Sequent
Proven Ability In Life Sciences

November 24, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip code: 512529

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Scrip code: SEQUENT

Dear Sir/ Madam,

Sub: National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders of the Company to be held on Tuesday, December 26, 2017 as Directed by Mumbai Bench of NCLT vide its Order dated November 17, 2017

In continuation to the intimation send on the captioned subject earlier in the day, kindly find enclosed herewith a revised copy of the Notice along with the Explanatory Statement and annexures in respect of the meeting of Equity Shareholders of the Company.

Kindly note that there is a rectification in point (f) on page 15 of the attached file, the same be read, "As on November 17, 2017, Strides has 2,325 (Two Thousand Three Hundred and Twenty Five only) unsecured creditors and amount due to such unsecured creditors is INR 2,523,718,622 (Rupees Two Fifty Two Crores Thirty Seven Lakhs Eighteen Thousand Six Hundred and Twenty Two only)."

The rest of the content of the aforementioned Notice remains unchanged.

The revised Notice shall also be available on the website of the Company at www.sequent.in.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For Sequent Scientific Limited

Krupesh Mehta
Company Secretary

Encl: A/a

Sequent
Proven Ability In Life Sciences

SEQUENT SCIENTIFIC LIMITED

Registered Office	:	301, 3rd Floor, Dosti Pinnacle, Plot No.E7 Road No.22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra
Tel No	:	022 4114 4777
CIN	:	L99999MH1985PLC036685
Website	:	www.sequent.in
Email	:	investors@sequent.in

TRIBUNAL CONVENED MEETING
OF
THE EQUITY SHAREHOLDERS

Day	:	Tuesday
Date	:	December 26, 2017
Time	:	12:00 noon
Venue	:	Hotel Satkar Grande, Wifi Park, Opp. Aplab Industries, Wagle Estate, Thane (West) - 400604

POSTAL BALLOT AND E-VOTING:

Commencing on	:	Sunday, November 26, 2017 at 9.00 a.m. IST
Ending on	:	Monday, December 25, 2017 at 5.00 p.m. IST

Sl. No.	Contents	Page No.
1.	Notice of Tribunal Convened Meeting of the equity shareholders of SeQuent Scientific Limited convened as per the directions of the Mumbai Bench of the National Company Law Tribunal.	**3**
2.	Explanatory Statement under Section 230(3) of the Companies Act, 2013, read with Section 102 of the Companies Act, 2013 and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	**8**
3.	Composite Scheme of Arrangement between SeQuent Scientific Limited, Strides Shasun Limited and Solara Active Pharma Sciences Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, enclosed as **Annexure 1**.	**33**
4.	Joint Valuation Reports issued by S.R. Batliboi & Co. LLP, Chartered Accountants (appointed by Strides Shasun Limited) and Price Waterhouse & Co., LLP, Chartered Accountants (appointed by SeQuent Scientific Limited), letters dated April 25, 2017 and June 20, 2017 issued by Price Waterhouse & Co LLP, Chartered Accountants, enclosed as **Annexure 2**.	**60**
5.	Fairness Opinion issued by Keynote Corporate Services Limited dated March 20, 2017, enclosed as **Annexure 3.**	**75**
6.	Observation Letter dated August 8, 2017 issued by BSE Limited to SeQuent Scientific Limited, enclosed as **Annexure 4**.	**79**
7.	Observation Letter dated August 8, 2017 issued by National Stock Exchange of India Limited to SeQuent Scientific Limited, enclosed as **Annexure 5**.	**81**
8.	Complaints Report dated July 13, 2017 submitted to BSE Limited and Complaints Report dated July 25, 2017 submitted to National Stock Exchange of India Limited by SeQuent Scientific Limited, enclosed as **Annexure 6**.	**84**
9.	Report adopted by the Board of Directors of SeQuent Scientific Limited pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 7**.	**88**
10.	Report adopted by the Board of Directors of Strides Shasun Limited pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 8**.	**90**

Sl. No.	Contents	Page No.
11.	Report adopted by the Board of Directors of Solara Active Pharma Sciences Limited pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 9**.	**92**
12.	Pre-Scheme and post-Scheme shareholding pattern of SeQuent Scientific Limited, Strides Shasun Limited and Solara Active Pharma Sciences Limited, enclosed as **Annexure 10**.	**94**
13.	Abridged Prospectus for Solara Active Pharma Sciences Limited, enclosed as **Annexure 11**.	**99**
14.	Supplementary unaudited accounting statement of SeQuent Scientific Limited for the period ending September 30, 2017, enclosed as **Annexure 12**.	**111**
15.	Supplementary unaudited accounting statement of Strides Shasun Limited for the period ending September 30, 2017, enclosed as **Annexure 13**.	**123**
16.	Supplementary unaudited accounting statement of Solara Active Pharma Sciences Limited for the period ending September 30, 2017, enclosed as **Annexure 14**.	**142**
17.	Form of Proxy	**149**
18.	Attendance Slip	**151**
19.	Route Map	**152**
20.	Postal Ballot Form (in loose leaf form)	-

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. 878 OF 2017

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013;

And

In the matter of SeQuent Scientific Limited;

And

In the matter of the Composite Scheme of Arrangement between Strides Shasun Limited (**"Demerged Company 1"**) and Sequent Scientific Limited (**"Demerged Company 2"**) and Solara Active Pharma Sciences Limited (**"Resulting Company"**).

SeQuent Scientific Limited [CIN: L99999MH1985PLC036685], a company incorporated under the Companies Act, 1956, having its registered office at 301, 3rd Floor, Dosti Pinnacle, Plot No. E7 Road No. 22, Wagle Industrial Estate, Thane West – 400604, Maharashtra.	)	…Applicant Company/ Demerged Company 2

NOTICE CONVENING THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF SEQUENT SCIENTIFIC LIMITED

Notice is hereby given that by an order dated November 17, 2017 (the "**Order**"), the Mumbai Bench of the National Company Law Tribunal ("**NCLT**") has directed a meeting to be held of equity shareholders of SeQuent Scientific Limited ("**Applicant Company**" or "**SeQuent**") for the purpose of considering, and if thought fit, approving with or without modification, the arrangement proposed to be made between the Applicant Company, Strides Shasun Limited ("**Strides**"), Solara Active Pharma Sciences Limited ("**Solara**") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Act**") (the "**Scheme**" or "**Scheme of Arrangement**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Applicant Company will be held at Hotel Satkar Grande, Wifi Park, Opp. Aplab Industries, Wagle Estate, Thane West - 400604 on Tuesday, December 26, 2017, at 12:00 noon ("**Tribunal Convened Meeting**" or "**Meeting**"), at which place, date and time, the equity shareholders are requested to attend.

Copies of the said Scheme and of the Explanatory Statement under Section 230 of the Act can be obtained free of charge at the Registered Office of the Applicant Company and/or at the office of its advocates, Cyril Amarchand Mangaldas, Advocates & Solicitors, 5th Floor, peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel – 400013. Persons entitled to attend and vote at the Tribunal Convened Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company at 301, 3rd Floor, Dosti Pinnacle, Plot No. E7 Road No. 22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra not later than 48 hours before the aforesaid Tribunal Convened Meeting.

Forms of proxy can be obtained from the Registered Office of the Applicant Company and/or at the office of its advocates, Cyril Amarchand Mangaldas, Advocates & Solicitors, 5th Floor, peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel – 400013.

The NCLT has appointed Dr. Gopakumar G. Nair, an Independent Director of the Applicant Company and in his absence, Mr. Manish Gupta, Managing Director and Chief Executive Officer of the Applicant Company and in his absence Mr. Sharat Narasapur, Joint Managing Director as the alternate Chairperson(s) of the said Tribunal Convened Meeting. The above mentioned Scheme of Arrangement, if approved at the Tribunal Convened Meeting, will be subject to the subsequent approval of the NCLT.

TAKE NOTICE that the following resolutions are proposed under Section 230(3) of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification, the following resolution:

"RESOLVED THAT *pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) or Companies Act, 1956, as applicable, the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India read with the observation letters issued by BSE Limited and by National Stock Exchange of India Limited dated August 8, 2017, Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of SeQuent Scientific Limited, and subject to the approval of the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions*

of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of SeQuent Scientific Limited (hereinafter referred to as the ***"Board"****, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the composite scheme of arrangement between SeQuent Scientific Limited, a public listed company having its registered office at 301, 3rd Floor, Dosti Pinnacle, Plot No. E7 Road No. 22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra, Strides Shasun Limited, a public listed company, having its registered office at 201, 'Devavrata', Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra, Solara Active Pharma Sciences Limited, a public limited company having its registered office at 201, 'Devavrata', Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra and their respective shareholders and creditors (****"Scheme"****) placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any governmental authority.*

"RESOLVED FURTHER THAT *for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the Competition Commission of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to SeQuent Scientific Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."*

A copy of the Explanatory Statement under Section 230(3) of the Act, read with Section 102 of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Merger Rules"**) along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip, Postal Ballot Form and E-voting Form are enclosed herewith.

Further, please note that in compliance with the Order and provisions of Section 230(4) read with Section 110 of the Companies Act, 2013 read with Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 9 of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (**"SEBI Scheme Circular"**), the Applicant Company has provided the facility of voting by postal ballot as well as remote e-voting so as to enable the equity shareholders to consider and if thought fit, approve the Scheme.

Accordingly, the Applicant Company shall be providing its shareholders the option to vote on the Scheme by way of: (i) postal ballot; (ii) remote e-voting; or (iii) poll at the venue of the Meeting to be held on December 26, 2017.

Date : November 21, 2017

Sd/-

Dr. Gopakumar G. Nair
Chairperson appointed for the Meeting

Registered Office:
SeQuent Scientific Limited
301, 3rd Floor, Dosti Pinnacle, Plot No. E7,
Road No. 22, Wagle Industrial Estate,
Thane West - 400 604, Maharashtra

Notes:

1. Only registered equity shareholders of the Applicant Company may attend and vote (either in person or by proxy) at the Meeting. An equity shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy(ies) to attend and vote instead of himself/herself and such proxies need not be an equity shareholder of the Applicant Company.
2. Proxies, to be effective shall be in the prescribed form, duly filed, stamped, signed and deposited by the person entitled to attend and vote at the said Meeting, or by his authorised representative, not less than 48 hours before the commencement of the Meeting at the Registered Office of the Applicant Company. The form of proxy can be obtained free of charge at the registered office of the Applicant Company and/or at the office of its advocates, Cyril Amarchand Mangaldas, Advocates & Solicitors, 5th Floor, peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel – 400013.
3. Pursuant to the provisions of Act and the rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and

holding in the aggregate not more than ten percent of the total share capital of the Applicant Company carrying voting rights. An equity shareholder holding more than ten per cent, of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.

4. All alterations made in the form of proxy should be initialled.
5. A minor cannot be appointed as a proxy.
6. The proxy of a member who is blind or incapable of writing will be accepted if such member has attached his/ her signature or mark thereto in presence of a witness who has signed the proxy form and added his/ her description and address: provided that all insertions have been made by the witness at the request and in the presence of the member before the witness attached his/ her signature or mark.
7. The proxy of a member who does not know English maybe accepted if it is executed in the manner prescribed in note 6, and the witness certifies that it was explained to the member in the language known to him/her, and gives the member's name in English below the signature.
8. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with their respective Depositories or with the Applicant Company for admission to the meeting hall.
9. In case of joint holders attending the Tribunal Convened Meeting, only such joint holder whose name appears at the top in the hierarchy of names, in the register of members of the Applicant Company in respect of such joint holding, shall be entitled to vote.
10. The authorized representative of a body corporate which is an equity shareholder of the Applicant Company may attend and vote at the said meeting provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the said meeting is deposited at the registered office of the Applicant Company at least 48 (forty eight) hours before the time fixed for the meeting. Further, the authorized representative and any persons voting by proxy are requested to carry a copy of valid proof of identity at the meeting.
11. The quorum of the meeting of the equity shareholders of the Applicant Company shall be 30 (Thirty) equity shareholders of the Applicant Company, present in person.
12. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders by permitted mode whose names appear in the register of members as on Friday, November 10, 2017 and a person who is not an equity shareholder on such date should treat the notice for information purposes only. The voting rights of an equity shareholder shall be in proportion to such equity shareholder's equity shareholding as on Friday, November 10, 2017.
13. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Applicant Company's Registered Office between 10:00 a.m. to 1:00 p.m. on the working days till the date of the Meeting.
14. 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, and in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to the members to exercise their vote electronically through the electronic voting service facility provided by National Securities Depository Limited (**"NSDL"**).

    Equity shareholders desiring to exercise their vote by using the e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
15. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Shareholders voting through postal ballot form are requested to carefully read the instructions printed in the attached postal ballot form. Shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant Company's website (www.sequent.in) or seek duplicate postal ballot form from the Applicant Company or NSDL. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer on or before Monday, December 25, 2017. Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
16. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint members.
17. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Applicant Company). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney (**"PoA"**) on behalf of a shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorisation giving the requisite authority to the person voting on the postal ballot form.
18. The remote e-voting period and postal ballot period commences on Sunday, November 26, 2017, (at 9.00 a.m. IST) and ends on Monday, December 25, 2017 (at 5.00 p.m. IST). During this period, members of the Applicant Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, November 10, 2017, may cast their vote by remote e-voting or postal ballot. The remote e-voting module shall be disabled by NSDL for voting on Monday, December 25, 2017 at 5.00 p.m. IST. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.
19. The members attending the Meeting who have not already cast their vote by remote e-voting or postal ballot shall be able to exercise their vote at the Meeting. Members who have cast their vote through remote e-voting or postal ballot prior to the Meeting

may attend the Meeting but shall not cast their votes again. However, in case Members cast their vote both via remote e-voting or postal ballot and voting at the Meeting, then voting through remote e-voting or postal ballot shall prevail and voting done at the Meeting shall be treated as invalid. In case Members have cast their vote by both e-voting and postal ballot, then voting through e-voting shall prevail.

20. The Notice convening the aforesaid Tribunal Convened Meeting will be published through advertisement in Free Press Journal (Mumbai Edition) and Marathi translation thereof in Navshakti (Mumbai Edition) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement required to be furnished pursuant to Sections 230 to 232 of the Act and the form of proxy shall be provided free of charge at the Registered Office of the Applicant Company.

21. The Tribunal vide its order dated November 17, 2017 has appointed M/s. Nilesh Shah & Associates, Practicing Company Secretaries represented by Mr. Nilesh Shah (Membership No. FCS: 4554; CP: 2631) in his absense Ms. Hetal Shah (Membership No. FCS: 8063; CP: 8964) in her absence Mr. Mahesh Darji (Membership No. FCS: 7175; CP: 7809), as the scrutinizer for the Meeting.

    The scrutinizer will submit his/ her consolidated report to the Chairperson of the Meeting after scrutinizing the voting made by members, including Public Shareholders, of the Applicant Company through postal ballots, remote e-voting and poll. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contract (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.

22. The results, together with scrutinizer's report, will be announced on or before December 28, 2017 and will be placed on the website of the Company at www.sequent.in and on NSDL's website at www.evoting.nsdl.com besides being communicated to the BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**, and together with BSE, **"Stock Exchanges"**) where the shares of the Applicant Company are listed.

Voting through Electronic Means

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you

on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT UNDER SECTIONS 230(3) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to an order dated November 17, 2017, passed by the Mumbai Bench of the National Company Law Tribunal (**"NCLT"**) in the above mentioned Company Scheme Application No. 878 of 2017 (**"Order"**), a meeting of the equity shareholders of SeQuent Scientific Limited (the **"Applicant/ Demerged Company 2/ SeQuent"**) is being convened at Hotel Satkar Grande, Wifi Park, Opp. Aplab Industries, Wagle Estate, Thane West - 400604, on Tuesday, December 26, 2017 at 12.00 noon (**"Tribunal Convened Meeting"** or **"Meeting"**) for the purpose of considering, and if thought fit, approving, with or without modification, the composite scheme of arrangement between the Applicant Company, Strides Shasun Limited (**"Strides/ Demerged Company 1"**), Solara Active Pharma Sciences Limited (**"Solara/ Resulting Company"**) and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (**"Act"**), and any other applicable provisions of the Act or Companies Act, 1956, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the **"Scheme"** or **"Scheme of Arrangement"**). A copy of the Scheme which has been, *inter alia*, approved by the Audit Committee and the Board of Directors of the Applicant Company at their respective meetings held on March 20, 2017 is enclosed as **Annexure 1**.

2. The Scheme *inter alia* provides for the following: (i) transfer by way of demerger of the commodity active pharmaceutical ingredients business of Strides (**"Commodity API Business"** or **"Demerged Undertaking 1"**) to Solara in consideration for issuance of equity shares by Solara to the shareholders of Strides; (ii) transfer by way of demerger of human active pharmaceutical ingredients business of the Applicant Company (**"Human API Business"** or **"Demerged Undertaking 2"**) to Solara in consideration for issuance of shares by Solara to the shareholders of the Applicant Company; (iii) the reduction of capital held by Strides in Solara; (iv) the reduction of the securities premium account of Strides and the Applicant Company respectively to the extent as required under Clause 8.3 and 19.3 of the Scheme respectively and various other matters consequential or otherwise integrally connected therewith, pursuant to the provisions of Sections 230 to 232 of the Act, and any other applicable provisions of the Act or Companies Act, 1956, as applicable (including any statutory modification(s) or re-enactment thereof), for the time being in force.

