



Shasun Pharmaceuticals Limited

CIN: L24117TN1976PLC007122

Regd. Office: No. 28 Sardar Patel Road, Guindy, Chennai - 600 032

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014.

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolutions proposed in this Notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Mrs. Lakshmmi Subramanian will hold the position of Scrutinizer from the date of posting of this notice until submission of her final report to the Chairman / Managing Director / the Wholetime Director on 20.03.2015.

You are requested to read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of the working hours between 9.00 a.m. and 6.00 p.m on 19.03.2015.

The Company also provides e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date 30th January, 2015, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Limited (NSDL). If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

The Scrutinizer after completion of the scrutiny will submit her report to the Chairman / Managing Director / the Wholetime Director on 20.03.2015. Thereafter, the results of the postal ballot will be declared by the Chairman / Managing Director / the Wholetime Director at the registered office of the company on 20.03.2015 and the date for passing of the resolutions will be the said date. The results will also be posted on the website of the Company i.e. www.shasun.com. The results shall be intimated to the Stock Exchanges where the shares of the Company are listed and through press release in newspapers.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and relevant provisions of the Memorandum & Articles of Association of the Company and subject to approval, consent, permission, other sanction of any other authorities/institutions as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors (herein after referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to contribute 27,360 sq. ft. of land owned by the Company situated at Kalapet village in Pondicherry to M/s. Sundarbhai Shankarlal Charitable Trust for construction of School, the details as set out in the explanatory statement annexed hereto, for charitable purpose not directly related to the Business of the Company or the welfare of the employees of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters, and things as it may, in its absolute discretions, deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise in relation to the contribution of land, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

RESOLVED THAT pursuant to Section 180, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and relevant provisions in the Memorandum & Articles of Association of the Company and subject to approval, consent, permission, other sanction of any other authorities/institutions as may be necessary, the consent of the company be and is hereby accorded to the Board for the sale, transfer or otherwise disposal of 74,00,000 equity shares of Rs 10 each held by the Company in M/s. Alivira Animal Health Limited to the other shareholders of Alivira Animal Health Ltd. for a consideration not less than Rs. 75 crores (Rupees Seventy Five Crores only) the details of which are set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters, and things as it may, in its absolute discretions, deem necessary, desirable or expedient to the sale of investment and to resolve and settle all questions and difficulties that may arise in the proposed transfer of shares, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the receipt of requisite approvals, if any, consent of the Company be and is hereby accorded to the re-appointment of Dr. S. Devendra (DIN: 00050440) as a Wholetime Director of the Company for a period of one year with effect from August 1, 2015, as approved by the Board of Directors in their meeting held on February 5, 2015 on a remuneration of not exceeding Rs. 8,00,000 (Rupees Eight lakhs only) per month inclusive of all benefits and allowances and on such terms and conditions as recommended by the Nomination & Remuneration Committee and fixed by the Board of Directors in their respective meetings held on February 5, 2015.

RESOLVED FURTHER THAT apart from the above remuneration, Dr. S. Devendra is eligible for commission on the net profits of the Company for each financial year, or part thereof, computed in the manner and subject to the limits laid down in Section 197 & 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Dr. S. Devendra within and in accordance with and subject to the limits prescribed in Schedule V to the said Act.

RESOLVED FURTHER THAT the Board of Director of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT in accordance with the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the approval, if any, of the Central Government, if the Company has no profits or its profits are inadequate, consent of the Company be and is hereby accorded to pay remuneration as stated above.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the receipt of requisite approvals, if any, consent of the Company be and is hereby accorded to the re-appointment of Mr. S. Abhaya Kumar (DIN: 00729827) as a Managing Director of the Company for a period of one year with effect from August 1, 2015, as approved by the Board of Directors in their meeting held on February 5, 2015 on a remuneration of not exceeding Rs. 12,00,000 (Rupees Twelve lakhs only) per month inclusive of all benefits and allowances and on such terms and conditions as recommended by the Nomination & Remuneration Committee and fixed by the Board of Directors in their respective meetings held on February 5, 2015.

RESOLVED FURTHER THAT apart from the above remuneration, Mr. S. Abhaya Kumar is eligible for commission on the net profits of the Company for each financial year, or part thereof, computed in the manner and subject to the limits laid down in Section 197 & 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Mr. S. Abhaya Kumar within and in accordance with and subject to the limits prescribed in Schedule V to the said Act.

