



SOLARA
Active Pharma Sciences

Communication Address :
Solara Active Pharma Sciences Limited
Batra Centre
No. 28, Sardar Patel Road, Post Box 2630
Guindy, Chennai - 600 032, India
Tel : +91 44 43446700, 22207500
Fax : +91 44 22350278

July 19, 2019

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Scrip Code: 541540

Scrip Code: SOLARA

Dear Sirs,

Sub: Notice of Second Annual General Meeting and e-voting intimation

This is to inform you that the Second Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, August 14, 2019, at 10.30 a.m. at Hotel Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703.

A copy of notice convening the Second AGM of the company being sent to the shareholders of the company is enclosed and the same is also available on the company's website www.solara.co.in

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their vote electronically through the electronic voting (remote e-voting) service facility arranged by Karvy Fintech Private Limited.

Details of events are as under:

Cut-off date for dispatch of AGM Notice and Annual Report	July 12, 2019
Cut-off date for determining eligible shareholders for remote e-voting	August 7, 2019
e-voting start date & time	9.00 a.m. on Saturday, August 10, 2019
e-voting end date & time	5.00 p.m. on Tuesday, August 13, 2019.

We request you to take the above information on record as compliance with the relevant regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Thanking you,

Yours faithfully,
For Solara Active Pharma Sciences Limited


S. Murali Krishna
Company Secretary



Encl: as above



SOLARA ACTIVE PHARMA SCIENCES LIMITED

CIN: L24230MH2017PLC291636

Registered Office: 201, Devavrata, Sector 17, Vashi, Navi Mumbai 400 703

Tel: +91 22 27892924; **Fax:** +91 22 27892942

Corporate Office: 'Batra Centre', No. 28, Sardar Patel Road, Post Box No. 2630, Guindy, Chennai 600 032

Tel: + 91 44 43446700, 22207500; **Fax:** +91 44 22350278

Email: investors@solara.co.in; **Website:** www.solara.co.in

NOTICE is hereby given that the Second Annual General Meeting of the Members of the Company will be held on Wednesday, August 14, 2019, at 10.30 a.m. at Hotel Regenza By Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai - 400 703 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2019 together with Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the Report of Auditors thereon.
3. To appoint a Director in place of Mr. Jitesh Devendra (holding DIN 06469234) who retires by rotation and being eligible offers himself for re-appointment.
4. To declare a Dividend of ₹ 5/- per equity share of face value ₹ 10/- each for the financial year ending March 31, 2019.

SPECIAL BUSINESS

5. **Approval for continuation of Mr. Deepak C Vaidya as a Non-Executive Director**

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

RESOLVED that pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the Members of the Company be and is hereby accorded for Mr. Deepak C Vaidya (DIN: 00337276), who will attain the age of seventy-five years before the next Annual General Meeting, to continue as a Non-executive Director of the Company

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

6. **Appointment of Mr. Ronald Tjeerd De Vries as an Independent Director**

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

RESOLVED that Mr. Ronald Tjeerd De Vries (DIN: 08265610), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 30, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Ronald Tjeerd De Vries (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing with effect from October 30, 2018 be and is hereby approved.

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

7. **Appointment of Mr. Ankur Nand Thadani as a Non-Executive Director**

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

RESOLVED that Mr. Ankur Nand Thadani (DIN: 03566737), who was appointed by the Board of Directors as an Additional Director of the Company

with effect from May 16, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

8. To ratify the remuneration payable to the Cost Auditor for the financial year 2018-19.

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

RESOLVED that the remuneration of ₹2,50,000/- (Rupees Two Lakh fifty Thousand only) plus reimbursement of out-of-pocket expenses, payable to Mr. K. Suryanarayanan, Practising Cost Accountant, (Membership No. 24946) who was appointed as Cost Auditor of the Company for the financial year ending 31st March, 2019, as recommended by the audit committee and approved by the board of directors of the Company, pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 is hereby ratified.

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

9. To obtain approval for Transactions/ Contracts/ Arrangements with Strides Pharma Science Limited (formerly known as Strides Shasun Limited) upto ₹ 600 crores in each financial year

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations"), including any amendment, modification or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to the Audit Committee/ Board

of Directors of the Company to enter into contracts, arrangements, purchases and other transactions with Strides Pharma Science Limited (formerly known as Strides Shasun Limited) ("Strides"), on such terms and conditions as may be mutually agreed upon between the Company and Strides for an amount upto ₹ 600 crores (Rupees Six Hundred Crores) in each financial year commencing from FY 2019-20, for the purposes as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the Company or any other person(s) authorised by them, be and are hereby authorised to execute, deliver and perform such agreements, contracts, deeds and other documents and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with Strides, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution, in the best interest of the Company.

RESOLVED FURTHER that the Board of Directors and the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution.

