2024
5)	In case of any grievances or queries, contact	KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Ms. Rajitha C, Dy. Vice President/ Mr. Mohan Kumar A, Senior Manager Toll Free No.: 1800 309 4001 E-mail: einward.ris@kfintech.com ; evoting@kfintech.com
6)	Scrutinizer Details	Mr. Gigi Joseph K J, Practicing Company Secretary (ICSI Membership No. F6483 and CP:5576) of M/s. Joseph & Chacko LLP, Company Secretaries, Bengaluru Email: gigi@jandc.in

7)	Strides contact details	Email: investors@strides.com Tel No.: +91 80 6784 0732/ 0734
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RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESS

Item 1: Appointment of Mr. Subir Chakraborty (DIN: 00130864) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (“the Act”), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force) & Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their meeting held on May 22, 2024, **Mr. Subir Chakraborty (DIN: 00130864)**, who was appointed as Additional Director in the capacity of an Independent Director with effect from June 1, 2024, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years from **June 1, 2024 upto May 31, 2029 (both days inclusive)** and that he shall not be liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Subir Chakraborty shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

Item 2: Appointment of Mr. Badree Komandur (DIN: 07803242) as Managing Director and Group Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & other applicable Rules framed thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company in their meeting held on May 22, 2024, consent of shareholders of the Company be and is hereby accorded to appoint Mr. Badree Komandur (DIN: 07803242) as Managing Director and Group Chief Executive Officer of the Company, for a period of three (3) years with effect from **June 1, 2024 upto May 31, 2027 (both days inclusive)**, liable to retire by rotation, at a remuneration as detailed below:

Fixed Pay	Rs. 4.50 Crores per annum.
Variable Pay	Upto 40% of Fixed pay – i.e. Rs. 1.80 Crores per annum

	<p>Payment criteria: Linked to Company’s overall business performance projected for the year and as agreed with the Nomination and Remuneration Committee.</p> <p>Payout % shall be based on achievement as under:</p> <ul style="list-style-type: none"> • Achievement < 70% of projected performance: NIL Pay out; • Achievement > 70% of projected performance: Pay out in proportion to achievement; & <p><i>Max pay out restricted to 100% of target Variable Pay.</i></p>
<p>Incentive for Achievement of Long-term goals</p>	<p>Long Term Goals for Badree are linked to inter alia, achievement of ESG goals for the Company, improvement in balance sheet ratios, succession planning for key positions in the Company.</p> <p>Incentive payment shall be considered at the end of the three-year tenure of Badree, depending upon the achievement of above goals agreed between Badree and the Board or NRC The achievement of long term goals shall be tracked on an annual basis.</p> <p>Quantum of payout shall be recommended by NRC and approved by the Board, which shall be further subject to Shareholders’ approval.</p>
<p>Other benefits</p>	<ol style="list-style-type: none"> a) Insurance and other Employee Benefits as per Company Policy; b) Encashment of un-availed leave as per Company’s Policy; & c) Reimbursement of expenses incurred for Strides’ business-related matters. d) Chauffeur driven car for use on Company’s business.

RESOLVED FURTHER that Mr. Badree Komandur shall be entitled for an annual increment in Fixed Pay, which shall be in line with the average pay hike of Strides’ employees for the respective financial year, subject to a cap of 15% of the then existing Fixed Pay, as recommended by NRC and approved by the Board and revision in variable pay shall be at 40% of such revised fixed pay.

RESOLVED FURTHER that in terms of the applicable provisions and Schedule V of the Act, where in any financial year during the tenure of Mr. Badree Komandur, the Company has no profit or its profit is inadequate for payment of managerial remuneration as per Section 197 of the Act, the Company shall pay Mr. Badree Komandur, the remuneration as detailed above as Minimum Remuneration, including revision in remuneration, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things as may be necessary and incidental to the aforesaid resolution.”

Item 3: Appointment of Mr. Aditya Arun Kumar (DIN: 06999081) as Executive Director – Business Development of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED** that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & other applicable Rules framed there under, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), & Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company in their meeting held on May 22, 2024 Mr. Aditya Arun Kumar (DIN: 06999081), who was appointed as an Additional Director in the capacity of an Executive Director – Business Development with effect from June 1, 2024, be and is hereby appointed as Executive Director – Business Development of the Company for a period of three (3) years with effect from **June 1, 2024 upto upto May 31, 2027 (both days inclusive)**, liable to retire by rotation, at a remuneration as detailed below:

Fixed Pay	Rs. 1.50 Crores per annum.
Variable Pay	<p>Upto 50% of Fixed pay i.e., Rs. 75 Lakhs per annum</p> <p>Payment criteria: Linked to Company’s overall business performance projected for the year and as agreed with the Nomination and Remuneration Committee.</p> <p>Payout % shall be based on achievement as under:</p> <ul style="list-style-type: none"> • Achievement < 70% of projected performance: NIL Pay out; • Achievement > 70% of projected performance: Pay out in proportion to achievement; & <p><i>Max pay out restricted to 100% of target Variable Pay.</i></p>
Incentive for Achievement of Long-term goals	<p>Long Term Goals for Aditya are linked to building sustainable business and support in achievement of ESG goals of the Company.</p> <p>Incentive payment shall be considered at the end of the three-year tenure of Aditya, depending upon the achievement of above goals agreed between Aditya and the Board. The achievement of long-term goals shall be tracked on an annual basis.</p> <p>Quantum of pay out shall be recommended by NRC and approved by the Board, which shall be further subject to Shareholders’ approval.</p>
Other benefits	<p>a) Insurance and other Employee Benefits as per Company Policy;</p> <p>b) Encashment of un-availed leave as per Company’s Policy;</p> <p>c) Reimbursement of expenses incurred for Strides’ business-related matters;</p> <p>d) One club Membership; and</p> <p>e) Chauffeur driven car for use on Company’s business.</p>

RESOLVED FURTHER that Mr. Aditya Arun Kumar shall be entitled for an annual increment in Fixed Pay, which shall be in line with the average pay hike of Strides' employees for the respective financial year, subject to a cap of 15% of the then Fixed Pay, as recommended by NRC and approved by the Board and revision in variable pay shall be at 50% of such revised fixed pay.

RESOLVED FURTHER that in terms of the applicable provisions and Schedule V of the Act, where in any financial year during the tenure of Mr. Aditya Arun Kumar, the Company has no profit or its profit is inadequate for payment of managerial remuneration as per Section 197 of the Act, the Company shall pay Mr. Aditya Arun Kumar, the remuneration as detailed above as Minimum Remuneration, including revision in remuneration, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things as may be necessary and incidental to the aforesaid resolution.”

**By Order of the Board
For Strides Pharma Science Limited**

**Place: Ooty
Date: May 22, 2024**

**Sd/-
Manjula Ramamurthy
Company Secretary
ICSI Membership No.: A30515**

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (Act), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the applicable Secretarial Standards, the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item No. 1, 2 & 3 of this Postal ballot Notice:

Item 1: Appointment of Mr. Subir Chakraborty (DIN: 00130864) as Independent Director of the Company

Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee in their meeting held on May 22, 2024, appointed Mr. Subir Chakraborty (DIN: 00130864) (“Subir”) as Additional Director of the Company in the capacity of Independent Director for a term of five years with effect from June 1, 2024, subject to approval of Shareholders of the Company.

In accordance with the provisions of the Act and Listing Regulations, the Company is seeking approval of Shareholders of the Company by way of Postal Ballot.

About Subir

Subir aged 66 years, is a Mechanical Engineer from IIT Madras and PGDM from IIM Calcutta. He has over four decades of experience working in various capacities in several organizations in marketing, sales, projects and general management. His last assignment was with Exide Industries Limited (Exide) as Managing Director.

He has operated for more than ten years at the board level of Exide and several other subsidiaries of Exide, both in India as well as abroad. He retired from Exide on April 30, 2024.

Subir is committed to the cause of sustainability and has spearheaded multiple ESG initiatives at Exide and has also delivered several addresses on ESG at important forums. He is a sought-after speaker on the ESG related aspects.

Subir is deeply involved in business bodies and associations and is the immediate past President of Bengal Chamber of Commerce & Industry (BCCI). He has also been a National Council Member of Confederation of Indian Industry (CII) for the years 2022-24.

Subir has received several accolades and awards during his career, including the India Energy Storage Alliance (IESA) Lifetime Achievement Award in May 2023 as well as the Distinguished Alumnus Award from Indian Institute of Management, Calcutta in Nov 2023.

Subir remains interested in academic pursuits and has been a guest faculty at several reputed management institutions of repute, such as IIM Calcutta.

Other Directorships held by Subir

Subir is Director (Ex-Officio) of the Managing Committee of The Bengal Chamber of Commerce & Industry. Subir retired from the Board of Exide Industries Limited on April 30, 2024.

As at date, other than Strides, Subir is not on the Board of any other Listed Company and does not hold any Committee membership in other Companies.

Confirmations received from Subir

Company has received all statutory disclosures/ declarations from Subir including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- b) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and Regulation 16(1)(b) of the Listing Regulations along with the confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- d) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
- e) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company.
- f) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past.

NRC & Board’s consideration for appointment of Subir

As part of the evaluation process, Members of Nomination and Remuneration Committee met Subir and evaluated his profile. It was noted that Subir’s extensive Operational Experience and his passion for Sustainability and ESG initiatives would be beneficial for the Company.

Members of the Committee were convinced that with over four decades of experience in various capacities, Subir’s induction to the Board will be of immense benefit for the Company.