3. The proposed Scheme was placed before the Audit Committee of the Applicant Company at its meeting held on March 20, 2017. On the basis of its evaluation and independent judgment and consideration of the joint valuation report submitted by S. R. Batliboi & Co. LLP, Chartered Accountants and Price Waterhouse & Co., LLP, Chartered Accountants (together with the letters dated April 25, 2017 and June 20, 2017 issued by Price Waterhouse & Co., LLP, the **"Valuation Reports"**) and the fairness opinion dated March 20, 2017 issued by Keynote Corporate Services Limited, a SEBI Registered Merchant Banker, the Audit Committee approved and recommended the Scheme to the Board of Directors of the Applicant Company.

4. The Board of Directors of the Applicant Company, at their meeting dated March 20, 2017, took into account the Valuation Reports and the independent recommendations of the Audit Committee and on the basis of their independent judgment, approved the Scheme.

5. In terms of the said Order, the quorum for the Tribunal Convened Meeting shall be 30 Members personally present. The NCLT, has appointed Dr. Gopakumar G. Nair, an Independent Director of the Applicant Company and in his absence, Mr. Manish Gupta, Managing Director and Chief Executive Officer of the Applicant Company and in his absence Mr. Sharat Narasapur, Joint Managing Director of the Applicant Company to be the Chairperson of the Tribunal Convened Meeting.

6. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members or class of members, as the case may be, of the Applicant Company, voting in person or by proxy or by remote e-voting or by way of postal ballot. Further, in accordance with the SEBI Scheme Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it. For this purpose, the term **"Public"** shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly. In terms of SEBI Scheme Circular the Applicant Company has provided the facility of voting by e-voting to its Public Shareholders.

7. The Applicant Company has filed the Scheme with the Registrar of Companies, Maharashtra in Form No. GNL-1.

8. **Details as per Rule 6(3) of the Merger Rules**

   (i) Details of the order of the NCLT directing the calling, convening and conducting of the Meeting:

   Please refer to paragraph no. 1 of this Explanatory Statement for date of the Order and the date, time and venue of the Tribunal Convened Meeting.

   (ii) Details of the Applicant Company, Strides and Solara

S. No.	Particulars	SeQuent Scientific Limited	Strides Shasun Limited	Solara Active Pharma Sciences Limited
1.	Corporate Identification Number	L99999MH1985PLC036685	L24230MH1990PLC057062	U24230MH2017PLC291636
2.	Permanent Account Number	AAACV1501G	AADCS8104P	AAYCS2093N
3.	Date of Incorporation	June 28, 1985	June 28, 1990	February 23, 2017
4.	Type of company	Public limited company	Public limited company	Public limited company

S. No.	Particulars	SeQuent Scientific Limited	Strides Shasun Limited	Solara Active Pharma Sciences Limited
5.	Registered office address and e-mail address	301, 3rd Floor, Dosti Pinnacle, Plot No.E7 Road No.22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra investors@sequent.in	201, 'Devavrata', Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra investors@stridesshasun.com	201, 'Devavrata', Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra investors@stridesshasun.com
6.	Name of the stock exchange(s) where securities of company(ies) are listed	BSE Limited and National Stock Exchange of India Limited	BSE Limited and National Stock Exchange of India Limited	Not listed on any stock exchange

(iii) Other Particulars of the Applicant Company as per Rule 6(3) of the Merger Rules

(a) Summary of the main objects as per the memorandum of association and main business carried on by the Applicant Company

The Applicant Company is an integrated pharmaceutical company with a global footprint, operating in the domains of animal health active pharmaceuticals ingredients and formulation, human active pharmaceuticals ingredients, and analytical services. The objects, inter alia, along with serial numbers as stated in the Memorandum of Association, are set out hereunder:

III A. "(1) To carry on the business of manufacturers, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of all or any kinds of drugs, medicines, chemicals, formulation, preparation of Ectoparacltlcide, pesticides, fungicides, weedicides, medical plants and all types of plantations, mixtures, powder, tablets, capsules, injections, oil compounds, creams, scents, glycerine, detergent, glue, gelatin, scaps, lotions, toilet goods, pigments and all kinds of pharmaceuticals, cosmetic and medicinal preparation required or used for beauty aid, personal hygiene or in allopathic, ayurvedic, homeopath, unani or nature cure methods or system of treatments, bandages, cotton, gauzes, crutches, stretchers and all kinds of anatomical, orthopaedic and surgical appliances and stores including prophylactics.

(1A) To carry on the business as programmer, developers, consultants, and developers, advisors on information / internet system and purveyors of information services, remote processing services, software development and marketing, telecommunications support, systems and network integration and implementation and internet services and to promote encourage, establish develop, maintain, organize undertake, manage, operate, conduct and to run in India or abroad internet / computer training centres, data processing centres, call centres and provide computer consultancy, software consultancy, hardware consultancy and other activities through internet, provide the solution and to set up web site and carry on e-commerce activities like manufacturing, trading, selling, marketing of various products and all sorts of services through internet for industrial, commercial, domestic, medical, pharmaceuticals, healthcare, public utility and other general customers for various sections of society."

(b) Details of change of name, registered office and objects of the Applicant Company during the last five years

Change of Name: NIL

Change of Registered Office: The Applicant Company changed its registered office from 116, Vardhaman Indl.Complex, L.B.S.Marg, Thane West, Maharashtra, 400601 to 301, 3rd Floor, Dosti Pinnacle, Plot No.E7, Road No.22, Wagle Industrial Estate, Thane West – 400 604 on November 7, 2012.

Change of objects: NIL

(c) Details of the capital structure of the Applicant Company including authorised, issued, subscribed and paid up share capital

The share capital structure of the Applicant Company as on September 30, 2017 is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
250,000,000 equity shares of ₹ 2 each	500,000,000
TOTAL	**500,000,000**
Issued, subscribed and paid-up Share Capital	
243,736,195 equity shares of ₹ 2 each, fully paid up*	487,472,390
TOTAL	**487,472,390**

*Sequent has 25,72,000 outstanding employee stock options under the Existing Stock Option Scheme – Sequent, the exercise of which may result in an increase of upto 11,26,800 equity shares in the issued and paid-up share capital of Sequent.

Post Scheme Capital Structure:

No shares of the Applicant Company are being issued, transferred or cancelled pursuant to the Scheme. Therefore, there is no change in the capital structure pursuant to effectiveness of the Scheme.

(d) Details of the Promoters and Directors along with their addresses:

The details of the promoters of the Applicant Company as on September 30, 2017 are as set forth below:

S. No	Name of the Promoter	Address
Promoters		
1.	Arun Kumar Pillai	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
2.	K R Ravishankar	No.1, Serenity Park, Sarjapur Road, Kaikondranahalli Village, Carmelram Post, Bangalore - 560 035
Promoter Group		
3.	Aditya Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
4.	Deepa Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
5.	Hemalatha Pillai	'Karuna', Kalkere, Opp. Union Bank Staff College, BG Road, Bangalore – 560 083
6.	Krishna Kumar Nair	B-2501, Palm Beach Residency, Amey CHS, Palm Beach Road, Sector 4, Nerul, Navi Mumbai – 400 706
7.	Padmakumar Karunakaran Pillai	D 1002, Tower 1, Adarsh Palm Retreat, Outer Ring Road, Devarabeesana Halli, Bangalore – 560 103
8.	Rajitha Gopalakrishnan	7 B, Dover Court, Sree Kandath Road, Ravipuram, Cochin – 682 016
9.	Sajitha Pillai	'Karuna', Surabhi Road , Pulamon.P.O, Kottarakkara, Kerala – 691 531
10.	Tarini Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
11.	Vineetha Mohanakumar Pillai	No 813 , Sobha Dew Flower , Sarakki, Main Road, 1st Phase, J P Nagar, Bangalore – 560078
12.	Yalavarthy Usha Rani	No.1, Serenity Park, Sarjapur Road, Kaikondranahalli Village, Carmelram Post, Bangalore - 560 035
13.	Agnus Capital LLP	No. 1. Serenity Park, Sarjapur Road, Kaikondranalli Village, Carmelram P.O., Bangalore – 560 035
14.	Agnus Holdings Pvt Ltd	301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, Road No. 22, Wagle Indl. Estate, Thane (W) – 400 604
15.	Chayadeep Properties Private Ltd	301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, road No. 22, Wagle Indl. Estate, Thane (W) – 400 604
16.	Chayadeep Ventures LLP	No 1. Serenity Park, Sarjapur Road, Kaikondranahalli Villag E, Carmelram Post Bangalore – 560 035
17.	Devicam Captial LLP	Star 2, Opp. IIMB, Bilekahalli, Bannerghatta Road, Bangalore – 560 076
18.	Pronomz Ventures LLP	Star 2, Opp. IIMB, Bilekahalli, Bannerghatta Road, Bangalore – 560 076

The Applicant Company has 7 (seven) directors as on September 30, 2017, mentioned as under. The details of such directors are set forth below:

S. No.	Name of Director	Designation	Address
1.	Gopakumar Gopalan Nair (DIN: 00092637)	Chairman & Independent Director	C-002/003,Gokul Plaza, Thakur Complex, Kandivali (East) Mumbai - 400 101
2.	Narendra Mairpady (DIN: 00536905)	Independent Director	Door No. 8-125/16,Sumati Sadan, Dattanagar,Padavu Mangalore - 575 006
3.	Kausalya Santhanam (DIN: 06999168)	Independent Director	#128/129, Phase-1 Royal Enclave, Srirampura, Bangalore - 560 064
4.	EC Rajakumar Konduru (DIN: 00044539)	Non-Executive Director	No 96/A, 7th Cross, 2nd Main, 1st Block R M V 2nd Stage Bangalore - 560 094
5.	Shankarlal Srisrimal Devendrakumar (DIN: 00050440)	Non-Executive Director	No.2, Jagadeswaran Street T. Nagar Chennai -600 017

S. No.	Name of Director	Designation	Address
6.	Manish Gupta (DIN: 06805265)	Managing Director and Chief Executive Officer	401, Nirman Palace - E, Pump House Andheri (East) Mumbai - 400 093
7.	Sharat Pandu Rang Narasapur (DIN: 02808651)	Joint Managing Director	8-7-193/47, Dwarakamai Pv Enclave Wesley Teachers Colony, Old Bowenpally Hyderabad - 500 011

(e) ***The date of the board meeting of the Applicant Company at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:***

Details of the Directors who voted on the resolution passed on March 20, 2017 are as follows:

Sr. No.	Names of the Directors as on March 20, 2017	Voted in favor/ against/ abstain
1.	Gopakumar Gopalan Nair	Favour
2.	Narendra Mairpady	Favour
3.	Kausalya Santhanam	Favour
4.	EC Rajakumar Konduru	Leave of Absence
5.	Shankarlal Srisrimal Devendrakumar	Favour
6.	Manish Gupta	Favour
7.	Sharat Pandu Rang Narasapur	Favour

(f) As on November 17, 2017, the Applicant Company has 486 (Four Hundred and Eighty Six) unsecured creditors and amount due to such unsecured creditors is ₹ 988,164,295 (Rupees Ninety Eight Crores Eighty One Lakhs Sixty Four Thousand Two Hundred and Ninety Five only).

(g) None of the Directors, the Key Managerial Personnel (as defined under the Act and rules formed thereunder) of SeQuent (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Applicant Company, Strides and Solara. The effect of the Scheme on the material interests of the directors and Key Managerial Personnel and their respective relatives, is not any different from the effect on other shareholders of the Applicant Company. The details of the shareholding of directors and Key Managerial Personnel and their relatives as on September 30, 2017 is as follows:

S. No	Name	No. of Shares held in Strides	No. of shares held in the Applicant Company	No. of shares held in Solara
1.	Gopakumar Gopalan Nair	Nil	116,740 (0.0479%)	Nil
2.	Narendra Mairpady	Nil	Nil	Nil
3.	Kausalya Santhanam	Nil	Nil	Nil
4.	EC Rajakumar Konduru	Nil	Nil	Nil
5.	Shankarlal Srisrimal Devendrakumar and his relatives	3,243,133 (3.6239%)	Nil	Nil
6.	Manish Gupta	120 (0.0001%)	130,000 (0.5333%)	Nil
7.	Sharat Pandu Rang Narasapur	Nil	70,000 (0.0287%)	Nil
8.	Tushar Mistry	Nil	Nil	Nil
9.	Krupesh Mehta	Nil	50 (0.0000%)	Nil

(h) ***Disclosure about the effect of the Scheme on the following persons:***

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	The Applicant Company only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of the Applicant Company in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Applicant Company, holding fully paid up equity shares in the Applicant Company and whose names appear in the register of members of the Applicant Company on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: *"1 (one) fully paid up equity share of INR 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty Five) fully paid up equity shares of INR 2 (Rupees two only) each held in the Applicant Company."* (the **"Share Entitlement Ratio 2"**) The shares allotted to shareholders of the Applicant Company shall rank *pari passu* in all respects with the then existing equity shares of Solara. The Scheme is expected to have several benefits for the Applicant Company, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of the Applicant Company.
2.	Promoters	Like all the shareholders of the Applicant Company, the promoters of the Applicant Company shall be allotted shares of Solara in accordance with the Share Entitlement Ratio 2 set out in the Scheme. Please refer to point (1) above for details regarding effect on the shareholders.
3.	Non-Promoter Shareholders	Please refer to point (1) above for details regarding effect on the shareholders.
4.	Key Managerial Personnel	The key managerial personnel of the Applicant Company (**"KMPs"**) shall continue as key managerial personnel of the Applicant Company after effectiveness of the Scheme. Such KMPs who are shareholders of the Applicant Company will be allotted shares of Solara, like the other shareholders of the Applicant Company. Please refer to point (i) above for details regarding effect on the shareholders. Other than such allotment of shares, the KMPs are not affected pursuant to the Scheme.
5.	Employees	On the Scheme becoming effective, all permanent employees of the Applicant Company engaged in the Demerged Undertaking 2 in service on the Effective Date (**"Sequent Transferred Employees"**) shall be deemed to have become employees of Solara with effect from the Appointed Date *(as defined in the Scheme)* or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Solara shall not be less favorable than those applicable to them with reference to their employment in the Applicant Company on the Effective Date. Further, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of the Applicant Company (including Sequent Transferred Employees), such proportion of the investments made in the funds and liabilities which are referable to the Sequent Transferred Employees shall be transferred to the similar funds created by Solara, or at the sole discretion of Solara, maintained as separate funds by Solara.
6.	Creditors	The Scheme is expected to be in the best interest of the Applicant Company's creditors.
7.	Depositors	Not Applicable. The Applicant Company does not have any Depositors.
8.	Debenture holders	Not Applicable. The Applicant Company does not have any Debenture Holders.
9.	Debenture trustee and Deposit Trustee	Not Applicable

(i) ***Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, (KMP), debenture trustee and other stakeholders:***

Please refer to point no. (h) above for the effect of the Scheme on material interests of directors, key managerial personnel (KMP), debenture trustee and other stakeholders.

(iv) Other Particulars of Strides as per Rule 6(3) of the Merger Rules.

(a) ***Summary of the main objects as per the memorandum of association and main business carried on by Strides***

Strides is a vertically integrated global pharmaceutical company headquartered in Bangalore. Strides has four business verticals, viz., regulated markets, emerging markets, institutional business and active pharmaceutical ingredients. Strides has a global manufacturing foot print spread across three continents with nine manufacturing facilities and three dedicated research and development facilities in India with global filing capabilities and a strong commercial footprint across eighty five countries.

The main objects, *inter alia*, along with serial numbers as stated in the Memorandum of Association, are set out hereunder:

"III (A) MAIN OBJECTS TO BE PURSUED BY STRIDES ON ITS INCORPORATION ARE:

1. To carry on business in India and elsewhere as manufacturers, producers, processors, formulators, sellers, importers, exporters, merchants, distributors, traders and dealers in proprietary medicine, common medical preparations, drugs, chemicals and allied solvents, dyes, vitamin preparations, elixirs, drops, tonics, other liquid drugs and medicines, injections tablets, capsules, lotions and ointments.
2. To carry on the business of preparing for sale or otherwise the formula and formulations for the manufacture of pharmaceutical drugs and medicines, injections, capsules, lotions, patent and proprietary medicines, common medicinal preparations, elixirs, drops, tonics, other liquid drugs and medicines, injections, tablets, lotions ointments, antibiotics, hormones, liver extract, biological and non-biological and non-biological pharmaceutical tablets, biological and non-biological capsules, tranquilizers vitamins and tonic preparations, medicated ointments, hormone preparations, ayurvedic products, medicated powders, re-packed drugs, analgesics and antipyretic preparations, anti-diarrhoeal preparations, diffestures anticholinergic preparations, antiasthmatic preparations, opthalmic lotions and ointments, drugs, druggists as defined under the Drugs Act and Rules in all its branches".

(b) ***Details of change of name, registered office and objects of Strides during the last five years***

Change of Name: The name of Strides was changed from "Strides Arcolab Limited" to "Strides Shasun Limited" with effect from November 18, 2015 and a fresh certificate of incorporation was issued by the Registrar of Companies, Mumbai to Strides pursuant to this change in name.

Change of Registered Office: NIL

Change of objects: NIL

(c) ***Details of the capital structure of Strides including authorised, issued, subscribed and paid up share capital***

The authorized, issued, subscribed and paid up share capital of Strides as at September 30, 2017 is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
176,750,000 equity Shares of ₹ 10/- each	1,767,500,000
TOTAL	**1,767,500,000**
Issued, subscribed and paid-up Share Capital	
89,493,006 equity Shares of ₹ 10/- each fully paid up*	894,930,060
TOTAL	**894,930,060**

** Strides has 391,097 outstanding employee stock options under the Existing Stock Option Schemes - Strides, the exercise of which may result in an increase of upto 391,097 equity shares in the issued and paid-up share capital of Strides.*

Post Scheme Capital Structure:

No shares of Strides are being issued, transferred or cancelled pursuant to the Scheme. Therefore, there is no change in the capital structure pursuant to the effectiveness of the Scheme.