RESOLVED FURTHER THAT the Board of Director of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT in accordance with the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the approval, if any, of the Central Government, if the Company has no profits or its profits are inadequate, consent of the Company be and is hereby accorded to pay remuneration as stated above.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the receipt of requisite approvals, if any, consent of the Company be and is hereby accorded to the re-appointment of Mr. S. Vimal Kumar (DIN: 00050457) as a Wholetime Director of the Company for a period of one year with effect from August 1, 2015, as approved by the Board of Directors in their meeting held on February 5, 2015 on a remuneration of not exceeding Rs. 8,00,000 (Rupees eight lakhs only) per month inclusive of all benefits and allowances and on such terms and conditions as recommended by the Nomination & Remuneration Committee and fixed by the Board of Directors in their respective meetings held on February 5, 2015.

RESOLVED FURTHER THAT apart from the above remuneration, Mr. S. Vimal Kumar is eligible for commission on the net profits of the Company for each financial year, or part thereof, computed in the manner and subject to the limits laid down in Section 197 & 198 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Mr.S.Vimal Kumar within and in accordance with and subject to the limits prescribed in Schedule V to the said Act.

RESOLVED FURTHER THAT the Board of Director of the Company or the Nomination & Remuneration Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT in accordance with the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the approval, if any, of the Central Government, if the Company has no profits or its profits are inadequate, consent of the Company be and is hereby accorded to pay remuneration as stated above.

By the Order of the Board of Directors
For Shasun Pharmaceuticals Limited

Place: Chennai
Date: February 05, 2015

S. Murali Krishna
Company Secretary

NOTES:

1. The Explanatory Statement to the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 settling out material facts in respect of the businesses of this notice is annexed hereto.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on January 30, 2015 (cut off date). The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on that date.
3. **Voting through Electronic means**
 - I. In compliance with provisions of Section 110 of the Companies Act, 2013 and Rules of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Postal Ballot by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

 - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company / Depository Participants(s)):
 - B.
 - (i) Open e-mail and open PDF file viz. "SPL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step(i) above. Click Login.
 - C.
 - (i) Password change menu appears, Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof, Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (ii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (iii) Select "EVEN" of Shasun Pharmaceuticals Limited
 - (iv) Now you are ready for e-Voting as Cast Vote page opens
 - (v) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (vi) Upon confirmation, the message "vote cast successfully" will be displayed.
 - (vii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (viii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in
 - D. In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sr. No.(ii) to Sr. No. (viii) above, to cast vote.		
 - E. 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 "downloads" section of www.evoting.nsdl.com
 - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on 18th February, 2015 (9.00 a.m) and ends on 19th March, 2015 (6.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th January, 2015.
 - VI. Mrs. Lakshmmi Subramanian, Practicing Company Secretary (Membership No. 1087) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.shasun.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.1

The Company had purchased a land measuring 27,360 sq. ft. at Kalapet Village in Pondicherry for an amount of Rs.2.07 lakhs, on 15th February, 1993 vide sale deed registration No.698 of 1993. The current market value of the land is approximately Rs. 191.52 lakhs. M/s. Sundarbai Shankarlal Charitable Trust has already purchased 2.43 acres adjacent to this land for construction of a School. Dr. S. Devendra, Mr. S. Abhaya Kumar and Mr. S. Vimal Kumar are the trustees of M/s. Sundarbai Shankarlal Charitable Trust, who are the promoter Directors of the company. Now, the Company proposes to donate this land to M/s. Sundarbai Shankarlal Charitable Trust. The said contribution of property in kind, in this case, Land, to a charitable trust will attract the provisions of section 181 of the Companies Act, 2013.

Hence, the Board recommends the resolution for approval of the shareholders.

No other Promoters / Directors / Key Managerial Personnel and their relatives, other than Dr. S. Devendra, Mr. S. Abhaya Kumar and Mr. S. Vimal Kumar are concerned or interested in this resolution.

Item No.2

The Company had invested Rs.63 crores in M/s. Alivira Animal Health Ltd. during April, 2014 by way of transfer of leasehold land along with related assets and liabilities by executing business transfer agreement. The transaction was duly approved by the shareholders of the Company by way of Postal Ballot and Board of Directors at their Meeting held on February 7, 2014. As consideration for the above transfer of assets, M/s. Alivira Animal Health Ltd. had allotted 74,00,000 equity shares of Rs.10 each to the Company. Considering the proposed merger of the Company with M/s. Strides Arcolab Ltd., and since the animal health business is not the main focus of the merged entity, it is proposed to sell the investment to the other shareholders of Alivira Animal Health Ltd. for a consideration of not less than Rs.75 crores. The sale proceeds will be utilized for repayment of term loans. Since the proposed sales/ transfer value of the investments of M/s. Alivira Animal Health Ltd. is more than 20% of the net worth of the Company, the provisions of section 180 of the Companies Act, 2013 is attracted.