NRC at their meeting held on May 22, 2024 considered the recommendation of the members. Declarations provided by Subir including his consent for the proposed appointment was taken on record.

Subir’s profile was mapped with Strides’ Board Skill matrix and was noted that Subir’s expertise in the areas of Operations/ Management, Leadership, Experience of crafting Business Strategies, ESG and Corporate Governance amongst others would be beneficial for Strides. Accordingly, NRC recommended Subir’s appointment as Independent Director to the Board of Directors of the Company.

Board of Directors at their meeting held on May 22, 2024, considered the recommendation of NRC and opined that Subir fulfils the conditions for appointment as Independent Director as per the provisions of the Companies Act, 2013 and Listing Regulations and concurred to the view that Subir is independent of the management.

Board accorded its approval to appoint Subir as Independent Director of the Company for a term of five years with effect from June 1, 2024, subject to approval of Shareholders of the Company.

Further, Board also nominated Subir as Member to the following Committees of the Board:

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

Remuneration proposed to be paid to Subir:

a) Sitting fee

Shareholders may note that as Independent Director of Strides, Subir would receive sitting fees for attending meetings of the Board and Committee meetings, which will be at par with the sitting fees paid to other Non- Executive Directors of the Company.

b) Commission

In terms of the provisions of Section 197 of the Act, Non-Executive Directors (including Independent Directors) may be paid remuneration by way of Commission up to 1% of the Net profits of the Company, if Company has a Managing Director or a Whole-time Director or a Manager. The Company has requisite shareholders' approval in place for payment of Commission (both in the context of adequacy of profit or otherwise).

Accordingly, Subir shall also be eligible for annual commission paid to Non-Executive Directors, as may be approved by the Board of Directors of the Company.

Shareholders to note that Subir has not received any remuneration from the Company as at the date of this notice.

Recommendation of the Board

Board strongly believes that Subir's extensive Operational Experience and his passion for Sustainability and ESG initiatives would be beneficial for the Company and recommends his appointment as Independent Director of the Company for a term of five years effective June 1, 2024.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Subir to be appointed as an Independent Director of the Company.

Copy of Subir Letter of Appointment setting out the terms and conditions is available for inspection by the shareholders at the Company.

Except Subir, none of the Directors, Key Managerial Personnel, Promoters, or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Board recommends passing of the resolution as set out in Item No. 1 of the Notice as a Special Resolution and requests Shareholders' approval for the same.

Item 2: Appointment of Mr. Badree Komandur (DIN: 07803242) as Managing Director and Group Chief Executive Officer of the Company

Board of Directors of the Company, pursuant to recommendation of Nomination & Remuneration Committee in their meeting held on May 22, 2024, unanimously approved elevation of Mr. Badree Komandur, as Managing Director & Group CEO of the Company, liable to retire by rotation, for a term of three years commencing from June 1, 2024, as part of the comprehensive succession plan.

Company had initiated a reset strategy in 2022 with the return of Mr. Arun Kumar, Founder Director of the Company as Executive Chairperson and Managing Director of the Company. Owing to successful run of the reset strategy, Company's financial performance has been improving for the past two financial years. FY24 was an exceptional year for Company, marked by the successful completion of the Reset Strategy initiated in FY22. The Company achieved all its key objectives laid down in the Reset Strategy and has bounced back to become a strong and resilient Company.

In FY 2022, when Arun returned to the Board as Executive Chairperson and Managing Director, he had agreed with the Board that his primary focus would be to build a strong leadership team and a succession plan, while he continues to lead the Company on a longer term.

Upon successful completion of the business reset and the outcomes thereof, Arun believes that it is an appropriate time to announce the succession and re-organization plan, without him taking focus away from building Strides to the next level.

Consequently, it was agreed to split the role of Executive Chairperson and Managing Director into two roles. Accordingly, Badree has been appointed as the MD & Group CEO of the Company effective June 1, 2024; while Arun continues to be the Executive Chairperson of the Company.

About Badree

Badree, aged 53 years, is associated with Strides since 2010. He was appointed as Executive Director – Finance and Group Chief Financial Officer of the Company on May 18, 2017.

Badree 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 Accountants of India. Badree has also completed a Chief Human Resource Officer Program from The Wharton School (University of Pennsylvania), USA in December 2023.

Badree has about 30 years of rich and comprehensive experience in Corporate Finance & Taxation, Treasury, Forex Management, Mergers & Acquisitions, Debt Syndication & Management, Fund Raising, Governance and Investor Relations Management, amongst others.

Prior to joining Strides, he had over 15 years of experience working in varied sectors including Information Technology and Engineering.

NRC & Board's consideration for appointment of Badree

At Strides, over the years Badree has emerged beyond the role of Group CFO, and proved his mettle as Group Chief Human Resources officer (CHRO), Sustainability Officer and Head of Information Technology. He also played an important role in setting up and participating in business meetings. He has great business understanding and connects with P&L owners.