(d) ***Details of the Promoters and Directors along with their addresses***

The details of the promoters of Strides as on September 30, 2017 are as set forth below:

S. No.	Name of the Promoter	Address
Promoter		
1.	Arunkumar Pillai	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
2.	K R Ravishankar	No.1, Serenity Park, Sarjapur Road, Kaikondranahalli Village, Carmelram Post, Bangalore - 560 035
3.	Abhaya Kumar	No. 27, Mylai Renganathan Street, T.Nagar, Chennai – 600 017
4.	Vimal Kumar S	No. 14, Krishna Rao Street, T. Nagar Chennai – 600 017
5.	Devendra Kumar S	No. 2, Jadieswaran Street, T.Nagar Chennai – 600 017
6.	Pronomz Ventures LLP	Star 2, Opp. IIMB, Bilekahalli, Bannerghatta Road, Bangalore – 560 076

S. No.	Name of the Promoter	Address
Promoter Group		
7.	Aditya Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
8.	Chaitanya D	No. 2, Jagadieswaran Street, T.Nagar Chennai – 600 017
9.	Deepa Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
10.	Deepak Abhaya Kumar	27, Mylai Renganathan Street, T.Nagar, Chennai – 600 017
11.	Gayatri Nair	B Wing , 2501, Palm Beach Residency, Amey CHS, Palm Beach Road, Sector 4, Nerul, Navi Mumbai – 400706.
12.	Hemalatha Pillai	'Karuna', Kalkere, Opp. Union Bank Staff College, BG Road, Bangalore – 560 083
13.	Jatin V	No. 14, Krishna Rao Street, T. Nagar, Chennai – 600 017
14.	Jitesh D	No. 2, Jagadieswaran Street, T.Nagar Chennai – 600 017
15.	K R Lakshmi	No. 4019, 6th Cross, 7th Block, Jayanagar, Bangalore – 560 082
16.	Lakshmi Gopalakrishnan	7 B Dover Court, Sreekandath Road, Ravipuram, Cochin – 682016
17.	Leela V	No. 14, Krishna Rao Street, T.Nagar Chennai – 600 017
18.	Mayur Abhaya	No.27, Mylai Renganathan Street, T.Nagar, Chennai – 600 017
19.	Monisha Nitin	No.14, Krishna Rao Street, T.Nagar Chennai – 600 017
20.	Nitin Kumar V	No.14, Krishna Rao Street, T.Nagar Chennai – 600 017
21.	Padmakumar Karunakaran Pillai	D 1002, Tower 1, Adarsh Palm Retreat, Outer Ring Road, Devarabeesana Halli, Bangalore – 560 103
22.	Pooja Jitesh	No. 2, jagadieswaran Street, T. Nagar Chennai – 600 017
23.	Purushothaman Pillai G	'Karuna', Kalkere, Opp. Union Bank Staff College, BG Road, Bangalore – 560 083
24.	Rahul Nair	B Wing , 2501, Palm Beach Residency, Amey CHS, Palm Beach Road, Sector 4, Nerul, Navi Mumbai – 400706.
25.	Rajeswari Amma	'Karuna' Opp. Union Bank Staff College, Kalkere, Bannerghatta Road, Bangalore – 560 076.
26.	Rajitha Gopalakrishnan	7 B, Dover Court, Sree Kandath Road, Ravipuram, Cochin – 682 016
27.	Rupali Jatin	No. 14, Krishna Rao Street, T. Nagar Chennai – 600 017
28.	Sajitha Pillai	'Karuna', Surabhi Road , Pulamon.P.O, Kottarakkara, Kerala – 691 531
29.	Sajjan D	No. 2, Jagadieswaran Street, T. Nagar Chennai – 600 017
30.	Suchi Chaitanya Srisrimal	No. 2, Jagadieswaran Street, T. Nagar Chennai – 600 017
31.	Tarini Arun Kumar	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore- 560082
32.	Taru Mayur	No. 27, Mylai Renganathan Street, T. Nagar, Chennai – 600 017
33.	Usha A	No. 27, Mylai Renganathan Street, T. Nagar, Chennai – 600 017
34.	Vineetha Mohanakumar Pillai	No 813 , Sobha Dew Flower , Sarakki, Main Road, 1st Phase, J P Nagar, Bangalore – 560078
35.	Abhaya Kumar S – HUF	No. 27, Mylai Renganathan Street, T.Nagar, Chennai – 600 017
36.	V. Jatin – HUF	No. 14, Krishna Rao Street, T. Nagar, Chennai – 600 017
37.	V. Nitin Kumar – HUF	No. 14, Krishna Rao Street, T. Nagar, Chennai – 600 017
38.	Vimal Kumar S – HUF	No. 14, Krishna Rao Street, T. Nagar Chennai – 600 017
39.	Agnus Capital LLP	No. 1. Serenity Park, Sarjapur Road, Kaikondranalli Village, Carmelram P.O., Bangalore – 560 035
40.	Agnus Holdings Pvt Ltd	301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, Road No. 22, Wagle Indl. Estate, Thane West – 400 604
41.	Chayadeep Properties Pvt Ltd	301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, road No. 22, Wagle Indl. Estate, Thane West – 400 604
42.	Sequent Scientific Ltd	301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, Road No. 22, Wagle Industrial Estate, Thane West – 400604
43.	Triumph Venture Holdings LLP	No 1. Serenity Park, Sarjapur Road, Kaikondranahalli Village, Carmelram P.O., Bangalore - 560 035
44.	Ambemata Securities	Star 1, 2nd floor, Opp. IIMB, Bilekahalli, Bannerghatta Road, Bangalore - 560 076
45.	Devendra Estates Pvt Ltd	No. 36, Melony Road Prabhakara Apts 2nd Floor, T. Nagar Chennai – 600 017

S. No.	Name of the Promoter	Address
46.	Devendra Estates LLP	No. 36, Prabakaran Apartments , Flat No 4, 2nd Floor Melony Road, T Nagar Chennai, Tamilnadu – 600 017
47.	Shasun Leasing and Finance (P) Ltd	No. 36, Melony Road Prabhakara Apts 2nd Floor, T. Nagar Chennai – 600 017
48.	Abusha Investment & Management Services LLP	No 27, Mylai Ranganathan Street, T Nagar, Chennai - 600 017

Strides has 8 (eight) directors as on September 30, 2017, mentioned as under. The details of such directors are set forth below:

S. No.	Name of Director	Designation	Address
1.	Arun Kumar Pillai (DIN: 00084845)	Founder and Non-Executive Chairman of the Board	E- 102, Adarsh Gardens, Jayanagar, 8th Block, Bangalore – 560 082
2.	Deepak Calian Vaidya (DIN: 00337276)	Non-Executive Director	Suraj, 249 / 251 Walkeshwar Road Mumbai – 400 006
3.	Sridhar Srinivasan (DIN: 00004272)	Independent Director	D-905, Ashok Towers, Dr. S S Road, Parel Mumbai – 400 012
4.	Bharat DhirajIal Shah (DIN: 00136969)	Independent Director	Flat No. 21, Hill Park Building No. 2 A G Bell Marg, Malabar Hill, Mumbai - 400 006
5.	Homi Rustam Khusrokhan (DIN: 00005085)	Independent Director	302 Daisylea, Off Mt. Pleasant Road, Malabar Hill, Mumbai - 400 006
6.	Sangita Reddy (DIN: 00006285)	Independent Director	8-2-674/B212 Road No.13, Banjara Hills, Hyderabad - 500 034
7.	Shashank Sinha (DIN: 02544431)	Managing Director	310, The Magnolias, Dlf Golf Links DLf Phase-V Gurgaon – 122 009
8.	Badree Komandur (DIN: 07803242)	Executive Director, Finance	No. 235, 6B Cross, 3rd Main, Sundaramshetty Nagar Vijaya Bank Layout, Bilekahalli, Bangalore – 560 076

(e) ***The date of the board meeting of Strides at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:***

Details of the Directors and their votes for the resolution passed on March 20, 2017 are as follows:

S. No.	Names of the Director of the Company as on March 20, 2017	Voted in favour/ against/ abstain
1.	Deepak Calian Vaidya	Favour
2.	Sridhar Srinivasan	Favour
3.	Bharat Dhirajlal Shah	Favour
4.	P.M Thampi *	Favour
5.	M.R Umarji *	Favour
6.	Abhaya Kumar *	Favour
7.	Sangita Reddy	Favour (attended through audio conference)
8.	A.K. Nair *	Leave of Absence
9.	Arun Kumar Pillai	Leave of Absence

** Resigned from the Board of Directors effective May 18, 2017*

(f) As on November 17, 2017, Strides has 2,325 (Two Thousand Three Hundred and Twenty Five only) unsecured creditors and amount due to such unsecured creditors is ₹ 2,523,718,622 (Rupees Two Fifty Two Crores Thirty Seven Lakhs Eighteen Thousand Six Hundred and Twenty Two only).

(g) None of the Directors, the Key Managerial Personnel (as defined under the Act and rules formed thereunder) of Strides (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme except to the extent of their respective shareholding in Strides, the Applicant Company Strides and Solara. The effect of the Scheme on the material interests of the Directors and Key Managerial Personnel is not any different from the effect on other shareholders of the Applicant Company and/or Strides. The details of the shareholding of directors and

Key Managerial Personnel and their respective relatives as on September 30, 2017 is as follows:

S. No	Name	No. of shares held in Strides	No. of shares and percentage held in Applicant Company	No. of Shares and percentage held in Solara
1.	Arun Kumar Pillai and his relatives	2,021,055 (2.2583%)	27,899,965 (11.4468%)	Nil
2.	Deepak Calian Vaidya and his relatives	184,647 (0.2063%)	245,732 (0.1008%)	Nil
3.	Sridhar Srinivasan	48,750 (0.0545%)	Nil	Nil
4.	Bharat Dhirajlal Shah and his relatives	30,000 (0.0335%)	169,820 (0.0696%)	Nil
5.	Sangita Reddy	Nil	Nil	Nil
6.	Homi Rustam Khusrokhan	Nil	Nil	Nil
7.	Shashank Sinha	21,603 (0.0241%)	Nil	Nil
8.	Badree Komandur	Nil	Nil	Nil
9.	Manjula Ramamurthy	100 (0.0001%)	250 (0.0001%)	1* (0.0100%)

** Share held as nominee shareholder of Strides*

(h) ***Disclosure about the effect of the Scheme on the following persons:***

S. No	Category of Stakeholder	Effect of the Scheme
1.	Shareholders	Strides has only equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Strides in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of Strides, holding fully paid up equity shares in Strides and whose names appear in the register of members of Strides on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: *"1 (one) fully paid up equity share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of ₹ 10 (Rupees Ten only) each held in Strides."* (the **"Share Entitlement Ratio 1"**) The shares allotted to shareholders of Strides shall rank pari passu in all respects with the then existing equity shares of Solara. The Scheme is expected to have several benefits for Strides, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of Strides.
2.	Promoters	Like all the shareholders of Strides, the promoters of Strides (including the Applicant Company) shall be allotted shares of Solara in accordance with the Share Entitlement Ratio 1 set out in the Scheme. Please refer to point (A) above for details regarding effect on the shareholders.
3.	Non-Promoter Shareholders	Please refer to point (A) above for details regarding effect on the shareholders.
4.	Key Managerial Personnel (**"KMPs"**)	The KMPs of Strides shall continue as key managerial personnel of Strides after effectiveness of the Scheme. Such KMPs who are shareholders of Strides will be allotted shares of Solara, like the other shareholders of Strides. Please refer to point (A) above for details regarding effect on the shareholders. Other than such allotment of shares, the KMPs are not affected pursuant to the Scheme.

S. No	Category of Stakeholder	Effect of the Scheme
5.	Employees	On the Scheme becoming effective, all permanent employees of Strides engaged in the Demerged Undertaking 1 in service on the Effective Date (**"Strides Transferred Employees"**) shall be deemed to have become employees of Solara with effect from the Appointed Date *(as defined in the Scheme)* or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Solara shall not be less favorable than those applicable to them with reference to their employment in Strides on the Effective Date. Further, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Strides (including Strides Transferred Employees), such proportion of the investments made in the funds and liabilities which are referable to the Strides Transferred Employees shall be transferred to the similar funds created by Solara, or at the sole discretion of Solara, maintained as separate funds by Solara.
6.	Creditors	The Scheme is expected to be in the best interest of Strides' creditors.
7.	Depositors	Not Applicable. Strides does not have any Depositors.
8.	Debenture holders	Not Applicable. Strides does not have any Debenture Holders.
9.	Debenture trustee and Deposit Trustee	Not Applicable.

(i) ***Disclosure about effect of the Scheme on material interests of directors, key managerial personnel (KMP), debenture trustee and other stakeholders:***

Please refer to point no. (h) above for the effect of the Scheme on material interests of directors, key managerial personnel (KMP), debenture trustee and other stakeholders.

(v) **Other Particulars of Solara as per Rule 6(3) of the Merger Rules**

(a) ***Summary of the main objects as per the memorandum of association and main business carried on by Solara***

Solara has been incorporated with the object of, inter alia, undertaking the business of manufacturing, production, processing, formulating, sale, import, export, merchandising, distributing, trading of and dealing in active pharmaceutical ingredients. The main objects, inter alia, along with serial numbers as stated in the Memorandum of Association, are set out hereunder:

"3 (A)

1. *To carry on business in India and outside India as manufacturers, producers, processors, formulators, sellers, importers, exporters, merchants, distributors, traders and dealers in proprietary medicine, common medical preparations, active pharmaceutical ingredients, intermediates, synthetic drugs, vitamins, antibiotics, biological products, food stuffs for human & animal use, topicals, injections, tablets, capsules, pharmaceutical drugs and medicines, patent and proprietary medicines, hormones, liver extract, biological and non-biological pharmaceutical tablets and capsules, tranquilizers, ayurvedic products, medicated powders, re-packed drugs, analgesics and antipyretic preparations, anti- diarrhoeal preparations, anti-cholinergic preparations, anti-asthmatic preparations as defined under the Drugs Act and Rules in all its branches.*
2. *To carry on the business of preparing for sale or otherwise the formula and formulations for the manufacture in respect of one or more of the above products.*
3. *To carry on scientific and industrial research and development in respect of one or more of the above products.*
4. *To carry on contract research and contract manufacturing activities in the field of pharmaceuticals, chemicals, bulk drugs and intermediates.*
5. *To develop and/ or acquire, the technology design, manufacture, construct, erect, operate and maintain the plant, machinery equipment and works capable of producing the aforesaid items; and to establish well equipped laboratory/ R&D Centre and carry on analytical experiments, Research & Development and other work".*

(b) ***Details of change of name, registered office and objects of Solara during the last five years***

Change of Name: Solara was incorporated on February 23, 2017 as "SSL Pharma Sciences Limited" in the State of Maharashtra under the provisions of the Act. Thereafter, its name was changed to "Solara Active Pharma Sciences Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies – Maharashtra on March 25, 2017.

Change of Registered Office: Nil

Change of objects: Nil

(c) ***Details of the capital structure of Solara including authorised, issued, subscribed and paid up share capital***

The share capital structure of Solara as on September 30, 2017, is as under:

Share Capital	Amount (In ₹)
Authorized Share Capital	
10,000 equity shares of ₹ 10 each	100,000
TOTAL	**100,000**
Issued, subscribed and paid-up Share Capital	
10,000 equity shares of ₹ 10 each, fully paid up	100,000
TOTAL	**100,000**

Post Scheme Capital Structure:

Upon the coming into effect of the Scheme, shares will be issued by Solara to the equity shareholders of Strides and the Applicant Company in accordance with the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 respectively. Further, the existing shareholding of Strides in Solara shall stand cancelled without any further act or deed immediately following the issuance of shares by Solara to the shareholders of Strides and the Applicant Company pursuant to the Scheme. Lastly, the authorised share capital of Solara will be increased to ₹ 300,000,000 (Rupees Three Hundred Million only) divided into 30,000,000 (thirty million) equity share of ₹ 10 (Rupees Ten only) each, in accordance with the provisions of the Act, pursuant to the Scheme. There shall be no change in the shareholding pattern or control in Solara between the record date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme . Post issue shareholding pattern is enclosed as Annexure 10.

(d) ***Details of the Promoters and Directors along with their addresses***

The entire share capital of Solara as on September 30, 2017 is held by Strides Shasun Limited and its nominee shareholders.

Solara has 3 (three) directors as on September 30, 2017, mentioned as under. The details of such directors are set forth below:

S. No.	Name of Director	Designation	Address
1.	Subramaniam Hariharan (DIN: 05297969)	Director	F1 Block 1, Jains Ashreya Phase II, K.K. Gardens Ivembuli Amman Koil Street, West K.K. Na Gar Chennai - 600 078
2.	Devendra Jitesh (DIN: 06469234)	Director	No.2, Jagadeeswaran Road T. Nagar, Chennai - 600 017
3.	Dr. Sathyanarayan Papnna (DIN: 07676060)	Director	#777, Sri Chakra, G Floor, 13 Cross, 23 Main JP Nagar 2 Phase Bangalore - 560 078

(e) ***The date of the board meeting of Solara at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not or participate on such resolution:***

Details of Directors of Solara who voted on the resolution passed on March 20, 2017 are as follows:

S. No.	Names of the Directors as on March 20, 2017	Voted in favor/ against/ Abstain
1.	Subramaniam Hariharan	Favour
2.	Dr. Sathyanarayan Papnna	Favour
3.	Devendra Jitesh	Leave of Absence

(f) As on November 17, 2017, Strides is the only unsecured Creditor with outstanding amount of INR 39.82 Crores.