By the Order of the Board
For Solara Active Pharma Sciences Limited

Place: Bengaluru
Date: 16.05.2019

S. Murali Krishna
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the special business of this notice is annexed hereto.
2. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies in order to be effective must be filed with the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. The proxy form for the AGM is enclosed.

A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent (10%) of the total voting share

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

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

3. Shareholders are requested to bring their copy of the Annual Report to the Meeting.
4. 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.
5. The register of members and share transfer books of the Company will remain closed from August 8, 2019 to August 14, 2019 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2019.
6. Subject to the provisions of Companies Act, 2013, 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 AGM, to those members whose names appear on the Register of Members as on the book closure date.
7. The Company is presently using National - ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/ send the following at the earliest:
 - 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 Fintech Private Limited,
Unit - Solara Active Pharma Sciences 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
Contact Number: 040-6716 2222.

8. All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the company between 10.00 a.m. to 12.00 noon on working days up to the date of the Annual General Meeting.
9. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
10. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
11. Electronic copy of the Notice convening the Second 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 Second 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 Second 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.solara.co.in.

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

In compliance with Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has provided the facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Karvy Fintech Private Limited, Hyderabad ("Karvy").

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

Members who have cast their vote through remote e-voting prior to the AGM may attend the AGM but shall not cast their votes again. However, in case Members cast their vote both via physical ballot at the AGM and remote e-voting, then voting through remote e-voting shall prevail and voting done through ballot shall be treated as invalid. Instructions for e-voting are annexed to the Notice.

12. This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, July 12, 2019.

The "cut-off date" for determining the eligibility for voting either through electronic voting or ballot is fixed as Wednesday, August 7, 2019. The e-voting period will commence at 9.00 a.m. on Saturday, August 10, 2019 and will end at 5.00 p.m. on Tuesday, August 13, 2019.

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.

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

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

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

16. 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.

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	<p>For Members holding shares in Demat Form</p> <p>a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL: 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form\</p> <p>Event no. followed by Folio Number registered with the Company</p>
Password	In case of Members who have not registered their e-mail addresses, their User-Id and Password is printed overleaf.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

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

Kindly note that this password can be used by the Members for voting for resolution of any other Company on which they are eligible to vote.

provided that Company opts for e-voting through Karvy Fintech 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 - '**Solara Active Pharma Sciences Limited**'.
7. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.

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

8. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
9. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
10. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
11. Corporate/ Institutional Members (Corporate/ 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) and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Raju S.V/ Mr. Mohan Kumar A of Karvy Fintech Pvt. Ltd. at +91 40 67162222 or at 1800 345 4001 (toll free).
13. This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, July 12, 2019.

However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Wednesday, August 7, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Saturday, August 9, 2019 and will end at 5.00 p.m. on Tuesday, August 13, 2019. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement set out all the material facts relating to the business mentioned under Item Nos. 5 to 9 of the accompanying Notice.

Item No.5: Approval for continuation of Mr. Deepak C. Vaidya as a Non-executive Director of the Company

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years.

Mr Deepak C. Vaidya (Deepak) was appointed as Non-Executive Director of the Company at the AGM held on September 28, 2018 effect from April 11, 2018. Deepak will attain the age of seventy-five years in January 2020. Deepak has over 30 years' experience in corporate financial services industry in India and abroad and is on the Board of various companies in Pharma, Service and Power sectors. The Board is of the opinion that the vast experience of Deepak, especially in pharmaceutical industry, will add value to the Company in achieving its strategic objectives.

The Board of Directors of the Company in its meeting held on May 16, 2019, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, proposed to seek consent of members of the Company for continuation of Deepak as a Non-Executive Director of the Company in line with requirements of Listing Regulations.

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

As at date of this notice, Deepak is holding 30,000 shares in the Company.

The Board recommends passing of the proposed resolution stated in Item No. 5 as Special Resolution and requests your approval for the same.

Item No.6 : Appointment of Mr. Ronald Tjeerd De Vries as Independent Director

Mr. Ronald Tjeerd De Vries (Ronald) was appointed as an Additional Director on the Board of the Company with effect from October 30, 2018 to hold office up to the date of the Annual General Meeting. He was appointed as an Independent Director of the Company subject to the approval of the Members.

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

Approval of the Members is being sought to confirm the appointment of Ronald as a Director of the Company effective from October 30, 2018 and to appoint him as an Independent Director of the Company, not liable to retire by rotation for a period up to five consecutive years from October 30, 2018.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention to propose the appointment of Ronald as a Director of the Company.

The profile of Ronald together with his directorships and committee memberships held in other companies forms part of Annexure to the Board's Report.

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

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

The Board recommends passing of the proposed resolution stated in Item No.6 as an Ordinary Resolution and requests your approval for the same.