Badree has incredible richness of experience, a proven track record, growth-oriented mindset, and an unwavering commitment to the growth of the Company.

As part of the evaluation, Badree's profile was mapped with the Board Skill Matrix of the Company and it was noted that Badree's expertise in the areas of Operations/ Management, Leadership, Experience of crafting and Executing Business Strategies, ESG and Corporate Governance amongst others would be beneficial for Strides.

Board of Directors believe that Badree's about three decades of experience, diverse leadership roles that he has played in the Company and extensive knowledge of business makes him an ideal leader to steer Strides into the future.

Board of Directors have unanimously approved Arun transitioning his role of MD & Group CEO to Badree effective June 1, 2024.

Mr. Arun Kumar shall continue as the Executive Chairperson of the Company and will focus on near and long-term strategies, as well as talent development & succession planning, to build a strong and resilient future for Strides.

In his new role Badree shall be responsible for overseeing the operations of the entire Group and shall have the P&L responsibility, shall also be responsible for Investor Relations, Media engagement, driving ESG goals for the company and succession planning for key roles amongst other priorities.

While Badree has taken up the new role, he has transitioned his existing roles of Group CFO, Group CHRO and Sustainability Officer to other Leaders in the Organization.

Attendance in Board & Committee Meetings

During FY 2023-24, Badree attended all the eleven board meetings held. Badree is also a member of the Risk Management Committee and has attended both meetings of RMC held during FY 2023-24.

Other Directorships held by Badree

Badree does not have any other Directorships as on date and has not resigned from any listed entity in the past three years.

Confirmations received from Badree:

- a) Consent in writing to act as Managing Director & CEO in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
- b) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; and
- d) That he is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company.

Further, in terms of Section 160 of the Act, the Company has received a notice from a Member proposing Badree's appointment as an Executive Director of the Company.

Shareholding in Company and other pecuniary relationships

a) **Shareholding in Company:** As at date of this Notice, Badree holds 25,000 equity shares of the Company, (constituting ~0.03% of the paid-up capital of the Company) acquired upon exercise of Stock Options at Rs. 301/- per option.

b) Details of last drawn remuneration

FY	Fixed Pay (Rs.)	Variable Pay (Rs.)	Total (Rs.)	Remarks
2021-22	3,82,54,799	75,00,000	4,57,54,799	Variable payout in FY 21-22 pertains to variable pay for FY 20-21. Fixed pay includes Leave Encashment of Rs. 17,54,807 as per Company Policy.
2022-23	3,64,99,992	NIL	3,64,99,992	For FY2022, considering the performance of the Company, Badree did not receive variable pay for the said financial year.
2023-24	3,65,00,000	75,00,000	4,40,00,000	Variable payout in FY 23-24 pertains to variable pay for FY 22-23 <i>Variable payout for FY 23-24 approved by the NRC & Board is Rs. 75 Lakhs, which shall be paid during FY 24-25.</i>

c) **Proposed remuneration:** As set out in the resolution proposed in Item No.2 of this notice.

Further, in terms of Section 160 of the Companies Act, 2013, Company has received a notice in writing from a Member proposing the candidature of Badree to be re-designated as Managing Director & CEO of the Company.

A copy of the Memorandum of Terms of Appointment of Badree is available for e-inspection by the shareholders of the Company.

Additional disclosures in line with the requirements of Schedule V, part II, Section II, Clause B (iv) of Companies Act, 2013 in respect of Badree's appointment and remuneration forms part of **Annexure 1**.

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

Board recommends passing of the resolution as set out in Item No. 2 of the Notice as a Special Resolution and requests Shareholders' approval for the same.

Item 3: Appointment of Mr. Aditya Arun Kumar (DIN: 06999081) as Executive Director –Business Development of the Company

Board of Directors of the Company, pursuant to the recommendation of Nomination & Remuneration Committee in their meeting held on May 22, 2024, unanimously approved appointment of Mr. Aditya Arun Kumar as Executive Director – Business Development, liable to retire by rotation, for a term of three years commencing from June 1, 2024.

Aditya was heading the B2B Business of the Company since 2022. As part of comprehensive succession planning, Aditya has been elevated as Executive Director of the Company responsible for business development.

About Aditya

Aditya is aged 35 years and is associated with Strides since 2013. Aditya is the son of Mr. Arun Kumar, Founder & Executive Chairperson of the Company.

Aditya started his career at Strides as a Management Trainee in October 2013 and was associated with Strides until March 2017 in his first stint.

In June 2022, Aditya was appointed as the Head of Business Development of the Company, primarily responsible for B2B business of the Company.

Mr. Aditya Arun Kumar holds a bachelor's degree in biomedical sciences from Newcastle University and a Master of Research in Biophysics from Kings College, London.

Aditya has over 10 years of experience in the pharma industry predominantly in business development roles. Before heading the B2B business for Strides, he was also responsible for integrating two acquired consumer divisions.