(g) None of the Directors, the Key Managerial Personnel (as defined under the Act and rules formed thereunder) of Solara (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Applicant Company, Strides and Solara. Solara does not have any debenture trustees. The effect of the Scheme on the material interests of the directors and Key Managerial Personnel and their respective relatives, is not any different from the effect on other shareholders of Solara, Strides and/or the Applicant Company.

The details of the shareholding of directors and Key Managerial Personnel and their relatives as on September 30, 2017 is as follows:

S. No	Name	No. of shares held in Strides	No. of Shares held in the Applicant Company	No. of Shares held in Solara
1.	Subramaniam Hariharan	6,010 (0.0067%)	375 (0.0001%)	1* (0.01%)
2.	Devendra Jitesh and his relatives	3,243,133 (3.6239%)	Nil	1* (0.01%)
3.	Sathyanarayan Papnna	5,250 (0.0059%)	Nil	1* (0.01%)

** Share held as nominee shareholder of Strides.*

(h) ***Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders:***

Disclosure about the effect of the Scheme on the following persons:

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Solara is a wholly owned subsidiary of Strides and only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Strides in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of Strides, holding fully paid up equity shares in Strides and whose names appear in the register of members of Strides on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: *"1 (one) fully paid up equity share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of ₹ 10 (Rupees Ten only) each held in Strides." (the **"Share Entitlement Ratio 1"**)* Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of the Applicant Company in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Applicant Company, holding fully paid up equity shares in the Applicant Company and whose names appear in the register of members of the Applicant Company on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: *"1 (one) fully paid up equity Share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty five) fully paid up equity shares of ₹ 2 (Rupees Two only) each held in the Applicant Company"* (the **"Share Entitlement Ratio 2"**) The shares allotted to shareholders of the Applicant Company and Strides by Solara as set out above shall rank pari passu in all respects with the then existing equity shares of Solara. The existing shareholding of Strides in Solara shall stand cancelled without any further act or deed immediately following the issuance of shares by Solara to the shareholders of Strides and the Applicant Company pursuant to and in accordance with provisions of the Scheme. Further, the authorised share capital of Solara will be increased to ₹ 300,000,000 (Rupees Three Hundred Million only) divided into 30,000,000 (thirty million) equity share of ₹ 10 (Rupees Ten only) each, in accordance with the provisions of the Act, pursuant to the Scheme. Pursuant to the Scheme, the shares of Solara are proposed to be listed on BSE and NSE. The Scheme is expected to have several benefits for Solara, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of Solara.

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
2.	Promoters	Solara is a wholly owned subsidiary of Strides. Upon effectiveness of the Scheme, the existing shareholding of Strides in Solara shall stand cancelled without any further act or deed, immediately following the issuance of shares by Solara to the shareholders of the Applicant Company and Strides. However, the identified promoters of Strides and the Applicant Company who will become promoters of Solara shall, like all the shareholders of Strides and the Applicant Company, be allotted shares of Solara in accordance with Share Entitlement Ratio 1 and Share Entitlement Ratio 2 as set out in the Scheme. Please refer to point (A) above for details regarding effect on the shareholders.
3.	Non-Promoter Shareholders	Please refer to point (A) above for details regarding effect on the shareholders.
4.	Key Managerial Personnel (**"KMPs"**)	Solara does not have any KMPs.
5.	Employees	Currently Solara does not have any employees on its rolls. However, as part of the Scheme identified employees of Strides and the Applicant Company shall be transferred to Solara on effectiveness of the Scheme.
6.	Creditors	The scheme is expected to be in the best interest of Solara's creditors.
7.	Depositors	Not Applicable
8.	Debenture Holders	Not Applicable
9.	Deposit Trustee and Debenture Trustee	Not Applicable

(vi) **Other details regarding the Scheme required as per Rule 6(3) of the Merger Rules**

(a) ***Relationship between the Applicant Company, Strides and Solara:***

Mr. Arun Kumar, Mr. K.R. Ravishankar and Pronomz Ventures LLP are common promoters of both the Applicant Company and Strides. On effectiveness of the Scheme, Mr. Arun Kumar, Mr. K.R. Ravishankar and Pronomz Ventures LLP will also become one of the promoters of Solara.

Details of their shareholding in the companies is as set out below:

S. No.	Name of company	Arun Kumar	K.R. Ravishankar	Pronomz
	Pre Scheme			
1.	Strides	6,70,797 (0.75%)	12,55,593 (1.40%)	1,26,65,000 (14.15%)
2.	Applicant Company	2,33,99,965 (9.60%)	2,78,99,930 (11.45%)	2,30,32,560 (9.45%)
3.	Solara	-	-	-
	Post Scheme			
1.	Strides	6,70,797 (0.75%)	12,55,593 (1.40%)	1,26,65,000 (14.15%)
2.	Applicant Company	2,33,99,965 (9.60%)	2,78,99,930 (11.45%)	2,30,32,560 (9.45%)
3.	Solara	10,47,798 (4.25%)	13,25,263 (5.37%)	30,32,136 (12.29%)

Note: Shareholding of Applicant Company and Strides as on September 30, 2017.

Solara is a wholly owned subsidiary of Strides. However, in terms of Clause 7 of the Scheme, upon effectiveness of the Scheme, the existing shareholding of Strides will be cancelled pursuant to a reduction of capital of Solara.

The Applicant Company is one of the promoters of Strides and holds 3.70% of the paid up capital.

(b) ***Appointed Date, Effective Date, Record Date and Share Exchange Ratio:***

Appointed Date: The appointed date for the Scheme is the opening of business on 1 October 2017 or such other date as the NCLT may direct/ allow.

Effective Date: The Effective Date means the last of the dates on which all the conditions and matters referred to in Clause 30 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.

Record Date: The record date means a mutually agreed date to be fixed by the Boards of the Applicant Company and Strides for the purposes of determining the equity shareholders of the Applicant Company and Strides respectively to whom shares would be issued and allotted in accordance with Clauses 6 and 17 of the Scheme.

Consideration for the demerger of the Demerged Undertaking 1 and Share Entitlement Ratio:

The Scheme provides that upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Strides in Solara in terms of the Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of Strides, holding fully paid up equity shares in Strides and whose names appear in the register of members of Strides on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in accordance with Share Entitlement Ratio 1.

Consideration for the demerger of the Demerged Undertaking 2 and Share Entitlement Ratio:

Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 in Solara in terms of the Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Applicant Company, holding fully paid up equity shares in the Applicant Company and whose names appear in the register of members of the Applicant Company as on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in accordance with Share Entitlement Ratio 2.

(c) ***Summary of the Valuation Report***

Joint Valuation Report dated March 20, 2017 was issued by S.R. Batliboi & Co. LLP, Chartered Accountants (appointed by Strides) and Price Waterhouse & Co., LLP, Chartered Accountants (appointed by the Applicant Company), supplemented by the letters dated April 25, 2017 and June 20, 2017 issued by Price Waterhouse & Co., LLP, Chartered Accountants describing inter alia the methodology adopted by them in arriving at the valuation of the Commodity API Business and including the share entitlement ratio and setting out details of computation of fair share entitlement ratios for the proposed demerger of Commodity API Business of Strides and Human API Business of the Applicant Company into Solara (collectively, the **"Valuation Report"**).

For the purpose of arriving at the share entitlement ratio, the Valuation Report was obtained in terms of the SEBI Scheme Circular, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by NSE.

The valuers have considered Comparable Companies Quoted Multiples Method (**"CCM"**), Discounted Cash Flows Method (**"DCF"**) and Net Asset Value Method (**"NAV"**) for determining the relative value of the businesses in order to arrive at the share entitlement ratios for the Scheme which have been considered in the present case.

However, considering the nature of the transactions contemplated in the Scheme, the valuers are of the opinion that NAV Method is of limited relevance and have based their valuation on CCM and DCF methods, by assigning appropriate weightages.

The share entitlement ratios have been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the Valuation Report and various qualitative factors relevant to each business.

The recommendation of the share entitlement ratio has been approved by the Board of the Applicant Company, Audit Committee of the Applicant Company, board of directors of Strides, audit committee of Strides and board of directors of Solara.

A Fairness Opinion dated March 20, 2017 was issued by Keynote Corporate Services Limited, a SEBI Registered Merchant Banker, explaining the rationale for its opinion as to the fairness of the share entitlement ratio from a financial point of view.

(d) ***Detail of capital restructuring***

Pursuant to the Scheme, Solara shall issue equity shares to the shareholders of the Applicant Company and Strides, as on the respective Record Dates, in accordance with the Share Entitlement Ratio 1 and Share Entitlement Ratio 2. Further, the existing shareholding of Strides in Solara shall stand cancelled without any further act or deed immediately following the issuance of shares by Solara to the shareholders of Strides and the Applicant Company pursuant to the Scheme and accordingly, Solara's share capital will stand reduced to the extent of cancellation of Strides' shareholding in the same. There shall be no change in the shareholding pattern or control in Solara between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme. Further, the securities premium account of Strides and the Applicant Company shall be reduced to the extent as required under Clause 8.3 and 19.3 of the Scheme respectively.

(e) ***Detail of debt restructuring:***

There shall be no debt restructuring of Strides, the Applicant Company or Solara pursuant to the Scheme.

(f) ***Rationale of the Scheme of Arrangement, and the benefit of the Scheme of Arrangement as perceived by the Board of Directors of the Applicant Company***

A. The Commodity API Business and Human API Business, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value.

B. Segregation of the Commodity API Business from the other core "B2C" businesses of Strides will allow concentrated focus by Solara management on the Commodity API Business and Strides' management on its other core B2C businesses.

C. Segregation of the Human API Business from the animal healthcare business of the Applicant Company will allow concentrated focus by Solara management on the Human API Business and the Applicant Company management on the animal healthcare business.

D. The unbundling of Commodity API Business and Human API Business and consolidation into Solara will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth.

E. The demergers are expected to enhance shareholder value for shareholders of both the Applicant Company and Strides.

F. The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of each of the Applicant Company, Strides and Solara.

(g) The financial position of the Applicant Company will not be adversely affected by the Scheme. The Applicant Company will be able to meet and pay its debts as and when they arise and become due in the ordinary course of business. The rights and interests of the members and the creditors (secured and unsecured) of the Applicant Company will not be prejudiced by the Scheme.

(h) No investigation or proceedings have been instituted or are pending in relation to the Applicant Company, Strides and Solara under the Act.

(i) The pre-Scheme and post-Scheme shareholding patterns of the Applicant Company as on September 30, 2017 are attached at **Annexure 10**.

(j) ***Details of availability of the following documents for obtaining extracts from or making or obtaining copies***

The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors of the Applicant Company at its Registered Office at 301, 3rd Floor, Dosti Pinnacle, Plot No. E7 Road No. 22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra between 10:00 a.m. to 1:00 p.m. on any working day up to the date of the Meeting:

A. Certified copy of the orders passed by the Mumbai Bench of the NCLT in 878 of 2017, dated November 17, 2017 directing the Applicant Company, Strides and Solara separately, to convene the respective Tribunal convened meetings;

B. Copy of the Scheme;

C. Copies of the Memorandum of Association and Articles of Association of the Applicant Company, Strides and Solara;

D. Copies of the latest audited financial statements of the Applicant Company, Strides and Solara including consolidated financial statements;

E. Register of Directors' Shareholding of the Applicant Company, Strides and Solara;

F. Copy of the Fairness Opinion Report dated March 20, 2017 issued by Keynote Corporate Services Limited, a SEBI Registered Merchant Banker.

G. Joint Valuation Report;

H. Complaint Reports;

I. Copy of the respective Audit Committee Reports dated March 20, 2017 of the Applicant Company and Strides;

J. Observation Letters issued by Stock Exchanges;

K. The certificates issued by Auditors of the Applicant Company, Strides and Solara to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;

L. Implementation Agreement dated April 12, 2017 entered into between the Applicant Company, Strides and Solara;

M. Copy of Form No. GNL-1 filed by the respective companies with the concerned Registrar of Companies along with challans, evidencing filing of the Scheme;

N. Certified true copy of the detailed order of the Competition Commission of India dated August 4, 2017.

(k) ***Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities in relation to the Scheme***

A. The equity shares of the Applicant Company are listed on BSE and NSE. NSE was appointed as the designated stock exchange by the Applicant Company for the purpose of coordinating with the SEBI, pursuant to the SEBI Scheme Circular. The Applicant Company has received observation letters regarding the Scheme from BSE and NSE on August 8, 2017. In terms of the observation letters of BSE and NSE, dated August 8, 2017 respectively, BSE and NSE conveyed their no adverse observations/no objection to the Scheme. Copy of the observation letters dated August 8, 2017 as received from BSE and NSE are enclosed as **Annexure 4** and **5** respectively.

B. The equity shares of Strides are listed on BSE and NSE. NSE was appointed as the designated stock exchange by Strides for the purpose of coordinating with the SEBI, pursuant to the SEBI Scheme Circular. Strides has received observation letters regarding the Scheme from BSE on August 7, 2017 and from NSE on August 4, 2017. In terms of the observation letters of BSE and NSE, dated August 7, 2017 and August 4, 2017 respectively, BSE and NSE conveyed their no adverse observations/no objection to the Scheme. The observation letters received by Strides are available on Strides' website and the websites of the stock exchanges.

C. As required by the SEBI Scheme Circular, Strides and the Applicant Company have filed their Complaints Report with BSE on July 25, 2017 and July 13, 2017 respectively. Strides and the Applicant Company have filed their Complaints Report with NSE on July 26, 2017 and July 25, 2017 respectively. The separate reports filed by Strides and the Applicant Company indicate that the Applicant Company and Strides have received nil complaints. A copy of the complaints report of BSE filed by the Applicant Company on July 13, 2017 and copy of the complaints report filed by the Applicant Company on July 25, 2017 with NSE respectively is enclosed as **Annexure 6**. The Complaints Report filed by Strides with the stock exchanges is available on the website of Strides as well as the websites of the stock exchanges.

D. The Competition Commission of India vide its letter dated August 4, 2017 informed the Applicant Company, Strides and Solara of its approval to the Scheme.

E. The Scheme was filed by the Applicant Company, Strides and Solara with the Mumbai Bench of the NCLT on September 7, 2017, and the Mumbai Bench of NCLT has given directions to convene Meetings(s) vide an Order dated November 17, 2017.

F. The Scheme is subject to approval by majority of persons representing three-fourth in value of the equity shareholders, of the Applicant Company, voting in person or by proxy or by remote e-voting, in terms of Section 230-232 of the Act.

G. Further, the Scheme is subject to approval by the requisite majority of the Public Shareholders *(as defined herein below)* of the Applicant Company and Strides, as set out under SEBI Scheme Circular. For this purpose the term **"Public"** shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957 and the term **"Public Shareholders"** shall be construed accordingly. The SEBI Scheme Circular provides that "the Scheme of Arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it."

9. The relevant clauses of the Scheme are as under:

"1.2 " *Appointed Date"* means opening of business on 1 October 2017 or such other date as the NCLT may direct/ allow;

1.12 "*Effective Date"* means the last of the dates on which all the conditions and matters referred to in Clause 30 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. References in this Scheme to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly;

1.10 *"Demerged Undertaking 1"* means all the businesses, undertakings, activities, operations and properties, of whatsoever nature and kind and wheresoever situated, forming part of the Commodity API Business as a going concern, including but not limited to, the following:

(a) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold (including properties leased from SIPCOT at Cuddalore), leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Commodity API Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or licence or other rights to use of premises, in connection with the said immovable properties;

(b) all assets, as are movable in nature forming part of the Commodity API Business, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants), actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches undertaking the active pharmaceutical ingredients business in India or overseas outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest

thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on the Commodity API Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Commodity API Business;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease/ licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Commodity API Business;

(e) all intellectual property rights, drug master files, applications (including hardware, software, licenses, source codes, para meterisation and scripts), registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the Commodity API Business;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company 1 forming part of the Commodity API Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company 1 and forming part of the Commodity API Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Commodity API Business;

(h) the Demerged Liabilities 1;

(i) the Strides Transferred Employees; and

(j) all legal or other proceedings of whatsoever nature that form part of the Commodity API Business.

For the avoidance of doubt, it is clarified that the investment made by Demerged Company 1 and the shareholding acquired by Demerged Company 1 in Perrigo API India Private Limited shall not constitute part of the Commodity API Business and shall not be part of the Demerged Undertaking 1.

1.11 *"Demerged Undertaking 2"* means all the businesses, undertakings, activities, operations and properties, of whatsoever nature and kind and wheresoever situated, forming part of the Human API Business as a going concern, including but not limited to, the following:

(a) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Human API Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or licence or other rights to use of premises, in connection with the said

immovable properties;

(b) all assets, as are movable in nature forming part of the Human API Business, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants) actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches undertaking the active pharmaceutical ingredients business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on the Human API Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Human API Business;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease/ licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Human API Business;

(e) all intellectual property rights, drug master files, applications (including hardware, software, licenses, source codes, para meterisation and scripts), registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the Human API Business;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company 2 forming part of the Human API Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company 2 and forming part of the Human API Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Human API Business;

(h) the Demerged Liabilities 2;

(i) the Sequent Transferred Employees; and

(j) all legal or other proceedings of whatsoever nature that form part of the Human API Business.

