

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE QIP COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY ON DECEMBER 17, 2015

RESOLVED that the proposed issue of equity shares of face value of Rs. 10/- each of Strides Shasun Limited (the "Company") (the "Equity Shares"), through a qualified institutions placement in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Issue"), be and is hereby opened.

RESOLVED FURTHER that the Relevant Date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e., December 17, 2015.

RESOLVED FURTHER that the floor price of Rs. 1,344.78/- for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 of the SEBI Regulations or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record.

RESOLVED FURTHER that pursuant to Regulation 85 of the SEBI Regulations the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue.

RESOLVED FURTHER that the Issue be and is hereby opened today, i.e., December 17, 2015 for receiving bids in connection with the Equity Shares offered in the Issue and that the QIP committee shall decide the bid closing date in connection with the Issue, pursuant to Chapter VIII of the SEBI Regulations.

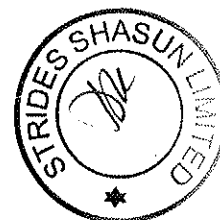
RESOLVED FURTHER that the Preliminary Placement Document, the Placement Agreement dated December 17, 2015 between the Company and the Lead Managers and the Escrow Agreement dated December 17, 2015 between the Company, the Lead Managers and the Escrow Agent, a copy of each of which was circulated to the QIP committee, be and are hereby approved for filing with the BSE Limited, the Registrar of Companies, SEBI and any other regulatory authority, as may be required.

RESOLVED FURTHER that the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, be affixed in the presence of any one of the directors of the Company and Mr. Badree Komandur, CFO & Company Secretary or Mr. Ramesh RJ, Senior Vice President – Corporate Treasury in accordance with the articles of the association of the Company.

RESOLVED FURTHER that a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to or filed with the concerned authorities, as may be required.

RESOLVED FURTHER that Mr. Arun Kumar - Managing Director, Mr. Abhaya Kumar – Executive Director and Mr. Badree Komandur, CFO & Company Secretary be and are hereby severally authorized to make any changes to the Preliminary Placement Document and the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable.

RESOLVED FURTHER that Mr. Arun Kumar - Managing Director, Mr. Abhaya Kumar – Executive Director and Mr. Badree Komandur, CFO & Company Secretary be and are hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Company and all other



documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Lead Managers engaged for the Issue.

RESOLVED FURTHER that Mr. Arun Kumar - Managing Director, Mr. Abhaya Kumar – Executive Director and Mr. Badree Komandur, CFO & Company Secretary be and are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors, receive application forms, and take such actions or give such directions as may be necessary or desirable.

RESOLVED FURTHER that Mr. Arun Kumar - Managing Director, Mr. Abhaya Kumar – Executive Director and Mr. Badree Komandur, CFO & Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited, National Stock Exchange of India Limited, the SEBI or any other governmental or regulatory authority in connection with the Issue.

**Certified True Copy
For Strides Shasun Limited**



**Badree Komandur
CFO & Company Secretary**