From 2017-2022, Aditya led the business of a promoter-funded pharmaceutical start-up that is the second such technology platform that can develop and manufacture oral lyophilisates.

Aditya has been leading the global partnered business at Strides since June 2022. He has been instrumental in adding new customers across geographies enabling growth and sustainability. The business under his leadership has grown in size and scale.

In the new role, Aditya's profile will now expand across other businesses as well and he will be responsible for all the P&L's. He will also be responsible for Corporate Communications and Branding for the group and supporting Investor Relations and Media engagement.

NRC & Board's consideration for appointment of Aditya

As part of evaluation, Aditya's profile was mapped with Board Skill Matrix of Company and it was noted that Aditya possesses the relevant skills and experience in aspects such as Pharma Business, Management, Leadership and Functional experience, Crafting business strategies, Corporate Governance and ESG.

As elaborated above, Aditya's appointment is a part of the comprehensive succession planning and promoting internal talent at Strides.

Aditya has been handling B2B Business of Strides since 2023 and has made significant impact with the Customers. Aditya is independently driving the strategy for this business. He has access to network that the Company has built over the last 30 years, which includes access to Global CXO suites. Aditya has grown horizontally in the system and has picked up Operations, Technical, Commercial & Regulatory aspects of the Business. NRC noted that Aditya has emerged as a good captain to his team and is able to connect to all stakeholders, including Investors.

Board of Directors at their meeting held on May 22, 2024, considered the recommendation of NRC and concurred that Aditya fulfils the conditions for appointment as Executive Director as per the provisions of the Companies Act, 2013. Board asserted that Aditya possess all the required competencies to run the business would be a great resource/ asset to Strides.

Board also nominated Aditya as Member to the Risk Management Committee of the Board.

Other Directorships held by Aditya

#	Name of the entity	Type of entity (Listed/ Unlisted)	Committee Membership
1	Velbiom Probiotics Private Limited	Unlisted - Private	NIL
2	SteriBrooks Penems Private Limited	Unlisted – Private	NIL
3	Steriscience Specialties Private Limited	Unlisted – Private	NIL
4	Tenshi Kaizen Private Limited	Unlisted - Private	NIL

Above entities are part of the Promoter Group.

Aditya has not been on the Board of any listed entity and hence has not resigned from any of the listed entities during past three years.

Confirmations received from Aditya

Company has received all statutory disclosures/ declarations from Aditya including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- b) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c) Declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/ 2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;

Aditya is son of Mr. Arun Kumar, Executive Chairperson. Except Mr. Arun Kumar, Aditya is not related to any other Directors/ Managers/ Key Managerial Personnel of the Company.

Further, In terms of Section 160 of the Act, the Company has received a notice from a Member proposing Aditya’s appointment as an Executive Director of the Company.

Shareholding in Company and other pecuniary relationships

a) **Shareholding in Company:** Aditya is part of the promoter group and holds 58,422 shares of Strides as at the date of this Notice i.e., ~ 0.06% of Strides' paid-up capital.

b) Details of last drawn remuneration

FY	Fixed Pay (Rs.)	Variable Pay (Rs.)	Total (Rs.)
2022-23 *	1/-	-	1/-
2023-24 **	75,00,000	25,00,000***	1,00,00,000

* Considering the Company's financial performance of the previous FY, Aditya opted out of remuneration for the FY 22-23;

** Remuneration of FY 23-24 was paid in accordance with Shareholders' approval by way of Ordinary Resolution (passed under section 188 related to Office on Place of Profit) – passed through Postal Ballot on June 26, 2023.

*** Variable Pay in respect of FY 2023-24 is yet to be paid.

c) **Proposed remuneration:** As set out in the resolution proposed in Item No.3 of this notice.

Further, in terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Aditya to be appointed as an Executive Director of the Company.

A copy of the Memorandum of Terms of Appointment of Aditya is available for e-inspection by the shareholders of the Company.

Additional disclosures in line with the requirements of Schedule V, Part II, Section II, Clause B (iv) of Companies Act, 2013 in respect of Aditya's appointment and remuneration forms part of **Annexure 1**.

Except Mr. Aditya Arun Kumar and Mr. Arun Kumar, who are part of the Promoter Group, and their relatives, none of the other Directors, Key Managerial Personnel, and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding as Members, if any.

Board recommends passing of the resolution as set out in Item No. 3 of the Notice as a Special Resolution and requests Shareholders' approval for the same.

Annexure 1

Additional disclosures as per Section 197 read with Schedule V of the Act in respect of Item 2 & 3 of the Notice.