6. CONSIDERATION FOR DEMERGER

6.1 Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Demerged Company 1 in Resulting Company in terms of this Scheme, Resulting Company shall, without any further application, act or deed, issue

and allot equity shares, credited as fully paid-up, to the members of Demerged Company 1, holding fully paid up equity shares in Demerged Company 1 and whose names appear in the register of members of Demerged Company 1 on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

"1 (one) fully paid up equity share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of ₹ 10 (Rupees Ten only) each held in Strides" (**"Share Entitlement Ratio 1"**)"

6.2 The consideration in the form of equity shares shall be issued and allotted by Resulting Company in dematerialized form to all the shareholders of Demerged Company 1 holding such shares in dematerialized form and in physical form to all those shareholders of Demerged Company 1, holding such shares in physical form as per Clause 6.8.

6.3 Other than in respect of issuance of shares by the Demerged Company 1 pursuant to exercise of options which have been granted as on March 20, 2017 under the Existing Stock Option Schemes - Strides, in the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company 1 or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs after March 20, 2017 and before issuance of shares to the shareholders of the Demerged Company 1 pursuant to Clause 6.1 above, the Share Entitlement Ratio 1 shall be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

6.4 The equity shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company 1 shall be subject to the Scheme, the memorandum and articles of association of Resulting Company and applicable laws and shall rank *pari passu* in all respects with the then existing equity shares of Resulting Company.

6.5 No shares shall be allotted in respect of fractional entitlements, by Resulting Company to which the members of Demerged Company 1 may be entitled on allotment of shares as per Clause 6.1. The Board of Resulting Company shall, at its absolute discretion, decide to take any or a combination of the following actions:

(a) consolidate all such fractional entitlements and thereupon allot equity shares in lieu thereof to a person/ trustee authorized by the Board of Resulting Company in this behalf who shall hold the shares in trust on behalf of the members of Demerged Company 1 entitled to fractional entitlements with the express understanding that such person shall sell the shares of Resulting Company so allotted on the Stock Exchanges at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of Demerged Company 1 in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of Resulting Company by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.

(b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders of Demerged Company 1.

(c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of Demerged Company 1 and Resulting Company.

6.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company 1, the Board of Demerged Company 1 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in Demerged Company 1, after the effectiveness of this Scheme. The Board of Demerged Company 1 shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in Demerged Company 1 on account of difficulties faced in the transaction period.

6.7 Without prejudice to the generality of Clause 6.1 above, the Board of Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of equity shares to the members of Demerged Company 1 pursuant to Clause 6.1 of the Scheme.

6.8 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of Demerged Company 1 in dematerialized form, in to the account in which shares of the Demerged Company 1 are held or such other account as is intimated in writing by the shareholders to Demerged Company 1 and/ or its Registrar provided such intimation has been received by the Demerged Company 1 and/or its Registrar at least 30 (thirty) days before the Record Date. All those shareholders who hold shares of Demerged Company 1 in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to Demerged Company 1 and/ or its Registrar provided such intimation has been received by the Demerged Company 1 and/ or its Registrar at least 30 (thirty) days before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.

6.9 The equity shares to be issued by Resulting Company, pursuant to Clause 6.1 above, in respect of any equity shares of Demerged Company 1 which are held in abeyance under the provisions of Section 126 of the Act or which the Resulting Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Laws or otherwise shall, pending

allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by Resulting Company.

6.10 Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company 1 as on the Record Date, as provided in this Scheme.

6.11 The equity shares to be issued by Resulting Company to the members of Demerged Company 1 pursuant to Clause 6.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges on which shares of Demerged Company 1 are listed on the Effective Date. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Resulting Company with the formalities of the said Stock Exchange. The equity shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated stock exchange. There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme.

6.12 The equity shares of Resulting Company issued in respect of any equity shares of Demerged Company 1 that are subject to lock in under applicable law (**"Strides Locked in Shares"**), if any, will also be subject to a lock in for the remainder of the period for which the Strides Locked in Shares are subject to lock in.

6.13 The equity shares of the Resulting Company issued pursuant to this Scheme may not be registered under the United States Securities Act of 1933, as amended (the **"Securities Act"**) and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the NCLT to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the equity shares of the Resulting Company for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

7. REDUCTION OF SHARE CAPITAL

7.1 Reduction of Share Capital held by Demerged Company 1 in Resulting Company

(a) Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the existing shareholding of Demerged Company 1 in Resulting Company shall stand cancelled without any further act or deed immediately following the issuance of shares by Resulting Company to the shareholders of Demerged Company 1 and Demerged Company 2 pursuant to Clauses 6.1 and 17.1 of this Scheme, in accordance with provisions of the Scheme.

(b) The reduction of share capital of Resulting Company shall be effected as an integral part of this Scheme and Resulting Company shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

(c) The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

(d) Notwithstanding the reduction in the equity share capital of Resulting Company, Resulting Company shall not be required to add "And Reduced" as suffix to its name.

7.2 Reduction of Share Capital of Demerged Company 1

(a) Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the securities premium account of the Demerged Company 1 shall stand reduced to the extent required in accordance with Clause 8.3 without any further act or deed in accordance with provisions of the Scheme.

(b) The reduction of share capital of the Demerged Company 1 shall be effected as an integral part of this Scheme and the Demerged Company 1 shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

(c) The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

(d) Notwithstanding the reduction in the equity share capital of the Demerged Company 1, the Demerged Company 1 shall not be required to add "And Reduced" as suffix to its name.

10. EMPLOYEES

10.6 Stock Options:

The stock options granted by Demerged Company 1 under the Existing Stock Option

Schemes - Strides to the employees who will be transferred as part of the Demerged Undertaking 1, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall be accelerated such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Demerged Company 1 and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

The stock options granted by Demerged Company 1 under the Existing Stock Option Schemes - Strides to the employees who

form part of the Retained Business of Demerged Company 1 and will not be transferred to Resulting Company, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments to the exercise price by the relevant committee of the Board of Demerged Company 1 in order to provide for reduction in intrinsic value of the Demerged Company 1 pursuant to the demerger of the Demerged Undertaking 1, in accordance with the provisions of the Existing Stock Option Schemes – Strides and applicable Law.

The relevant committee of the Board of Demerged Company 1 shall make appropriate amendments to the Existing Stock Option Schemes – Strides to provide for (i) acceleration of the vesting period of the stock options held by the employees who are being transferred under the Demerged Undertaking 1 such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of the Demerged Company 1 and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date; and (ii) modification of the exercise price of the stock options held by the employees who shall form of the Retained Business of Demerged Company 1 in order to provide for reduction in intrinsic value of the Demerged Company 1 pursuant to the demerger of the Demerged Undertaking 1. The modifications/adjustments, if any, to the Existing Stock Option Schemes - Strides required to effect the treatment set out at (a) and (b) above shall be effected as an integral part of the Scheme and the approval granted to the Scheme by the shareholders shall also be deemed to be their approval to such amendments pertaining to the Existing Stock Option Schemes – Strides required under Applicable Law, including under Section 62 of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014. No further approval of the shareholders of Demerged Company 1 or any other Person would be required in this connection.

17. CONSIDERATION FOR DEMERGER

17.1 Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of Demerged Company 2 in Resulting Company in terms of this Scheme, Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of Demerged Company 2, holding fully paid up equity shares in Demerged Company 2 and whose names appear in the register of members of Demerged Company 2 on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

"1 (one) fully paid up equity Share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty five) fully paid up equity shares of ₹ 2 (Rupees Two only) each held in Sequent" (**"Share Entitlement Ratio 2"**)"

17.2 The consideration in the form of equity shares shall be issued and allotted by Resulting Company in dematerialized form to all the shareholders of Demerged Company 2 holding such shares in dematerialized form and in physical form to all those shareholders of Demerged Company 2, holding such shares in physical form as per Clause 17.8.

17.3 Other than in respect of issuance of shares by the Demerged Company 2 pursuant to exercise of options which have been granted as on March 20, 2017 under the Existing Stock Option Schemes - Sequent, in the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company 2 or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs after March 20, 2017 and before issuance of shares to the shareholders of the Demerged Company 2 pursuant to Clause 17.1 above, the Share Entitlement Ratio 2 shall be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

17.4 The equity shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company 2 shall be subject to the Scheme, the memorandum and articles of association of Resulting Company and applicable laws, and shall rank pari passu in all respects with the then existing equity shares of Resulting Company.

17.5 No shares shall be allotted in respect of fractional entitlements, by Resulting Company to which the members of Demerged Company 2 may be entitled on allotment of shares as per Clause 17.1. The Board of Resulting Company shall, at its absolute discretion, decide to take any or a combination of the following actions:

(a) consolidate all such fractional entitlements and thereupon allot equity shares in lieu thereof to a person/ trustee authorized by the Board of Resulting Company in this behalf who shall hold the shares in trust on behalf of the members of Demerged Company 2 entitled to fractional entitlements with the express understanding that such person shall sell the shares of Resulting Company so allotted on the Stock Exchange at such time or times and at such price or prices on the stock exchange and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of Demerged Company 2 in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of Resulting Company by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.

(b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders of Demerged Company 2.

(c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of Demerged Company 2 and Resulting Company.

17.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged

Company 2, the Board of Demerged Company 2 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in Demerged Company 2, after the effectiveness of this Scheme. The Board of Demerged Company 2 shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in Demerged Company 2 on account of difficulties faced in the transaction period.

17.7 Without prejudice to the generality of Clause 17.1 above, the Board of Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Appropriate Authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of Demerged Company 2 pursuant to Clause 17.1 of the Scheme.

17.8 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of Demerged Company 2 in dematerialized form, in to the account in which Demerged Company 2 shares are held or such other account as is intimated in writing by the shareholders to Demerged Company 2 and/ or its Registrar provided such intimation has been received by the Demerged Company 2 and/or its Registrar at least 30 (thirty) days before the Record Date. All those shareholders who hold shares of Demerged Company 2 in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to Demerged Company 2 and/or its Registrar provided such intimation has been received by the Demerged Company 2 and/or its Registrar at least 30 (thirty) days before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.

17.9 The equity shares to be issued by Resulting Company, pursuant to Clause 17.1 above, in respect of any equity shares of Demerged Company 2 which are held in abeyance under the provisions of Section 126 of the Act or which the Resulting Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Laws or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by Resulting Company.

17.10 Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company 2 as on the Record Date, as provided in this Scheme.

17.11 The equity shares to be issued by Resulting Company to the members of Demerged Company 2 pursuant to Clause 17.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges on which shares of Demerged Company 2 are listed on the Effective Date. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Resulting Company with the formalities of the said Stock Exchange. The equity shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated stock exchange. There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme.

17.12 The equity shares of Resulting Company issued in respect of any equity shares of Demerged Company 2 that are subject to lock in under applicable law (**"Sequent Locked in Shares"**) will also be subject to a lock in for the remainder of the period for which the Sequent Locked in Shares are subject to lock in.

17.13 The equity shares of the Resulting Company issued pursuant to this Scheme may not be registered under the United States Securities Act of 1933, as amended (the **"Securities Act"**) and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the NCLT to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the equity shares of the Resulting Company for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

18. REDUCTION OF SHARE CAPITAL OF DEMERGED COMPANY 2

18.1 Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the securities premium account of the Demerged Company 2 shall stand reduced to the extent required in accordance with Clause 19.3 without any further act or deed, in accordance with provisions of the Scheme.

18.2 The reduction of share capital of the Demerged Company 2 shall be effected as an integral part of this Scheme and the Demerged Company 2 shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

18.3 The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

18.4 Notwithstanding the reduction in the equity share capital of the Demerged Company 2, the Demerged Company 2 shall not be required to add "And Reduced" as suffix to its name.

30. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

(a) the Scheme being approved by the respective requisite majorities of the various classes of shareholders and/ or creditors (wherever applicable) of Strides, Sequent and Solara as required under the Act and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India (***"SEBI Scheme Circular"***) or as may be directed by the NCLT;

(b) the Scheme being approved by the majority of public shareholders of Strides and Sequent respectively (by way of voting through e-voting) as may be required under the SEBI Scheme Circular, i.e. the votes cast by public shareholders in favour of the resolution are more than the number of votes cast by public shareholders against it;

(c) the Competition Commission of India (or any appellate authority in India having appropriate jurisdiction) having either: (a) granted approval to this Scheme; or (b) been deemed to have granted approval to the Scheme through the expiration of time periods available for their investigation and any period of limitation for filing an appeal therefrom having elapsed;

(d) if required, any waiting period (and any extension thereof) applicable to the consummation of the transactions contemplated in the Scheme and any ancillary documents as entered into between the Companies, or any two of them in terms of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 shall have expired or been terminated;

(e) receipt of approvals of the relevant Stock Exchanges where the equity shares of Strides and Sequent are listed and traded and SEBI in terms of SEBI Scheme Circular;

(f) the fulfilment, satisfaction or waiver (as the case may be) of any approvals from third parties mutually agreed by the Companies as being required for completion of the transaction, as may be mutually agreed between the Companies;

(g) the Scheme being sanctioned by the NCLT in terms of Section 230 to Section 232 and other relevant provisions of the Act; and

(h) the certified copies of the sanction order(s) of NCLT approving this Scheme being filed with the relevant Registrar of Companies having jurisdiction over the Companies."

A copy of the proposed Scheme is attached as Annexure 1 to this Notice and Explanatory Statement. The Scheme is not prejudicial to the interest of the shareholders and creditors of the Applicant Company.

The features set out above being only the salient features of the Scheme, which are subject to details set out in the Scheme, the equity shareholders are requested to read the entire text of the Scheme (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the Scheme.

10. In order to give effect to the Scheme, the Applicant Company, Strides and Solara have entered into an Implementation Agreement dated April 12, 2017, the salient features of which are as under:

(i) The Implementation Agreement contains various conditions precedent to the consummation of the transactions contemplated in the Scheme which include obtaining of relevant regulatory approvals, consents from relevant counterparties such as lenders and customers, absence of any material adverse change with respect to the Applicant Company or Strides, the representations and warranties in relation to the parties being true and correct, etc.;

(ii) In terms of the Implementation Agreement, each of Strides and the Applicant Company has undertaken to conduct its business in relation to the Demerged Undertaking 1 and Demerged Undertaking 2 respectively, in the ordinary course pending completion of the transactions contemplated in the Scheme and has agreed to certain standstill provisions which are customary in transactions of such nature; and

(iii) The parties to the Implementation Agreement have agreed to certain procedural aspects in relation to filing of regulatory approvals required for the Scheme and for the completion of the transactions contemplated therein.

11. Additional Details with respect to variation of terms of Employee Stock Option Plan of Applicant Company:

The Applicant Company currently has one employee stock option plan titled 'Employees Stock Option Plan of M/S SeQuent Scientific Limited' formulated in 2008 and amended in 2015 (**"Plan"**). Stock options have been issued by the Applicant Company under the Plan and certain stock options are outstanding. Given that the holders of the stock options are either employees who may be transferred to Solara as part of the Demerged Undertaking 2 or are employees who will remain at the Applicant Company as part of the Retained Business pursuant to the Scheme, the terms of the stock options held by these employees are required to be modified in the manner set out in the Scheme.

As set out in the Scheme, the Plan is proposed to be amended to vary the terms of the options to provide for (i) accelerated vesting and exercise period in case of options held by employees being transferred to Solara; and (ii) modification of terms of option (including exercise price), as the Nomination & Remuneration Committee of Applicant Company through the Sequent ESOP Trust (as defined in the Scheme) deem fit; and (iii) payment of appropriate compensation as determined by the Nomination & Remuneration Committee of the Applicant Company through the Sequent ESOP Trust (as defined in the Scheme) in order to provide for reduction in intrinsic value of the Applicant Company pursuant to the demerger of the Demerged Undertaking 2, and applicable law. In case of options held by employees being retained with the Applicant Company, such options will be modified in the manner as set out in the Scheme. The Plan empowers the Nomination and Remuneration Committee of the Applicant Company to make amendments to the Plan as it may deem fit.

In light of the foregoing, it is clarified that as set out in the Scheme, the consent to the Scheme by the shareholders of the Applicant Company shall be deemed to be consent, as an integral part of the Scheme, to the modifications required to the Plans pursuant to the Scheme as per the requirements of the Act, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI ESOP Regulations"**) or any other applicable law. No further approval of the shareholders of the Applicant Company would be required in this connection under any applicable law.

Pursuant to the Act and the SEBI ESOP Regulations, the following disclosures are being made with respect to the modification of the terms of the Plans:

(i) *Details of modification of the Plans:*

(a) Acceleration of vesting and exercise period: The stock options granted by the Applicant Company under the Plans to the employees who will be transferred as part of the Demerged Undertaking 2, which have not been exercised (irrespective of whether the options are vested or not) and are outstanding, shall be accelerated such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date (as defined in page 21 of this document) or such other date as may be determined by the relevant committee of the Board of the Applicant Company and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

(b) Modification of exercise price: The stock options granted by the Applicant Company under the Plans to the employees who form part of the Retained Business (as defined in the Scheme) of the Applicant Company and who will not be transferred to Solara, which have not been exercised (irrespective of whether the options are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments to the exercise price by the relevant committee of the Board of the Applicant Company in order to provide for reduction in intrinsic value of the Applicant Company pursuant to the demerger of the Demerged Undertaking 2, in accordance with the provisions of the Plans and applicable Law.

(c) All other terms of the Plans and the options issued thereunder shall remain unchanged.