The Board recommends the resolution for approval of the shareholders.

No other Promoters / Directors/ Key Managerial Personnel and their relatives, other than Dr. S. Devendra, Mr. S. Abhaya Kumar and Mr. S. Vimal Kumar are concerned or interested in this resolution.

Item No.3 to 5:

At the 37th Annual General Meeting held on August 2, 2012, the members of the Company approved the reappointment of and payment of remuneration to Dr. S. Devendra as Wholetime Director, Mr. S. Abhaya Kumar as Managing Director and Mr. S. Vimal Kumar as Wholetime Director of the Company for a period of three years with effect from August 1, 2012. Their term of office expire on July 31, 2015. Considering the proposed merger of the Company with M/s. Strides Arcolab Limited and the uncertainty of time in completing the merger process, the Nomination & Remuneration Committee and the Board at its meeting held on February 5, 2015, subject to the approval of members, reappointed Dr. S. Devendra as Wholetime Director, Mr. S. Abhaya Kumar as Managing Director and Mr. S. Vimal Kumar as Wholetime Director of the Company with remuneration for a period of another one year with effect from August 1, 2015.

The details of the remuneration as set out in the resolutions may be regarded as an abstract of the terms and conditions and memorandum of concern or interest for the purpose of Section 190 of the Companies Act, 2013 and the requirements of the said Act may be deemed to have been sufficiently complied with.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry:

The Company is engaged in the business of manufacture of Active Pharmaceutical Ingredients (APIs), their intermediates and finished dosage. The Company is also into product development and provides contract research and manufacturing services.

(ii) Date or expected date of Commencement of Commercial production:

The Company started its commercial production in the year 1977.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(iv) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2014:

Particulars	Rs. In Mn.	
	Standalone	Consolidated
Turnover & Other Income	9,469.91	12,356.22
Net profit as per Profit & Loss Account (after tax)	352.25	302.11
Profit as computed under Section 309 (5) read with Section 198 of the Companies Act, 1956	278.41	
Net worth	3,152.67	3,020.17

(v) Foreign Investment or collaborations, if any:

The Company does not have any foreign investment or collaborations except the direct investments in two overseas subsidiaries and three overseas step-down subsidiaries and one overseas joint venture.

II. Information about the appointee

(A) Dr. S. Devendra

(i) Background details:

Dr. S. Devendra, Whole Time Director is a graduate in medicine and is one of the key architects in developing the organization and was instrumental in transforming the company from single product company to multi product service provider. He has gained a worldwide reputation for his knowledge in Marketing, Customer Satisfaction, Global Competition, and Strategic Thinking. He has been mentoring and developing the marketing skills of the company.

(ii) Past remuneration:

The total remuneration of Dr. S. Devendra for the year ended March 31, 2014 was Rs.6.45 Mn. Comprising of salary and perquisites.

(iii) Recognition or awards :

Nil

(iv) Job profile and suitability :

Dr. S. Devendra being the Whole Time Director of the Company provides leadership, strategic vision and direction to the business operations of the Company.

(v) Remuneration proposed :

The remuneration proposed is with the existing remuneration of Rs. 9.60 Mn. per annum inclusive of all benefits.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in pharmaceutical companies of comparable size in the pharmaceutical industry and has been considered by the Nomination & Remuneration Committee of the Company at the meeting held on February 5, 2015. The profile of Dr. S. Devendra, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :

Dr. S. Devendra is promoter director of the Company. Dr. S. Devendra has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is brother of Mr. S. Abhaya Kumar, Managing Director and Mr. S. Vimal Kumar, Wholetime Director of the Company.

(B) Mr. S. Abhaya Kumar

(i) Background details:

Mr. S. Abhaya Kumar is Managing Director. He is a chemical engineer and as such has been instrumental in honing the technical aspects of the Shasun offering. His leadership has ensured that our facilities and products meet the technical challenge of the global market place. His drive for technical excellence and quality manufacturing has taken Shasun to international heights. Well respected within the national bodies of the Indian Chemical Industry Abhaya has extensive experience of marketing in the USA and is a member of the Indo American Chamber of Commerce.

(ii) Past remuneration:

The total remuneration of Mr. S. Abhaya Kumar for the year ended March 31, 2014 was Rs.10.09 Mn. Comprising of salary and perquisites.