Item No.7 : Appointment of Mr. Ankur Nand Thadani as Non-Executive Director

Mr. Ankur Nand Thadani (Ankur) was appointed as an Additional Director on the Board of the Company with effect from May 16, 2019 to hold office up to the date of the Annual General Meeting. He was appointed as Non-Executive Director of the Company subject to the approval of the Members.

Approval of the Members is being sought to confirm the appointment of Ankur as a Director of the Company effective from May 16, 2019 liable to retire by rotation.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention to propose the appointment of Ankur as a Non-Executive Director of the Company.

The profile of Ankur together with his directorships held in other companies forms part of Annexure to the Board's Report.

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

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

The Board recommends passing of the proposed resolution stated in Item No.7 as an Ordinary Resolution and requests your approval for the same.

Item No.8: To ratify the remuneration payable to the Cost Auditor for the financial year 2018-19.

The Board after considering the recommendation of the Audit Committee, the Directors have appointed Mr. K. Suryanarayanan, Cost Accountant, as the Cost Auditor of the Company for the financial year 2018-19 on a remuneration of ₹.2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus out of pocket expenses.. Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders. The Ordinary Resolution appearing in the notice is sought to be passed for this purpose.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in Item No.8 as an Ordinary Resolution and requests your approval for the same.

Item No.9: To obtain approval for Transactions/ Contracts/Arrangements with Strides Pharma Science Limited (formerly known as Strides Shasun Limited) upto ₹ 600 crores in each financial year commencing from FY 2019-20

Members of the Company are hereby requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for sale or purchase or rendering of services of any kind where the amount involved exceeds ₹ 100 Crore or 10% of the turnover whichever is lower, to be approved by the members of the Company by way of a resolution.

Particulars of proposed transaction

S No	Name of the related party	Name of the Promoter or Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature, material Terms & particulars of the contract or arrangement	Monetary Value Up to (₹ in Mn)	Any other information
1	Strides Pharma Science Limited (formerly known as Strides Shasun Limited), India, ("Strides")	Mr. Arun Kumar, Promoter of the Company is a Promoter and Managing Director of Strides. Mr. Jitesh Devendra, Managing Director of the Company, who is also part of the Promoter Group of Strides. Mr Deepak C Vaidya, who is also a Non Executive Director of the company and Strides.	Enterprises controlled, owned or significantly influenced by Key Managerial Personnel and person holding significant interest in the Company.	Sale of API products, rendering of services and leasing of properties as per prevailing market prices	6,000	The Company will supply Active Pharmaceutical Ingredients and provide services to Strides at prevailing market price

As per Regulation 23 of Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") any material related party transaction, i.e., a transaction to be entered into which individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the members of the Company by way of Ordinary Resolution. Since the aggregate sale or other transactions between the company and Strides Pharma Science Limited is expected to exceed 10% of the turnover, the transaction requires approval of the shareholders

The Audit Committee and the Board of Directors at their respective meetings held on May 16, 2019, approved the aforementioned related party transaction.

Except Mr. Jitesh Devendra, Managing Director of the Company, who is also part of the Promoter group of Strides; Mr. Deepak Vaidya, who is a non-executive director of Strides and Solara, and common promoters of Strides and Solara, none of the other Promoters/ Directors/ Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding as Members, if any.

The Board recommends the resolution as set out in Item No.9 of the notice for approval of Members as an Ordinary Resolution.

By the Order of the Board of Directors
For Solara Active Pharma Sciences Limited

Place: Bengaluru
Date: 16.05.2019

S. Murali Krishna
Company Secretary



SOLARA ACTIVE PHARMA SCIENCES LIMITED

CIN: L24230MH2017PLC291636

Registered Office: 201, Devavrata, Sector 17, Vashi, Navi Mumbai 400 703

Tel: +91 22 27892924; **Fax:** +91 22 27892942

Corporate Office: 'Batra Centre', No. 28, Sardar Patel Road, Post Box No. 2630, Guindy, Chennai 600 032