(ii) *Rationale for modification of the Plans:*

(a) In terms of the SEBI ESOP Regulations, employees who are eligible to receive and exercise stock options must be employees of the Applicant Company or subsidiaries of the Applicant Company. Given that Solara shall not be a subsidiary of the Applicant Company upon the effectiveness of the Scheme, employees who are transferred to Solara cannot continue to hold or exercise stock options issued by the Applicant Company. Accordingly, the terms of the stock options are being varied in order to ensure equitable treatment of such employees and provide for accelerated vesting and exercise period for outstanding stock options for such employees.

(b) Further, while the employees who will form part of the Retained Business and continue their employment with the Applicant Company upon effectiveness of the Scheme may continue to hold and exercise their stock options on the original schedule, however, the underlying value of the Applicant Company's shares will change as the value of the underlying business of the Applicant Company will change after the transfer of the Demerged Undertaking 2 to Solara. Accordingly, the terms of the stock options are being varied in order to ensure equitable treatment of such employees and provide for modification in the exercise price of the stock options for such employees after effectiveness of the Scheme.

(c) The Plan is being modified pursuant to and as an integral part of the Scheme and to provide for a fair and equitable opportunity to all employees being transferred to Solara to exercise stock options granted to them by the Applicant Company prior to their transfer.

(d) In the case of employees being retained with the Applicant Company, the Plan is being modified pursuant to and as an integral part of the Scheme and to provide for a fair and equitable opportunity to all such employees to exercise the stock options at the modified price, taking into account the reduction in intrinsic value of the Applicant Company pursuant to the demerger of the Demerged Undertaking 2, at the relevant time after effectiveness of the Scheme

(e) The rationale for the Scheme has been provided on page 22 of this document.

(f) The variations set out above are not prejudicial to the interests of the option holders.

(iii) *Details of employees who are beneficiaries of such modification as of September 30, 2017:*

Sr. No.	Particulars	Designation
1	Mr. Ravi Kumar Aray	AVP - Finance and Accounts
2	Mr. Manish Gupta	Managing Director
3	Mr.Prasad Sitaram Lad	AVP - Human Resources
4	Mr.Harish Naik	GM-Production
5	Mr. Sharat Narasapur	Joint Managing Director
6	Mr. Tushar Mistry	Chief Financial Officer
7	Mr. Ashish Kakabalia	VP- Veterinary Formulations -Corporate
8	Mr. Naraveera B P	GM- Quality Assurance

Sr. No.	Particulars	Designation
9	Mr. B G Krishna	AGM- Process Development Laboratory
10	Mr. P K Vasudeva	DGM- Research And Development
11	Mr. Hitesh A Galani	DGM- Supply Chain Management
12	Mr. Chander Kant Dhawan	DGM- Veterinary Formulations - Domestic
13	Dr. Sumit Saxena	AVP- Veterinary Formulations -Corporate
14	Mr. Ramakrishna Kamath	AGM- Finance & Accounts
15	Mr. Ravikiran S	GM- Environment, Health & Safety
16	Mr. Muralikrishan H	GM- Production
17	Dr. Ashok Laskar	Product Manager- Veterinary Formulations – Domestic
18	Dr. Saurabh Agarwal	DGM- Veterinary Formulations -Exports
19	Dr. Abhishek Garg	DGM- Veterinary Formulations -Corporate

12. Documents required to be circulated for the Tribunal Convened Meeting under Section 232(2) of the Act and SEBI Scheme Circular:

As required under Section 232(2) of the Act and paragraph 8 of the SEBI Scheme Circular, the following documents are being circulated with this notice and the explanatory statement:

(i) Scheme of Arrangement, enclosed as **Annexure 1**;

(ii) Joint Valuation Reports, enclosed as **Annexure 2**;

(iii) Copy of the Fairness Opinion Report dated March 20, 2017 issued by Keynote Capital Services Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation of the Human API Business as recommended by Price Waterhouse & Co., LLP, Chartered Accountants as **Annexure 3**;

(iv) Copy of the Observation letters issued by the stock exchanges to Applicant Company as **Annexure 4 and 5**;

(v) Complaints reports submitted by the Applicant Company as **Annexure 6**;

(vi) Report adopted by the Board of Directors of the Applicant Company pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 7**;

(vii) Report adopted by the Board of Directors of Strides pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 8**;

(viii) Report adopted by the Board of Directors of Solara pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, enclosed as **Annexure 9**;

(ix) Pre-Scheme and Post-Scheme shareholding pattern, as applicable enclosed as **Annexure 10**;

(x) Abridged prospectus for Solara enclosed as **Annexure 11**;

(xi) Supplementary unaudited accounting statement of Applicant Company for the period ending September 30, 2017, enclosed as **Annexure 12**;

(xii) Supplementary unaudited accounting statement of Strides for the period ending September 30, 2017, enclosed as **Annexure 13**; and

(xiii) Supplementary unaudited accounting statement of Solara for the period ending September 30, 2017, enclosed as **Annexure 14**.

Date : November 21, 2017

Sd/-

Dr. Gopakumar G. Nair
Chairperson appointed for the Meeting

Registered Office:
SeQuent Scientific Limited
301, 3rd Floor, Dosti Pinnacle, Plot No. E7,
Road No. 22, Wagle Industrial Estate,
Thane West - 400 604, Maharashtra

Annexure 1

COMPOSITE SCHEME OF ARRANGEMENT

BETWEEN

STRIDES SHASUN LIMITED

AND

SEQUENT SCIENTIFIC LIMITED

AND

SOLARA ACTIVE PHARMA SCIENCES LIMITED

PART A - GENERAL

PREAMBLE

This Composite Scheme of Arrangement ("**Scheme**" as more particularly defined hereunder) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) between Strides Shasun Limited (formerly Strides Arcolab Limited) ("**Strides**" or the "**Demerged Company 1**") and Sequent Scientific Limited ("**Sequent**" or the "**Demerged Company 2**") and Solara Active Pharma Sciences Limited ("**Solara**" or the "**Resulting Company**") and their respective shareholders and creditors.

BACKGROUND

(a) Strides is a public limited company incorporated on 28 June 1990 under the provisions of the Companies Act, 1956, having its registered office at 201, Devavrata, Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra. Strides is a vertically integrated global pharmaceutical company headquartered in Bangalore. Strides has four business verticals, viz., regulated markets, emerging markets, institutional business and active pharmaceutical ingredients. Strides has a global manufacturing foot print spread across three continents and has three dedicated research and development facilities in India with global filing capabilities and a strong commercial footprint across 85 countries. The equity shares of Strides are listed on the BSE Limited and the National Stock Exchange of India Limited (collectively with BSE Limited, the "**Stock Exchanges**").

(b) Sequent is a public limited company incorporated on 28 June 1985 under the provisions of the Companies Act, 1956, having its registered office at 301, 3rd Floor, Dosti Pinnacle, Plot No.E7 Road No.22, Wagle Industrial Estate, Thane West - 400 604, Maharashtra. Sequent is an integrated pharmaceutical company with a global footprint, operating in the domains of animal health active pharmaceuticals ingredients and formulation, human active pharmaceuticals ingredients, and analytical services. The equity shares of Sequent are listed on the Stock Exchanges.

(c) Solara is a public limited company incorporated on 23 February 2017 under the provisions of the Act, having its registered office at 201, Devavrata, Sector 17, Vashi, Navi Mumbai – 400 703, Maharashtra. Solara has been incorporated with the object of, *inter alia*, undertaking the business of manufacturing, production, processing, formulating, sale, import, export, merchandising, distributing, trading of and dealing in active pharmaceutical ingredients. The entire issued and paid up share capital of Solara is held by Strides and its nominees.

RATIONALE

This Scheme provides for transfer by way of a demerger of the Commodity API Business (as defined hereinafter) of Strides and the Human API Business (as defined hereinafter) of Sequent into Solara.

- The Commodity API Business and Human API Business, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value.
- Segregation of the Commodity API Business from the other core "B2C" businesses of Strides will allow concentrated focus by Solara management on the Commodity API Business and Strides management on its other core B2C businesses.
- Segregation of the Human API Business from the animal healthcare business of Sequent will allow concentrated focus by Solara management on the Human API Business and Sequent management on the animal healthcare business.
- The unbundling of Commodity API Business and Human API Business and consolidation into Solara will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth.
- The demergers are expected to enhance shareholder value for shareholders of both Strides and Sequent.

The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of each of the Demerged Company 1, Demerged Company 2 and the Resulting Company.

In furtherance of the aforesaid, this Scheme provides for the following:

(i) the transfer by way of a demerger of the Demerged Undertaking 1 (as defined hereinafter) of the Demerged Company 1 to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company 1 in accordance with the Share Entitlement Ratio 1 (as defined below) ("**First Demerger**");

(ii) the transfer by way of a demerger of the Demerged Undertaking 2 (as defined hereinafter) of the Demerged Company 2 to the Resulting Company, and the consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company 2 in accordance with the Share Entitlement Ratio 2 (as defined below) ("**Second Demerger**"); and

(iii) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company;

pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the Income Tax Act, 1961, including Section 2(19AA) thereof.

PARTS OF THE SCHEME

The Scheme is divided into following parts:

1. **Part A** deals with background of the Companies, rationale and objective of the Scheme;
2. **Part B** deals with the Definitions, Interpretation and Share Capital;
3. **Part C** deals with demerger of the Demerged Undertaking 1 of Strides on a going concern basis into Solara;
4. **Part D** deals with demerger of the Demerged Undertaking 2 of Sequent on a going concern basis into Solara; and
5. **Part E** deals with the General Terms and Conditions applicable to the Scheme.

TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961

The demergers of the Demerged Undertaking 1 and the Demerged Undertaking 2 from Demerged Company 1 and Demerged Company 2 respectively into the Resulting Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961, such that:

(A) in relation to the First Demerger:

(i) all the properties of Demerged Company 1 forming part of the Demerged Undertaking 1 immediately before the First Demerger shall become the properties of the Resulting Company by virtue of the First Demerger;

(ii) all the liabilities of Demerged Company 1 forming part of the Demerged Undertaking 1 immediately before the First Demerger shall become the liabilities of the Resulting Company by virtue of the First Demerger;

(iii) the properties and the liabilities relatable to the Demerged Company 1 forming part of the Demerged Undertaking 1 shall be transferred to the Resulting Company at the values appearing in the books of account of the Demerged Company 1 immediately before the First Demerger;

(iv) the Resulting Company shall issue, in consideration of the First Demerger, shares to the shareholders of the Demerged Company 1 in the Share Entitlement Ratio 1;

(v) all the shareholders of the Demerged Company 1 as on the Record Date shall become the shareholders of the Resulting Company by virtue of the First Demerger; and

(vi) the transfer of the Demerged Undertaking 1 shall be on a going concern basis.

(B) In relation to the Second Demerger:

(i) all the properties of the Demerged Company 2 forming part of the Demerged Undertaking 2 immediately before the Second Demerger shall become the properties of the Resulting Company by virtue of the Second Demerger;

(ii) all the liabilities relatable to the Demerged Company 2 forming part of the Demerged Undertaking 2 immediately before the Second Demerger shall become the liabilities of the Resulting Company by virtue of the Second Demerger;

(iii) the properties and the liabilities relatable to the Demerged Company 2 forming part of the Demerged Undertaking 2 shall be transferred to the Resulting Company at the values appearing in the books of account of the Demerged Company 2 immediately before the Second Demerger;

(iv) the Resulting Company shall issue, in consideration of the Second Demerger, shares to the shareholders of the Demerged Company 2 in the Share Entitlement Ratio 2;

(v) all the shareholders of the Demerged Company 2 as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Second Demerger; and

(vi) the transfer of the Demerged Undertaking 2 shall be on a going concern basis.

If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income Tax Act, 1961 at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(19AA) of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income Tax Act, 1961. Such modifications shall however not affect the other parts of the Scheme.

PART B - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

1.1 "**Act**" means the Companies Act, 2013 and the Companies Act, 1956 (to the extent the same is in force and applicable), the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force;

1.2 "**Appointed Date**" means opening of business on 1 October 2017 or such other date as the NCLT may direct/ allow;

1.3 "**Applicable Law**" means any applicable statute, law, regulation, ordinance, rule, judgment, order, decree, clearance, approval, directive, guideline, requirement or any similar form of determination by or decision of any Appropriate Authority, that is binding or applicable to a Person, whether in effect as of the date on which this Scheme has been approved by the Board of the Companies or at any time thereafter;

1.4 "**Appropriate Authority**" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange of India or any other country including the Registrar of Companies, Regional Director, Company Law Board, Competition Commission of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges, National Company Law Tribunal, and such other sectoral regulators or authorities as may be applicable;

1.5 "**Board**" in respect of a Company means the board of directors of such Company in office at the relevant time, and, unless it is repugnant to the context, shall include a committee duly constituted and authorized thereby;

1.6 "**Companies**" shall mean Strides, Sequent and Solara, collectively, and "**Company**" shall mean any one of them as the context may require;

1.7 "**Commodity API Business**" means the business of manufacturing, marketing and distributing active pharmaceuticals ingredients undertaken by Strides;

1.8 "**Demerged Liabilities 1**" shall have the meaning set out in Clause 5.9;

1.9 "**Demerged Liabilities 2**" shall have the meaning set out in Clause 16.9;

1.10 "**Demerged Undertaking 1**" means all the businesses, undertakings, activities, operations and properties, of whatsoever nature and kind and wheresoever situated, forming part of the Commodity API Business as a going concern, including but not limited to, the following:

(a) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold (including properties leased from SIPCOT at Cuddalore), leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Commodity API Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or licence or other rights to use of premises, in connection with the said immovable properties;

(b) all assets, as are movable in nature forming part of the Commodity API Business, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants), actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches undertaking the active pharmaceutical ingredients business in India or overseas outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on the Commodity API Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Commodity API Business;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease/ licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Commodity API Business;

(e) all intellectual property rights, drug master files, applications (including hardware, software, licenses, source codes, para meterisation and scripts), registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the Commodity API Business;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company 1 forming part of the Commodity API Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company 1 and forming part of the Commodity API Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Commodity API Business;

(h) the Demerged Liabilities 1;

(i) the Strides Transferred Employees; and

(j) all legal or other proceedings of whatsoever nature that form part of the Commodity API Business.

For the avoidance of doubt, it is clarified that the investment made by Demerged Company 1 and the shareholding acquired by Demerged Company 1 in Perrigo API India Private Limited shall not constitute part of the Commodity API Business and shall not be part of the Demerged Undertaking 1.

1.11 "**Demerged Undertaking 2**" means all the businesses, undertakings, activities, operations and properties, of whatsoever nature and kind and wheresoever situated, forming part of the Human API Business as a going concern, including but not limited to, the following:

(a) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Human API Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or licence or other rights to use of premises, in connection with the said immovable properties;

(b) all assets, as are movable in nature forming part of the Human API Business, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants) actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches undertaking the active pharmaceutical ingredients business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals, and exemptions and other benefits (in each case including the benefit of any applications made for the

same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on the Human API Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Human API Business;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease/ licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Human API Business;

(e) all intellectual property rights, drug master files, applications (including hardware, software, licenses, source codes, para meterisation and scripts), registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the Human API Business;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company 2 forming part of the Human API Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company 2 and forming part of the Human API Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Human API Business;

(h) the Demerged Liabilities 2;

(i) the Sequent Transferred Employees; and

(j) all legal or other proceedings of whatsoever nature that form part of the Human API Business.

1.12 "**Effective Date**" means the last of the dates on which all the conditions and matters referred to in Clause 30 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. References in this Scheme to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly;

1.13 "**Encumbrance**" or to "**Encumber**" means without limitation any options, claim, pre-emptive right, easement, limitation, attachment, restraint, mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under applicable law;

1.14 "**Existing Stock Option Schemes - Sequent**" means the 'Employee Stock Option Plan of Sequent Scientific Limited' approved by the Board of Sequent on January 29, 2008 and amended by the Board of Sequent on January 27, 2010 and May 28, 2014 and by the shareholders of Sequent on September 24, 2015;

1.15 "**Existing Stock Option Schemes - Strides**" means the Strides Arcolab ESOP 2011, Strides Arcolab Employee Stock Option Plan 2015 and Strides Shasun Employees Stock Option Plan 2016 of Strides;

1.16 "**Human API Business**" means the business of manufacturing, marketing, distributing and developing active pharmaceuticals ingredients carried on by Sequent, other than active pharmaceuticals ingredients manufactured, marketed, distributed, developed or being developed purely or primarily for veterinary purposes;

1.17 "**Liabilities**" means all debts (whether in Indian Rupees or foreign currency), liabilities (including contingent liabilities, and obligations under any licenses or permits or schemes), loans raised and used, obligations incurred, duties of any kind, nature or description and undertakings of every kind or nature and the liabilities of any description whatsoever whether present or future, and howsoever raised or incurred or utilized along with any charge, encumbrance, lien or security thereon;

1.18 "**Long Stop Date**" shall have the meaning set out in Clause 31.1;

1.19 "**National Company Law Tribunal**" or "**NCLT**" means the National Company Law Tribunal at Mumbai having jurisdiction in relation to the Companies and/ or the National Company Law Appellate Tribunal **(**"**NCLAT**") as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under sections 230 to 232 of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable;

1.20 "**Record Date**" means a mutually agreed date to be fixed by the Boards of Strides and Sequent for the purposes of determining the equity shareholders of Strides and Sequent respectively to whom shares would be issued and allotted in accordance with Clauses 6 and 17 of this Scheme;

1.21 "**Registrar of Companies**" means the Registrar of Companies at Mumbai, Maharashtra;

1.22 "**Retained Business of Demerged Company 1**" means all the undertakings, investments, businesses, activities and operations of Demerged Company 1 other than those comprised in the Demerged Undertaking 1;

1.23 "**Retained Business of Demerged Company 2**" means all the undertakings, investments (including the shares held by Sequent in Strides), businesses, activities and operations of Demerged Company 2 other than those comprised in the Demerged Undertaking 2;

1.24 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this Composite Scheme of Arrangement in its present form as submitted to NCLT or this Scheme with such modification(s), if any made, as per Clause 29 of the Scheme;

1.25 "**SEBI**" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

1.26 "**SEBI Scheme Circular**" shall have the meaning set out in Clause 30(a);

1.27 "**Sequent**" or "**Demerged Company 2**" means Sequent Scientific Limited (Corporate Identification Number: L99999MH1985PLC036685), a public company incorporated under the Companies Act 1956 and having its registered office at 301, 3rd Floor, Dosti Pinnacle, Plot No.E7 Road No.22, Wagle Industrial Estate, Thane 400604, Maharashtra, India;

1.28 "**Sequent Locked in Shares**" shall have the meaning set out in Clause 17.12;

1.29 "**Sequent Transferred Employees**" shall have the meaning set out in Clause 21.1;

1.30 "**Share Entitlement Ratio 1**" shall have the meaning set out in Clause 6.1;

1.31 "**Share Entitlement Ratio 2**" shall have the meaning set out in Clause 17.1;

1.32 "**Solara**" or "**Resulting Company**" means Solara Active Pharma Sciences Limited (Corporate Identification Number: U24230MH2017PLC291636, incorporated as 'SSL Pharma Sciences Limited' and name changed on March 25, 2017), a company incorporated under the Act and having its registered office at 201, Devavrata, Sector – 17, Vashi, Navi Mumbai – 400703, Maharashtra, India;

1.33 "**Stock Exchange**" means BSE Limited and/ or the National Stock Exchange of India Limited and "**Stock Exchanges**" shall mean both collectively;

1.34 "**Strides**" or "**Demerged Company 1**" means Strides Shasun Limited (Corporate Identification Number: L24230MH1990PLC057062), a public company incorporated under the Companies Act 1956 and having its registered office at 201, Devavrata, Sector – 17, Vashi, Navi Mumbai – 400703, Maharashtra, India.