(iii) Recognition or awards :

Nil

(iv) Job profile and suitability :

Mr. S. Abhaya Kumar as Managing Director is responsible for overall management of the Company and day to day operations of the Company.

(v) Remuneration proposed :

The remuneration proposed is with the existing remuneration of Rs. 14.44 Mn. per annum inclusive of all benefits.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in pharmaceutical companies of comparable size in the pharmaceutical industry and has been considered by the Nomination & Remuneration Committee of the Company at the meeting held on February 5, 2015. The profile of Mr. S. Abhaya Kumar, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :

Mr. S. Abhaya Kumar is promoter director of the Company. Mr. S. Abhaya Kumar has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is brother of Dr. S. Devendra, Wholetime Director and Mr. S. Vimal Kumar, Wholetime Director of the Company.

(C) Mr. S. Vimal Kumar

(i) Background details:

Mr. S. Vimal Kumar, Whole Time Director is a graduate in Commerce from Loyola College in Chennai and a Fellow Member of the Institute of Chartered Accountants of India. He started his career with Shasun Chemicals and Drugs Limited and became Director Finance of the Company. As a Chartered Accountant, he heads the accounting and finance functions of the company.

(ii) Past remuneration:

The total remuneration of Mr. S. Vimal Kumar for the year ended March 31, 2014 was Rs.6.42 Mn. Comprising of salary and perquisites.

(iii) Recognition or awards :

Nil

(iv) Job profile and suitability :

Mr. S. Vimal Kumar being the Whole Time Director of the Company provides leadership, strategic vision and direction to the business operations of the Company.

(v) Remuneration proposed :

The remuneration proposed is with the existing remuneration of Rs. 9.60 Mn. per annum inclusive of all benefits.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in pharmaceutical companies of comparable size in the pharmaceutical industry and has been considered by the Nomination & Remuneration Committee of the Company at the meeting held on February 5, 2015. The profile of Mr. S. Vimal Kumar, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :

Mr. S. Vimal Kumar is promoter director of the Company. Mr. S. Vimal Kumar has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is brother of Mr. S. Abhaya Kumar, Managing Director and Dr. S. Devendra, Wholetime Director of the Company.

III. Other Information

i) Reasons of loss or inadequate profits

The Company has been consistently posting profits and the profit after tax of Rs. 352.52 Mn. on standalone basis and Rs. 302.11 Mn on consolidated basis for the year 2013-14. The remuneration proposed to Dr. S. Devendra, Wholetime Director; Mr. S. Abhaya Kumar, Managing Director and Mr. S. Vimal Kumar, Wholetime Director is within the prescribed limit under the Companies Act, 2013, when calculated w.r.t. the last audited balance sheet i.e. as of 31st March, 2014.

ii) Steps taken or proposed to be taken for improvement

The Company has initiated various measures towards achieving organisational and operating efficiencies and strengthening core competencies.

iii) Expected increase in productivity and profits in measurable terms

The key focus areas would be profit maximisation, conservation of cash, operational efficiencies, cost and working capital containment. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

IV. Disclosures

The information and disclosures of the remuneration package of the managerial personnel shall be mentioned in the Board of Director's report under the heading "Corporate Governance" attached to the financial statement for the year ended 31st March, 2015.

The Board recommends the resolutions for approval of the shareholders.

No other Promoters / Directors / Key Managerial Personnel and their relatives, other than Dr. S. Devendra, Mr. S. Abhaya Kumar and Mr. S. Vimal Kumar are concerned or interested in this resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES.

Name of Director	Dr. S. Devendra	
Category	Wholetime Director	
Date of birth	November 09, 1951	
Qualifications	M.B.B.S	
Specialized Expertise	Marketing Management	
No. of shares held in SPL	452,072	
Directorships in Companies		
Public Companies Shasun Pharmaceuticals Ltd. Shasun Biotech Ltd. Alivira Animal Health Ltd.	Private Companies Shasun Leasing & Finance Pvt. Ltd. Devendra Estates Pvt Ltd Shasun Life Sciences Private Limited	Foreign Companies Shasun Pharma Solutions Limited – UK
Committee positions held	Member: CSR Committee - Shasun Pharmaceuticals Limited	