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 | Mentioned as under: |

Particulars	Standalone (Rs. In Millions)			Consolidated (Rs. In Millions)		
	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
Total Income	22,255.64	19,385.62	21,024.88	40,908.25	37,787.15	32,022.38
Total Expense (Excluding exception items)	21,505.78	19,883.22	20,809.80	38,429.88	37,626.00	35,001.14
Profit After Tax	654.91	46.82	1,801.88	(1485.34)	(2,308.99)	(4,742.50)

Dividend Per Share

Particulars	2023-24	2022-23	2021-22
Final (per share)	2.50	1.50	-
Total Dividend (per share)	2.50	1.50	-

5) Foreign investments or collaborations, if any

As at March 31, 2024, foreign holding in the Company was at 26.72%.

There are no Foreign Collaborations.

II. Information about the Appointee

1) Background details, Recognition/ Awards, Job Profile and Suitability to the role

Refer Explanatory Statement for Item 2 and Item 3 of the Notice

2) **Past Remuneration, Proposed Remuneration & Comparative remuneration**

Past Remuneration of Badree & Aditya: Refer to the explanatory statement pertaining to Item 2 and 3 of this notice respectively.

Proposed Remuneration of Badree & Aditya as set out in the respective resolutions

Comparative remuneration

For Badree:

Considering Badree's experience and the requirements of skills and effective leadership required to drive the challenging business, remuneration proposed for Badree is considered moderate, compared to the remuneration packages of Managing Director & CEO positions in similar companies in the Industry.

For Aditya:

Considering Aditya's relevant experience at Strides and his contribution to business development function, remuneration proposed is considered fair compared to remuneration package of Executive Directors in similar companies in the Industry.

Proposed remuneration recommended by NRC and approved by the Board is in line with the guidelines of the Nomination and Remuneration Policy of the Company and aligns with the short-term and long-term goals of the Company. Company has also obtained benchmarking report in this matter by an external reputed firm.

Considering the skill set and expertise of the appointees, remuneration proposed for them is comparable and is in the range for similar positions in similar sized companies of the Indian Pharma Industry as per the benchmarking report.

III **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:**

Company had initiated a reset strategy in 2022 and owing to successful run of the reset strategy, Company's financial performance has been improving for the past 2 financial years. FY24 was an exceptional year for Company, marked by the successful completion of the Reset Strategy initiated in FY22.

The Company achieved all its key objectives laid down in the Reset strategy and has bounced back to become a strong and resilient Company.

As a result of our focus on consistent growth and cost containment, FY24 concluded as the best year in the Company's history in terms of both Revenue and absolute EBITDA.

While the financial performance of the Company is showing significant uptick since the last two financial years, the assumption of inadequacy of profit is taken as a matter of abundant caution.

Company shall continue to focus on operating cash flows while investing in growth to ensure that the efforts of our Reset are balanced by an improved revenue CAGR, in the coming years.

NOTES

1. Approval of Shareholders of the Company is solicited by passing requisite resolutions through Postal Ballot/ e-Voting for businesses set out in Item 1, 2 and 3 of this Notice.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Act stating all material facts pertaining to the resolutions is annexed along with Postal Ballot Notice for your consideration.

Board of Directors of the Company on May 22, 2024 considered the special businesses under Item 1, 2 and 3 as unavoidable and to be transacted through Postal Ballot/ e-Voting.

2. **Postal Ballot Notice is being sent only by electronic mode to all the Shareholders of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and as available with the Company as at June 21, 2024 (“**Cut Off Date**”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company www.strides.com, relevant section of the websites of Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Share Transfer Agent of the Company (“**KFintech**” or “**RTA**”).

Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e-Voting facility only. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.

Voting rights of a Shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.

3. Resolutions, if approved, by the Shareholders by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting i.e., Friday, July 26, 2024 shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.
4. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations and General Circulars, Company is providing the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through e-Voting facility.

Company has engaged the services of KFintech as the agency to provide e-Voting facility.

Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.

5. A Shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Annexure 2.

6. Shareholders who have multiple folios in identical names or joint names in the same order are requested to intimate the RTA about these folios to enable consolidation of all such shareholdings into one folio.

7 Inspection of Documents

All documents referred in this Notice shall be available for inspection electronically.

Shareholders seeking to inspect the documents can also send an email to investors@strides.com.

8 Scrutinizer for the Postal Ballot process

Mr. Gigi Joseph K J, Practicing Company Secretary (ICSI Membership No. F6483 and CP:5576) of M/s. Joseph & Chacko LLP, Company Secretaries, Bengaluru, has been appointed as the Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

Scrutinizer shall submit his Report on the resolutions proposed to be passed through Postal Ballot/ e-Voting to the Chairperson or Company Secretary of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Tuesday, July 30, 2024 and shall be communicated to BSE Limited and The National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed.

The results of the Postal Ballot/ e-Voting shall also be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days, on the Company’s website at www.strides.com and on the website of Kfintech at <https://evoting.kfintech.com/>.