1.35 "**Strides Locked in Shares**" shall have the meaning set out in Clause 6.12; and

1.36 "**Strides Transferred Employees**" shall have the meaning set out in Clause 10.1.

2. INTERPRETATION

2.1 All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof for the time being in force.

2.2 References to clauses, recitals and schedules, unless otherwise provided, are to clauses, recitals and schedules of and to this Scheme.

2.3 The headings herein shall not affect the construction of this Scheme.

2.4 Unless the context otherwise requires, reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

2.5 The singular shall include the plural and vice versa; and references to one gender include all genders.

2.6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2.7 References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

This Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.

4. SHARE CAPITAL

4.1 The authorized, issued, subscribed and paid up share capital of Demerged Company 1 as on August 28, 2017 is as under:

Share Capital	**Amount (In ₹)**
Authorized Share Capital	
176,750,000 equity Shares of ₹ 10/- each	1,767,500,000
TOTAL	**1,767,500,000**
Issued, subscribed and paid-up Share Capital	
89,493,006 equity Shares of ₹ 10/- each fully paid up*	894,930,060
TOTAL	**894,930,060**

** Strides has 391,097 outstanding employee stock options under the Existing Stock Option Schemes - Strides, the exercise of which may result in an increase of upto 391,097 equity shares in the issued and paid-up share capital of Strides.*

4.2 The authorized, issued, subscribed and paid up share capital of Sequent as on August 28, 2017 is as under:

Share Capital	**Amount (In ₹)**
Authorized Share Capital	
250,000,000 equity shares of ₹ 2 each	500,000,000
TOTAL	**500,000,000**
Issued, subscribed and paid-up Share Capital	
243,736,195 equity shares of ₹ 2 each, fully paid up*	487,472,390
TOTAL	**487,472,390**

** Sequent has 2,592,700 outstanding employee stock options under an Existing Stock Option Scheme - Sequent, the exercise of which may result in an increase of upto 1,147,500 equity shares in the issued and paid-up share capital of Sequent.*

4.3 The authorized, issued, subscribed and paid up share capital of Solara as on August 28, 2017 is as under:

Share Capital	**Amount (In ₹)**
Authorized Share Capital	
10,000 equity shares of ₹ 10 each	100,000
TOTAL	**100,000**
Issued, subscribed and paid-up Share Capital	
10,000 equity shares of ₹ 10 each, fully paid up	100,000
TOTAL	**100,000**

The entire issued and paid-up capital of Solara is held by Strides and its nominee shareholders.

PART C - TRANSFER AND VESTING OF DEMERGED Undertaking 1 OF DEMERGED COMPANY 1 INTO RESULTING COMPANY

5. TRANSFER AND VESTING OF DEMERGED Undertaking 1

TRANSFER OF ASSETS

5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking 1 shall, subject to the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Section 232 of the Act and without any further act or deed, be demerged from the Demerged Company 1 and be transferred to and vested in and be deemed to have been demerged from the Demerged Company 1 and transferred to and vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

5.2 Upon the Scheme becoming effective, with effect from the Appointed Date, in respect of such of the assets of the Demerged Undertaking 1 as are movable in nature and/ or otherwise capable of transfer by manual or constructive delivery and/ or by endorsement and delivery, the same shall stand transferred by Demerged Company 1 to Resulting Company pursuant to the

provisions of Section 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of Resulting Company as an integral part of the Demerged Undertaking 1 subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

5.3 Without prejudice to the generality of Clause 5.2 and in respect of movable assets other than those dealt with in Clause 5.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with any Appropriate Authorities or any other bodies and/ or customers or any other person, if any, forming part of the Demerged Undertaking 1, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in Resulting Company without any notice or other intimation to any person in pursuance of the provisions of Sections 230 to 232 read with other relevant provisions of the Act to the end and intent that the right of Demerged Company 1 to recover or realize the same stands transferred to Resulting Company, and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors, depositors or persons as the case may be. Resulting Company may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in Resulting Company and be paid or made good or held on account of the Resulting Company as the person entitled thereto.

5.4 Without prejudice to the generality of the foregoing, all assets, estate, rights, title, interest and authorities held by the Demerged Company 1 on the Appointed Date in relation to the Demerged Undertaking 1, not otherwise specified in Clauses 5.1, 5.2 and 5.3 above, shall also, without any further act, instrument or deed, stand transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 of the Act.

5.5 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Demerged Company 1 in any immovable properties including any leasehold/ leave and licence/ right of way properties of Demerged Company 1 forming part of the Demerged Undertaking 1, shall, pursuant to Section 232 of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in Resulting Company on the same terms and conditions. The immovable property forming part of the Demerged Undertaking 1 shall stand transferred to Resulting Company either under the Scheme or by way of a separate conveyance or agreement without payment of consideration.

5.6 All assets, estate, rights, title, interest and authorities acquired by Demerged Company 1 after the Appointed Date and prior to the Effective Date forming part of the Demerged Undertaking 1 shall also stand transferred to and vested or be deemed to have been transferred to or vested in Resulting Company upon the coming into effect of this Scheme without any further act, instrument or deed.

5.7 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, tax incentives/ concessions, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of Demerged Company 1, and the rights and benefits under the same, in so far as they relate to the Demerged Undertaking 1 and all intellectual property and rights thereto of Demerged Company 1, whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Demerged Undertaking 1 and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by Demerged Company 1 forming part of the Demerged Undertaking 1 shall be transferred to and vested in or deemed to have transferred to or vested in Resulting Company and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, Resulting Company on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Demerged Undertaking 1 in Resulting Company and continuation of operations forming part of Demerged Undertaking 1 in Resulting Company without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of Demerged Company 1, Resulting Company had been a party or beneficiary or obligee thereto.

5.8 In so far as various incentives, subsidies, exemptions, all indirect tax related benefits, including service tax benefits, income tax holiday/ benefit/ losses and other benefits or exemptions or privileges enjoyed, granted by any Appropriate Authority or by any other person, or availed of by Demerged Company 1 are concerned, the same shall, without any further act or deed, in so far as they relate to the Demerged Undertaking 1, vest with and be available to Resulting Company on the same terms and conditions as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to Resulting Company.

TRANSFER OF LIABILITIES

5.9 Upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, duties, obligations, and Liabilities (including contingent liabilities) of Demerged Company 1 forming part of the Demerged Undertaking 1 ("**Demerged Liabilities 1**") shall without any further act, instrument or deed be and stand transferred to Resulting Company to the extent that they are outstanding as on the Effective Date and shall thereupon become the debts, duties, obligations, and liabilities

of Resulting Company which it undertakes to meet, discharge and satisfy to the exclusion of Demerged Company 1 such that Demerged Company 1 shall in no event be responsible or liable in relation to any such Demerged Liabilities 1. Resulting Company shall keep Demerged Company 1 indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this Clause. The term "**Demerged Liabilities 1**" shall mean:

(a) the liabilities which arise out of the activities or operations of the Demerged Undertaking 1;

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and utilized solely for the activities or operations of the Demerged Undertaking 1); and

(c) in cases other than those referred to in Clause 5.9(a) or Clause 5.9(b) above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company 1, as stand in the same proportion which the value of the assets transferred pursuant to the First Demerger bears to the total value of the assets of Demerged Company 1 immediately prior to the Appointed Date.

5.10 In so far as loans and borrowings of Demerged Company 1 are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to Resulting Company in terms of Clause 5.9 hereof, shall, without any further act or deed, become loans and borrowings of Resulting Company, and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against Resulting Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities shall be that of Resulting Company.

5.11 Where any of the liabilities and obligations of Demerged Company 1 as on the Appointed Date deemed to be transferred to Resulting Company, have been partially or fully discharged by Demerged Company 1 after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all liabilities and obligations incurred by Demerged Company 1 for the operations of the Demerged Undertaking 1after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company.

5.12 In so far as the existing Encumbrances in respect of the Demerged Liabilities 1 are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking 1 which have been Encumbered in respect of the Demerged Liabilities 1 as transferred to Resulting Company pursuant to this Scheme. Provided that if any of the assets comprised in the Demerged Undertaking 1 which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Demerged Liabilities 1, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

5.13 Subject to the other provisions of this Scheme, in so far as the assets forming part of the Demerged Undertaking 1 are concerned, the Encumbrances, over such assets, to the extent they relate to any loans or borrowings or debentures or other debt or debt securities of Demerged Company 1 pertaining to the Retained Business of Demerged Company 1 shall, as and from the Effective Date, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as Encumbrances in relation to those liabilities of Demerged Company 1 pertaining to the Retained Business of Demerged Company 1 which are not transferred to Resulting Company pursuant to the Scheme (and which shall continue with Demerged Company 1).

5.14 In so far as the assets of the Retained Business of Demerged Company 1 are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings forming part of the Demerged Undertaking 1 shall, without any further act, instrument or deed be released and discharged from such Encumbrances. The absence of any formal amendment which may be required by a bank and/ or financial institution or trustee or third party in order to effect such release shall not affect the operation of this Clause 5.14.

5.15 In so far as the existing Encumbrances in respect of the loans and other liabilities relating to the Retained Business of Demerged Company 1 are concerned, such Encumbrances shall, without any further act, instrument or deed be continued with Demerged Company 1 only on the assets relating to the Retained Business of Demerged Company 1 and the assets of the Demerged Undertaking 1 shall stand released therefrom.

5.16 Without any prejudice to the provisions of the foregoing Clauses, Demerged Company 1 and Resulting Company shall enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies to give formal effect to the provisions of this Clause and foregoing Clauses, if required.

5.17 Upon the coming into effect of this Scheme and with effect from the Appointed Date, Demerged Company 1 alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Retained Business of Demerged Company 1 and Resulting Company shall not have any obligations in respect of the debts, liabilities, duties

and obligations of the Retained Business of Demerged Company 1. Further, upon the coming into effect of this Scheme and with effect from the Appointed Date, Resulting Company alone shall be liable to perform all obligations in respect of Demerged Liabilities 1, which have been transferred to it in terms of this Scheme, and Demerged Company 1 shall not have any obligations in respect of such Demerged Liabilities 1.

5.18 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions.

5.19 It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the Demerged Liabilities 1 transferred to the Resulting Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

5.20 All cheques and other negotiable instruments, pay orders, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of Demerged Company 1 after the Effective Date, in so far as the same forms part of the Demerged Undertaking 1, shall be deemed to have been in the name of Resulting Company and credited to the account of Resulting Company, if presented by Resulting Company or received through electronic transfers and shall be accepted by the relevant bankers and credited to the accounts of the Resulting Company. Similarly, the banker of Resulting Company shall honour all cheques/ electronic fund transfer instructions issued by Demerged Company 1 (in relation to the Demerged Undertaking 1) for payment after the Effective Date. If required, the bankers of Demerged Company 1 and/ or Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of Demerged Company 1 by Resulting Company in relation to the Demerged Undertaking 1 for such time as may be determined to be necessary by Resulting Company for presentation and deposit of cheques, pay order and electronic transfers that have been issued/ made in the name of Demerged Company 1.

6. CONSIDERATION FOR DEMERGER

6.1 Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Demerged Company 1 in Resulting Company in terms of this Scheme, Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of Demerged Company 1, holding fully paid up equity shares in Demerged Company 1 and whose names appear in the register of members of Demerged Company 1 on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

*"1 (one) fully paid up equity share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of ₹ 10 (Rupees Ten only) each held in Strides" ("***Share Entitlement Ratio 1"***)*

6.2 The consideration in the form of equity shares shall be issued and allotted by Resulting Company in dematerialized form to all the shareholders of Demerged Company 1 holding such shares in dematerialized form and in physical form to all those shareholders of Demerged Company 1, holding such shares in physical form as per Clause 6.8.

6.3 Other than in respect of issuance of shares by the Demerged Company 1 pursuant to exercise of options which have been granted as on March 20, 2017 under the Existing Stock Option Schemes - Strides, in the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company 1 or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs after March 20, 2017 and before issuance of shares to the shareholders of the Demerged Company 1 pursuant to Clause 6.1 above, the Share Entitlement Ratio 1 shall be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

6.4 The equity shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company 1 shall be subject to the Scheme, the memorandum and articles of association of Resulting Company and applicable laws and shall rank pari passu in all respects with the then existing equity shares of Resulting Company.

6.5 No shares shall be allotted in respect of fractional entitlements, by Resulting Company to which the members of Demerged Company 1 may be entitled on allotment of shares as per Clause 6.1. The Board of Resulting Company shall, at its absolute discretion, decide to take any or a combination of the following actions:

(a) consolidate all such fractional entitlements and thereupon allot equity shares in lieu thereof to a person/ trustee authorized by the Board of Resulting Company in this behalf who shall hold the shares in trust on behalf of the members of Demerged Company 1 entitled to fractional entitlements with the express understanding that such person shall sell the shares of Resulting Company so allotted on the Stock Exchanges at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of Demerged Company 1 in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of Resulting Company by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.

(b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders of Demerged Company 1.

(c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of Demerged Company 1 and Resulting Company.

6.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company 1, the Board of Demerged Company 1 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in Demerged Company 1, after the effectiveness of this Scheme. The Board of Demerged Company 1 shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in Demerged Company 1 on account of difficulties faced in the transaction period.

6.7 Without prejudice to the generality of Clause 6.1 above, the Board of Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of equity shares to the members of Demerged Company 1 pursuant to Clause 6.1 of the Scheme.

6.8 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of Demerged Company 1 in dematerialized form, in to the account in which shares of the Demerged Company 1 are held or such other account as is intimated in writing by the shareholders to Demerged Company 1 and/ or its Registrar provided such intimation has been received by the Demerged Company 1 and/or its Registrar at least 30 (thirty) days before the Record Date. All those shareholders who hold shares of Demerged Company 1 in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to Demerged Company 1 and/ or its Registrar provided such intimation has been received by the Demerged Company 1 and/ or its Registrar at least 30 (thirty) days before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.

6.9 The equity shares to be issued by Resulting Company, pursuant to Clause 6.1 above, in respect of any equity shares of Demerged Company 1 which are held in abeyance under the provisions of Section 126 of the Act or which the Resulting Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Laws or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by Resulting Company.

6.10 Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company 1 as on the Record Date, as provided in this Scheme.

6.11 The equity shares to be issued by Resulting Company to the members of Demerged Company 1 pursuant to Clause 6.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges on which shares of Demerged Company 1 are listed on the Effective Date. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Resulting Company with the formalities of the said Stock Exchange. The equity shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated stock exchange. There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme.

6.12 The equity shares of Resulting Company issued in respect of any equity shares of Demerged Company 1 that are subject to lock in under applicable law ("**Strides Locked in Shares**"), if any, will also be subject to a lock in for the remainder of the period for which the Strides Locked in Shares are subject to lock in.

6.13 The equity shares of the Resulting Company issued pursuant to this Scheme may not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the NCLT to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the equity shares of the Resulting Company for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

7. REDUCTION OF SHARE CAPITAL

7.1 Reduction of Share Capital held by Demerged Company 1 in Resulting Company

7.1.1 Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the existing shareholding of Demerged Company 1 in Resulting Company shall stand cancelled without any further act or deed immediately following the issuance of shares by Resulting Company to the shareholders of Demerged Company 1 and Demerged Company 2 pursuant to Clauses 6.1 and 17.1 of this Scheme, in accordance with provisions of the Scheme.

7.1.2 The reduction of share capital of Resulting Company shall be effected as an integral part of this Scheme and Resulting Company shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

7.1.3 The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

7.1.4 Notwithstanding the reduction in the equity share capital of Resulting Company, Resulting Company shall not be required to add "And Reduced" as suffix to its name.