Name of Director	S. Abhaya Kumar	
Category	Managing Director	
Date of birth	December 23, 1953	
Qualifications	B.Tech	
Specialized Expertise	General Management	
No. of shares held in SPL	1,452,750	
Directorships in Companies		
Public Companies Shasun Pharmaceuticals Ltd. Shasun Biotech Ltd. General Optics (Asia) Ltd. Alivira Animal Health Ltd.	Private Companies Shasun Life Sciences Pvt. Ltd. Devendra Estates Pvt Ltd Abusha Investments & Management Services Pvt Ltd. Sony Pictures Image Works (India) Pvt Ltd. Lifecell International Pvt Ltd. Quantum MedPro Solutions Pvt Ltd Tricell Therapeutics Pvt Ltd. Visionary RCM Infotech (India) Pvt Ltd Ameya Techpro Pvt. Ltd.	Foreign Companies Shasun Pharma Solutions Limited – UK Shasun USA, Inc.
Committee positions held	Member: Stakeholders Relationship Committee - Shasun Pharmaceuticals Limited	

Name of Director	S. Vimal Kumar	
Category	Wholetime Director	
Date of birth	June 26, 1956	
Qualifications	Chartered Accountant	
Specialized Expertise	Finance	
No. of shares held in SPL	23,32,084	
Directorships in Companies		
Public Companies Shasun Pharmaceuticals Ltd. Shasun Biotech Ltd.	Private Companies Shasun Leasing & Finance Pvt. Ltd. Shasun Life Sciences Private Limited Inca Hanmocks Manufacturing and Export Co (P) Limited	Foreign Companies Shasun Pharma Solutions Limited – UK SVADS Holding SA Shasun USA, Inc.



SHASUN PHARMACEUTICALS LIMITED

CIN: L24117TN1976PLC007122

Regd. Office: "Batra" Centre, 28 Sardar Patel Road, Guindy, Chennai 600 032

Tel. No. 044-43446700 Fax No. 044-23350278 www.shasun.com

POSTAL BALLOT FORM

(Please read the instructions before filling this form)

1. Name(s) of Shareholder(s) / Beneficial Holder(s) :
Including joint-holders, if any (in block letters)

2. Registered Address of the Sole /
First named Shareholder :

3. Folio No. /DP ID No. /Client ID No.* :
(Applicable to investors holding shares in demat form)

4. No. of shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 5, 2015 by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick mark (✓) at the appropriate box below:

Item No.	Brief Description	Number of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for donation of 27,360 sq. ft. of land owned by the Company situated at Kalapet Village in Pondicherry to M/s. Sundarbai Shankarlal Charitable Trust as an Ordinary Resolution			
2	Approval for Sale of investment of 74,00,000 equity shares of Rs.10 each held by the Company in M/s. Alivira Animal Health Ltd. to the other shareholders of M/s. Alivira Animal Health Ltd. for a consideration not less than Rs.75 crores as a Special Resolution			
3	Approval for reappointment of Dr. S. Devendra as Wholetime Director for a period of one year with effect from 01.08.2015 to 31.07.2016 as a Special Resolution			
4	Approval for reappointment of Mr. S. Abhaya Kumar as Managing Director for a period of one year with effect from 01.08.2015 to 31.07.2016 as a Special Resolution			
5	Approval for reappointment of Mr. S. Vimal Kumar as Wholetime Director for a period of one year with effect from 01.08.2015 to 31.07.2016 as a Special Resolution			

Date:

Place:

(Signature of the Shareholder)

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Last date for receipt of postal ballot form by the Scrutinizer: March 19, 2015

INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it in the attached self addressed postage pre-paid envelope.
2. Envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The Self-addressed envelope bears the address of the Scrutinizer, Mrs. Lakshmmi Subramanian, Practicing Company Secretary, who was appointed by the Board of Directors of the Company in their Meeting held on February 5, 2015.
4. The Postal Ballot form should be completed and signed by the Shareholder, in case of Joint holding, this form should be completed and signed (as per the Specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot form will be rejected.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
6. There will be one postal ballot form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
7. You may request carefully read the instructions printed in the Postal ballot form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutiniser on or before the close of working hours between 9.00 a.m. and 6.00 p.m. on March 19, 2015.
8. Postal Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. Where the postal ballot form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form.
11. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filed in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. January 30, 2015.
13. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop would be destroyed by the Scrutinizer.

E-Voting: Process of e-voting:

14. The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical postal ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical postal ballot form. In case a member votes through E-Voting facility as well as sends his vote through physical vote, the vote cast through physical postal ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the postal ballot notice and notes thereto, for detailed instructions with respect to electronic voting.
 15. Shareholders are requested to register their e-mail id with Registrar and Transfer Agent (R&TA) Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai, 600 017, Tamil Nadu, India.
 16. E-voting will commence on Wednesday, February 18, 2015 at 9.00 a.m. and will end on Thursday, March 19, 2015 at 6.00 p.m.
 17. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
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