General Information to Shareholders

1. Dividend Payout to Physical Folios only through Electronic Mode

SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that effective April 1, 2024, dividend in respect of physical folios shall be paid only through electronic mode.

Accordingly, security holders holding securities in physical form are mandated to update their folios with their KYC documents viz., PAN, Contact Details, Mobile Number, Bank Account details etc. failing which such security holders shall not be eligible for any payment including dividend, interest or redemption in respect of such folios through electronic mode.

Upon updation of the requisite details in entirety, security holders shall be eligible to receive all the dividends declared during that period (from April 01, 2024, till date of updation) pertaining to the securities held after the said updation.

SEBI has issued FAQs in this matter which is available on their website at the following link for investor awareness:

https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

2. KYC updation

To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address, as soon as possible. Further, in case of demise of a Shareholder, their legal heirs are requested to notify the Company, at their earliest convenience.

Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) and holdings should be verified from time to time.

Non-Resident Indian Shareholders are requested to inform RTA/ respective Depository participants, immediately of any:

- a) Change in their residential status on return to India for permanent settlement; and
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.

Proccure for KYC Updation

Shareholders holding shares in electronic form and who have not updated their PAN and KYC are requested to submit the details to their Depository Participant(s).

Shareholders holding shares in physical mode and who have not updated their details are requested to furnish the documents/ details, as per the table below, to KFintech at their earliest convenience:

Type of Holder	Particulars	Form
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/ update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	Declaration to opt out Nomination	Form ISR-3
	Form for requesting issue of Duplicate Certificate for shares held in physical form	Form ISR-4
	Request for transmission of Securities by Nominee or Legal Heir	Form ISR-5
	Nomination form	Form: SH-13
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form: SH-14
Demat	Shareholders to contact their Depository Participants and register their email address and bank account details in their demat account, as per the process advised by the Depository Participants.	

The aforesaid forms can be downloaded from the website of the Company and RTA at:
https://www.strides.com/Shareholders_service_request.html; &
<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Shareholders are requested to forward the duly filled in and executed documents along with the related proofs as mentioned in the respective forms to the following address:

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited),

Unit: Strides Pharma Science Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,
 Hyderabad – 500 032

Toll Free No.: 1800 309 4001

E-mail: einward.ris@kfintech.com

The above mentioned ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
- b) Through hard copies which are self-attested, which can be shared on the address below;

Name	KFIN Technologies Limited Unit: Strides Pharma Science Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details **for securities held in electronic mode**, please reach out to the respective DP(s), where the DEMAT A/c is being held.

3. **Withdrawal of the requirement of Freezing of Folios**

SEBI vide its Circular SEBI/ HO/ MIRSD/ POD-1/ P/ CIR/2023/181 dated November 17, 2023 has done away with the requirement of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.

4. **Issue/ Transfer of Shares in demat mode only**

In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019.

Further, as an ongoing measure to enhance ease of dealing in securities by investors, SEBI vide its Circular dated January 25, 2022, has mandated listed companies to issue securities in demat form only while processing service requests such as transfer, transmission, issue of duplicate share certificates, renewal/ exchange of share certificates, consolidation of folios etc.

In terms of the Circular,

1. Claimant/ Securities Holder shall submit their request in Form ISR-4 (hosted on website of Company and RTA) along with requisite documents and details;
2. RTA shall verify the request and documents submitted and thereafter issue a **Letter of Confirmation** (LoC) in lieu of physical securities certificates to the Claimant/ Securities Holder within 30 days of receipt of such request;
3. LoC shall be valid for a period of 120 days from the date of its issuance;
4. Claimant/ Securities Holder to make a request to the Depository Participant for dematerializing the said securities;
5. **In case the Claimant/ Securities Holder fails to submit the demat request within the prescribed period, such shares shall be credited to the Suspense Escrow Demat Account of the Company;**

Claimant/ Securities Holder to reinitiate the process for claiming shares from the Suspense Escrow Demat Account of the Company.

5. **KPRISM – Unified platform for investment monitoring**

KPRISM is a unified platform launched by Kfintech for your Equity Investment Monitoring with multiple Self-Help Features.

You may access KPRISM on their website link provided below or through the mobile app named 'KPRISM'.

<https://kprism.kfintech.com/>

Shareholders can download this android mobile application from play store and view their portfolios serviced by KFintech.

In addition, Shareholders may also visit the Investor Support Center (ISC) webpage at <https://ris.kfintech.com/clientservices/isc/default.aspx> and access various services such as post or track a query, upload tax exemptions forms, view the demat/ remat request, check the dividend status, download the required ISR forms and check KYC status for physical folios, amongst others.