Tel: + 91 44 43446700, 22207500; **Fax:** +91 44 22350278

Email: investors@solara.co.in; **Website:** www.solara.co.in

Attendance Slip

Annual General Meeting - August 14, 2019

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

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

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

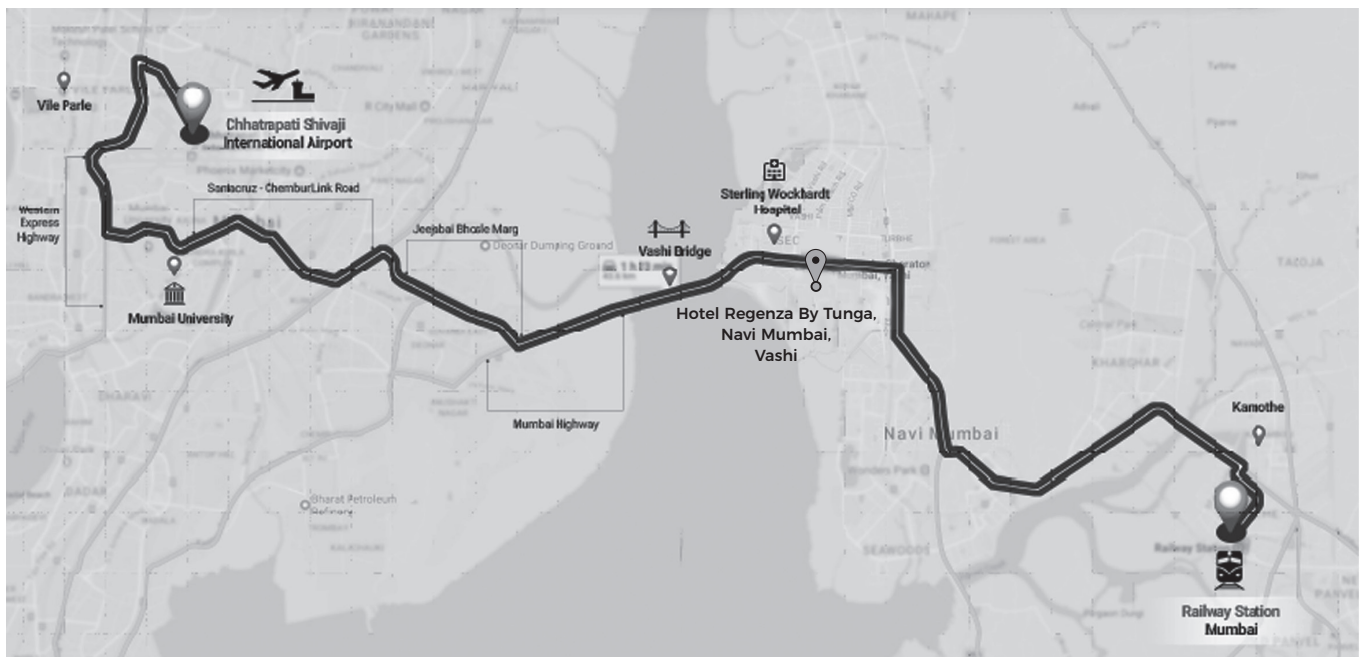
I hereby record my presence at the Second ANNUAL GENERAL MEETING of the Company, held at 10.30 a.m. at Hotel Regenza By Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai - 400 703 on Wednesday, August 14, 2019

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

Signature of the attending Member/ Proxy

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue: Hotel Regenza By Tunga, Plot No.37, Sector 30-A, Vashi,
Navi Mumbai - 400 703





SOLARA ACTIVE PHARMA SCIENCES LIMITED

CIN: L24230MH2017PLC291636

Registered Office: 201, Devavrata, Sector 17, Vashi, Navi Mumbai 400 703

Tel: +91 22 27892924; **Fax:** +91 22 27892942

Corporate Office: 'Batra Centre', No. 28, Sardar Patel Road, Post Box No. 2630, Guindy, Chennai 600 032

Tel: + 91 44 43446700, 22207500; **Fax:** +91 44 22350278

Email: investors@solara.co.in; **Website:** www.solara.co.in

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

Annual General Meeting - August 14, 2019

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: _____ Or failing him/ her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Second ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, August 14, 2019 at 10.30 a.m. at Hotel Regenza By Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Type of Resolution
Ordinary Business		
1	Adoption of Standalone financial statements for the year ended March 31, 2019	Ordinary Resolution
2	Adoption of Consolidated financial statements for the year ended March 31, 2019	Ordinary Resolution
3	Appointment of Director in place of Mr. Jitesh Devendra, retiring director	Ordinary Resolution
4	To declare a Dividend of ₹ 5/- per equity share of face value of ₹ 10/- each for the financial year ending March 31, 2019.	Ordinary Resolution
Special Business		
5	Approval for continuation of Mr. Deepak C Vaidya as a Non-Executive Director	Special Resolution
6	Appointment of Mr. Ronald Tjeerd De Vries as an Independent Director	Ordinary Resolution
7	Appointment of Mr. Ankur Nand Thadani as a Non-Executive Director	Ordinary Resolution
8	To ratify the remuneration payable to the Cost Auditor for the financial year 2018-19.	Ordinary Resolution
9	To obtain approval for Transactions/ Contracts/ Arrangements with Strides Pharma Science Limited (formerly known as Strides Shasun Limited) upto ₹ 600 crores in each financial year	Ordinary Resolution

Signed this _____ day of _____ 2019

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.

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.