Annexure 2

GENERAL INSTRUCTIONS TO CAST VOTES THROUGH REMOTE E-VOTING

I PROCEDURE FOR REMOTE E-VOTING

- 1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020, SEBI Master Circular No. SEBI/ HO/ CFD/ PoD2/ CIR/ P/ 2023/ 120 dated July 11, 2023 and SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-2/ P/ CIR/ 2023/ 167 dated October 7, 2023, in relation to e-voting facility provided by Listed Entities, Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Limited (Formerly, KFin Technologies Private Limited) (KFintech), on the resolutions set forth in this Notice.
- 2) Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **Cut-off date i.e., Friday, June 21, 2024.**

A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The e-voting facility will be available during the following period:

- **Commencement of e-Voting:** 09:00 hrs IST on Thursday, 27 June, 2024
- **End of e-Voting:** 17:00 hrs IST on Friday, 26 July, 2024

Remote e-Voting will not be allowed beyond the aforesaid date and time and the remote-e-Voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

The process and manner of e-Voting shall be as under:

Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

2.1) Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual Shareholders holding securities in demat mode.

NSDL Individual Shareholders holding securities in demat mode with NSDL

- I. **Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:**
 - a) Visit the e-services website of NSDL <https://eservices.nsdl.com>.

- b) On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
- c) A new page will open. Enter the existing user id and password for accessing IDeAS.
- d) After successful authentication, Shareholders will be able to see e-voting services under ‘Value Added Services’.
- e) Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- f) Click on company name, i.e., ‘Strides Pharma Science Limited’, or e-voting service provider, i.e., KFintech.
- g) Shareholders will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.

II. Instructions for those Shareholders who are not registered under IDeAS:

- a) Visit <https://eservices.nsdl.com> for registering.
- b) Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c) Visit the e-voting website of NSDL <https://www.evoting.nsdl.com/>.
- d) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
- e) Shareholders will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.
- f) After successful authentication, Shareholders will be redirected to NSDL Depository site wherein they can see e-voting page.
- g) Click on company name, i.e., Strides Pharma Science Limited or e-voting service provider name, i.e., KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

III. Users may alternatively vote by directly accessing the e-Voting website of NSDL

- a) Open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

- e) Click on company name, i.e., ‘**Strides Pharma Science Limited**’ or e-voting service provider name, i.e., KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

NSDL Mobile App

Shareholders can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



CDSL Individual Shareholders holding securities in demat mode with CDSL

- a) **Users who have opted for CDSL Easi/ Easiest facility**, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.
- b) The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
- c) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company.
- d) On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting, as applicable.
- e) Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- f) **If the user is not registered for Easi/ Easiest**, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- g) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.
- h) The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
- i) After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders login through their demat accounts/ Website of Depository Participant

- a) Shareholders can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
- b) Once logged-in, Shareholders will be able to view e-voting option.
- c) Upon clicking on e-voting option, Shareholders will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
- d) Click on options available against '**Strides Pharma Science Limited**' or KFintech.
- e) Shareholders will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

Important note:

Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for individual Shareholders holding securities in demat mode for any technical issues related to login through NSDL/ CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Contact at no.: 022-48867000
Securities held with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at Toll free no.: 1800 22 55 33

2.2) Details on Step 2 are mentioned below:

Login method for Shareholders holding shares in physical form and non-individual Shareholders in demat mode

(A) Instructions for Shareholders whose email IDs are registered with the Company/ Depository Participant(s)

Shareholders whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

- b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number.
- c) In case of Demat account, User ID will be your DP ID and Client ID.
- d) However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.
- e) After entering these details appropriately, click on “LOGIN”.
- f) Shareholders will now reach password change Menu wherein they are required to mandatorily change the password.
- g) The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- h) The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc.
- i) On first login, Shareholders may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Shareholders do not share their password with any other person and that they take utmost care to keep their password confidential.
- j) Shareholders would need to login again with the new credentials.
- k) On successful login, the system will prompt the member to select the “EVEN”, viz., **‘Strides Pharma Science Limited – Postal Ballot’**, and click on “Submit”.
- l) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed the total shareholding as mentioned herein above.
- m) A member may also choose the option ABSTAIN.
- n) If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- o) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio / demat account.
- p) Shareholders may then cast their vote by selecting an appropriate option and click on “Submit”.
- q) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify.
- r) Once Shareholders have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.

- s) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to gigi@jandc.in with a copy to evoting@kfintech.com.
- t) The file scanned image/ pdf file of the board resolution should be in the naming format "Corporate Name".

(B) Instructions for Shareholders whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:

Shareholders are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Shareholders may write to inward.ris@kfintech.com.

(C) Method for obtaining user id and password for Shareholders who have forgotten the User ID and password

Shareholders who have forgotten the user id and password, may obtain/ retrieve the same in the manner mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

Shareholders may send an email request to inward.ris@kfintech.com.

If the member is already registered with the KFintech e-voting platform then such member can use his/ her existing User ID and password for casting the vote through remote e-voting.

Shareholders may call KFintech toll free number 1-800-309-4001 for any clarifications/ assistance that may be required.

- D.** 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.kfintech.com/public/Faq.aspx>