7.2 **Reduction of Share Capital of Demerged Company 1**

7.2.1 Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the securities premium account of the Demerged Company 1 shall stand reduced to the extent required in accordance with Clause 8.3 without any further act or deed in accordance with provisions of the Scheme.

7.2.2 The reduction of share capital of the Demerged Company 1 shall be effected as an integral part of this Scheme and the Demerged Company 1 shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

7.2.3 The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

7.2.4 Notwithstanding the reduction in the equity share capital of the Demerged Company 1, the Demerged Company 1 shall not be required to add "And Reduced" as suffix to its name.

8. ACCOUNTING TREATMENT

IN THE BOOKS OF THE DEMERGED COMPANY 1

Upon the effectiveness of this Scheme, in accordance with the applicable accounting standards, Act and generally accepted accounting principles in India, the Demerged Company 1 shall provide the following accounting treatment in its books of accounts:

8.1 Upon the Scheme coming into effect, with effect from the Appointed Date, the Demerged Company 1 shall transfer the assets and liabilities forming part of the Demerged Undertaking 1 to the Resulting Company at their respective carrying amounts (i.e. the book value) at the Appointed Date;

8.2 Inter-company investment between the Demerged Company 1 and the Resulting Company will stand cancelled as per Clause 7.1 and there shall be no further obligation/ outstanding in that behalf.

8.3 **Adjustments**

8.3.1 Upon the Scheme coming into effect, Reserves of the Demerged Company 1 shall be adjusted for:

(i) solely to meet the requirements of Ind AS notified under Section 133 of the Act, the fair value as at the Appointed Date of the Demerged Undertaking 1; and

(ii) the reduction of shareholding of the Demerged Company 1 in the Resulting Company as per Clause 7.1 of the Scheme.

8.3.2 The adjustment to Reserves mentioned in Clause 8.3.1 shall be as follows:

(i) the excess of the book value of assets over the book value of liabilities transferred as per Clause 8.1 as at the Appointed Date shall be reduced from the balance in the Securities Premium account.

(ii) the difference between (a) the fair value of the Demerged Undertaking 1 as determined under Clause 8.3.1(i), and (b) the adjustment under Clause 8.3.2(i), shall be charged to the surplus/ deficit accumulated in Retained earnings.

The adjustment to Reserves mentioned in Clause 8.3.1 (ii) shall be by way of reduction of the balance in Retained earnings.

8.4 Upon the Scheme coming into effect, with effect from Appointed Date, solely to meet the requirements of Ind AS notified under section 133 of the Act, the difference between (a) the fair value of the Demerged Undertaking 1 as determined under Clause 8.3.1(i), and (b) the excess of the book value of assets over the book value of liabilities transferred as per Clause 8.1 as at the Appointed Date, shall be credited to the Statement of Profit and Loss.

8.5 As mentioned in Clause 9.1, with effect from Appointed Date until Effective Date, the Demerged Company 1 shall be deemed to have been carrying on and shall carry on its business and activities relating to the Demerged Undertaking 1 and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its estates, properties, rights, title, interest, authorities, contracts and investments and assets forming part of the Demerged Undertaking 1 for and on account of and in trust for the Resulting Company. Accordingly, the following shall apply:

(i) Pending approval of the Scheme by the NCLT and other appropriate authorities, in the period between Appointed Date and the Effective Date, the Demerged Company 1 shall continue to record the transactions and balances relating to the Demerged Undertaking 1 in its books of account.

(ii) Upon the Scheme coming into effect, the Demerged Company 1 shall derecognize all transactions and balances relating to the Demerged Undertaking 1 that was recorded between the Appointed Date and the Effective Date pursuant to Clause 8.5(i) above and shall redraw its books of account to the extent required to give effect to the Scheme.

8.6 It is reiterated that the demerger of the Demerged Undertaking 1 of the Demerged Company 1 into the Resulting Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

IN THE BOOKS OF THE RESULTING COMPANY

Upon the effectiveness of this Scheme, in accordance with the applicable accounting standards, Act and generally accepted accounting principles in India, the Resulting Company shall provide the following accounting treatment in its books of accounts:

8.7 Upon the Scheme coming into effect, with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities of the Commodity API Business of the Demerged Company 1 vested in it pursuant to this Scheme at their respective book values appearing in the books of the Demerged Company 1, as per Clause 8.1 above in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act;

8.8 The Resulting Company shall record the equity shares issued and allotted by it pursuant to Clause 6.1 of the Scheme at a premium. The face value of the equity shares issued shall be recorded to the credit of share capital account. The premium on issue of equity shares shall be determined as the difference between (i) the book value of the net assets (i.e book value of assets and the liabilities) recorded pursuant to Clause 8.7, and (ii) the face value of the equity shares allotted. The premium shall be credited to the Securities Premium account.

8.9 Shares held by the Demerged Company 1 in the Resulting Company shall stand cancelled as per Clause 7.1 and the same shall be transferred to Capital reserve. There shall be no further obligation in respect of the cancelled shares.

8.10 Notwithstanding the above, the Board of Directors of the Resulting Company, in consultation with its statutory auditors, is authorized to account any of the balances in any other manner in accordance with the applicable accounting standards, if such accounting treatment is considered more appropriate.

8.11 It is reiterated that the demerger of the Commodity API Business of the Demerged Company 1 into the Resulting Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961. Upon the Scheme coming into effect, the Resulting Company shall account for the transactions relating to the Commodity API Business from the Appointed Date and shall redraw its books of account to the extent required to give effect to the Scheme.

9. CONDUCT OF DEMERGED UNDERTAKING 1 OF DEMERGED COMPANY 1 TILL THE EFFECTIVE DATE

With effect from the date of approval of this Scheme by the respective Boards and up to and including the Effective Date:

9.1 Demerged Company 1 shall be deemed to have been carrying on and shall carry on its business and activities relating to the Demerged Undertaking 1 and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its estates, properties, rights, title, interest, authorities, contracts and investments and assets forming part of the Demerged Undertaking 1 for and on account of and in trust for Resulting Company.

9.2 Demerged Company 1 undertakes that it will preserve and carry on the business of the Demerged Undertaking 1 and hold its said assets with reasonable diligence and business prudence and shall not undertake financial commitments in respect of, or sell, transfer, alienate, charge, mortgage, or encumber, the Demerged Undertaking 1 or any part thereof or recruit new employees or conclude settlements with union or employees without the concurrence of Resulting Company or undertake substantial expansion or change the general character or nature of the business of the Demerged Undertaking 1 or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Resulting Company has been obtained.

9.3 Without prejudice to the generality of Clause 9.2 above, neither Demerged Company 1 nor Resulting Company shall take, enter into, perform or undertake, as applicable: (i) any material decision in relation to its business and affairs and operations as form part of, in case of Demerged Company 1, the Demerged Undertaking 1 and in case of Resulting Company, to its entire business; and (ii) any agreement or transaction, which is not in the ordinary course of business as carried on by it as on March 20, 2017, without the prior written consent of the Board of the other Company or except as mutually agreed between Demerged Company 1 and Resulting Company in writing.

9.4 All the profits or income accruing or arising to Demerged Company 1 and expenditure or losses arising or incurred or suffered by Demerged Company 1 which form part of Demerged Undertaking 1, for the period commencing from the Appointed Date shall, for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of Resulting Company, except for profits or income accruing to the Retained Business of Demerged Company 1.

9.5 Any of the rights, powers, authorities or privileges attached, related or forming part of the Demerged Undertaking 1, exercised by Demerged Company 1 shall be deemed to have been exercised by Demerged Company 1 for and on behalf of, and in trust for Resulting Company. Similarly, any of the obligations, duties and commitments attached, related or forming part of the Demerged Undertaking 1 that have been undertaken or discharged by Demerged Company 1 shall be deemed to have been undertaken/ discharged for and on behalf of Resulting Company.

9.6 Demerged Company 1 and Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/ State Government and all other Appropriate Authorities concerned as are necessary under any Applicable Law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.

9.7 Demerged Company 1 shall not vary the terms and conditions of employment of any of the employees in relation to the Demerged Undertaking 1 except in the ordinary course of business or with the prior written consent of Resulting Company.

9.8 With effect from the Effective Date, Resulting Company shall commence and carry on and shall be authorized to carry on the Commodity API Business which was earlier carried on by Demerged Company 1.

10. EMPLOYEES

10.1 On the Scheme becoming effective, all permanent employees of Demerged Company 1 engaged in the Demerged Undertaking 1 in service on the Effective Date ("**Strides Transferred Employees**") shall be deemed to have become employees of Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Resulting Company shall not be less favourable than those applicable to them with reference to their employment in Demerged Company 1 on the Effective Date.

10.2 It is expressly provided that, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Demerged Company 1 (including Strides Transferred Employees) are concerned (collectively referred to as the "**Strides Funds**"), such proportion of the investments made in the funds and liabilities which are referable to the Strides Transferred Employees shall be transferred to the similar funds created by Resulting Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of Resulting Company, maintained as separate funds by Resulting Company. In the event that Resulting Company does not have its own funds in respect of any of the above, Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Strides Funds or discharge such liabilities of Demerged Company 1, until such time that Resulting Company creates its own funds, at which time the funds and the investments and contributions pertaining to the Strides Transferred Employees shall be transferred to the funds created by Resulting Company.

10.3 Further to the transfer of Strides Funds as set out in Clause 10.2 above, for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of Demerged Company 1 in relation to Demerged Undertaking 1 as on the Effective Date in relation to such fund or funds shall become those of Resulting Company. It is clarified that the services of the Strides Transferred Employees of Demerged Company 1 forming part of the Demerged Undertaking 1 will be treated as having been continuous for the purpose of the said Strides Funds.

10.4 In relation to any other fund (including any funds set up by the government for employee benefits) created or existing for the benefit of the Strides Transferred Employees, Resulting Company shall stand substituted for Demerged Company 1, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such Strides Transferred Employees.

10.5 In so far as the existing benefits or funds created by Demerged Company 1 for the employees of the Retained Business of Demerged Company 1 are concerned, the same shall continue and Demerged Company 1 shall continue to contribute to such benefits or funds in accordance with the provisions thereof, and such benefits or funds, if any, shall be held *inter alia* for the benefit of the employees of the Retained Business of Demerged Company 1 and Resulting Company shall have no liability in respect thereof.

10.6 Stock Options:

(a) The stock options granted by Demerged Company 1 under the Existing Stock Option Schemes - Strides to the employees who will be transferred as part of the Demerged Undertaking 1, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall be accelerated such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Demerged Company 1 and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

(b) The stock options granted by Demerged Company 1 under the Existing Stock Option Schemes - Strides to the employees who form part of the Retained Business of Demerged Company 1 and will not be transferred to Resulting Company, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments to the exercise price by the relevant committee of the Board of Demerged Company 1 in order to provide for reduction in intrinsic value of the Demerged Company 1 pursuant to the demerger of the Demerged Undertaking 1, in accordance with the provisions of the Existing Stock Option Schemes – Strides and applicable Law.

(c) The relevant committee of the Board of Demerged Company 1 shall make appropriate amendments to the Existing Stock Option Schemes – Strides to provide for (i) acceleration of the vesting period of the stock options held by the employees who are being transferred under the Demerged Undertaking 1 such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of the Demerged Company 1 and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date; and (ii) modification of the exercise price of the stock options held by the employees who shall form of the Retained Business of Demerged Company 1 in order to provide for reduction in intrinsic value of the Demerged Company

1 pursuant to the demerger of the Demerged Undertaking 1. The modifications/adjustments, if any, to the Existing Stock Option Schemes - Strides required to effect the treatment set out at (a) and (b) above shall be effected as an integral part of the Scheme and the approval granted to the Scheme by the shareholders shall also be deemed to be their approval to such amendments pertaining to the Existing Stock Option Schemes – Strides required under Applicable Law, including under Section 62 of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014. No further approval of the shareholders of Demerged Company 1 or any other Person would be required in this connection.

11. LEGAL PROCEEDINGS

11.1 Upon the coming into effect of this Scheme, if any suit, appeal, legal, taxation or other proceeding of whatever nature, whether criminal or civil (including before any statutory or quasi-judicial authority or tribunal), under any statute, by or against Demerged Company 1 in relation to Demerged Undertaking 1 whether pending on the Appointed Date or which may be instituted any time thereafter, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Resulting Company, as the case may be, after the Effective Date, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Demerged Company 1 in relation to Demerged Undertaking 1 as if this Scheme had not been made.

11.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against Demerged Company 1 in relation to Demerged Undertaking 1, Resulting Company shall be made party thereto and shall prosecute or defend such proceedings in co-operation with Demerged Company 1 and any payment and expenses made thereto shall be the liability of Resulting Company.

11.3 Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company 1 referred to in Clause 11.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company 1. Both companies shall make relevant applications in that behalf.

12. CONTRACTS, DEEDS, ETC.

12.1 Upon coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, schemes, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature forming part of the Demerged Undertaking 1 to which Demerged Company 1 is a party or to the benefit of which Demerged Company 1 is eligible and which is subsisting or having effect on the Effective Date, shall without any further act or deed, continue in full force and effect against or in favour of Resulting Company and may be enforced by or against Resulting Company as fully and effectually as if, instead of Demerged Company 1, Resulting Company had been a party thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any such contracts, deeds, bonds, agreements, schemes, arrangements and other instruments to give effect to the provisions of this Clause 12 of the Scheme.

12.2 Resulting Company may at its sole discretion enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which Demerged Company 1 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme. Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of Demerged Company 1 for the Demerged Undertaking 1 and to implement or carry out all formalities required to give effect to the provisions of this Scheme.

12.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of Demerged Company 1 in relation to the Demerged Undertaking 1, including by any Appropriate Authority, including the benefits of any applications made for any of the foregoing, shall stand transferred to Resulting Company as if the same were originally given by, issued to or executed in favour of Resulting Company, and Solara shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Resulting Company. Resulting Company shall make necessary applications/ file relevant forms to any Appropriate Authority as may be necessary in this behalf.

12.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking 1 which Demerged Company 1 owns or to which Demerged Company 1 is a party to, cannot be transferred to Resulting Company for any reason whatsoever, Demerged Company 1 shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Resulting Company, insofar as it is permissible so to do, till such time as the transfer is effected.

13. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of the Scheme, the transfer of the Demerged Undertaking 1 into Resulting Company under Clause 5 above and the continuance of legal proceedings by or against Resulting Company under Clause 11 above shall not affect any transaction or proceedings already concluded by Demerged Company 1 for the Demerged Undertaking 1 until the Effective Date, to the end and intent that Resulting Company accept and adopts all acts, deeds and things done and executed by Demerged Company 1 for the Demerged Undertaking 1 in respect thereto as acts, deeds and things made, done and executed by or on behalf of Resulting Company.

14. TAXES/ DUTIES/ CESS ETC.

14.1 With effect from the Appointed Date, all taxes (including sales tax, excise duty, custom duty, service tax, sales tax, value added tax, etc), duties, cess received/ receivable/ paid/ payable by Demerged Company 1 relating to the Demerged Undertaking 1, including all or any refunds/ input credit/ claims/ tax losses/ unabsorbed depreciation relating thereto shall be treated as the asset/ liability or refunds/ input credit/ claims/ tax losses/ unabsorbed depreciation, as the case may be, of Resulting Company.

14.2 Any benefits under incentive schemes and policies relating to the Demerged Undertaking 1 shall be transferred to and vested in Solara.

14.3 Demerged Company 1 and Resulting Company are expressly permitted to revise their tax returns including tax deducted at source certificates/ returns and to claim refunds, advance tax credits, TDS credits, excise, service tax credits, set off, sales tax, value added tax, etc., on the basis of the accounts of the Demerged Undertaking 1 as vested with Resulting Company upon the coming into effect of this Scheme.

14.4 Impact under Clause 8.4 to the statement of profit and loss of Strides shall be ignored for the purposes of calculation of book profits under Section 115JB of the Income tax Act, 1961.

15. RETAINED BUSINESS OF DEMERGED COMPANY 1

15.1 The Retained Business of Demerged Company 1 and all the assets, properties, rights, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by Demerged Company 1, and Resulting Company shall have no right, claim or obligation in relation to the Retained Business of Demerged Company 1.

15.2 All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against Demerged Company 1 under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Retained Business of Demerged Company 1 (including those relating to any property, right, power, liability, obligation or duty of Demerged Company 1 in respect of the Retained Business of Demerged Company 1 and any income tax related liabilities) shall be continued and enforced by or against Demerged Company 1 even after the Effective Date.

15.3 Up to and including the Effective Date:

(a) Demerged Company 1 shall carry on and shall be deemed to have been carrying on all business and activities relating to the Retained Business of Demerged Company 1 for and on its own behalf;

(b) all profits accruing to Demerged Company 1 or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Retained Business of Demerged Company 1 shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company 1; and

(c) all assets and properties acquired by Demerged Company 1 in relation to the respective Retained Business of Demerged Company 1 on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company 1.

PART D - TRANSFER AND VESTING OF DEMERGED UNDERTAKING 2 OF DEMERGED COMPANY 2 INTO RESULTING COMPANY

16. TRANSFER AND VESTING OF DEMERGED UNDERTAKING 2

TRANSFER OF ASSETS

16.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking 2 shall, subject to the provisions of this Clause 16.1 in relation to the mode of transfer and vesting and pursuant to Section 232 of the Act and without any further act or deed, be demerged from the Demerged Company 2 and be transferred to and vested in and be deemed to have been demerged from the Demerged Company 2 and transferred to and vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

16.2 Upon the Scheme becoming effective, with effect from the Appointed Date, in respect of such of the assets of the Demerged Undertaking 2 as are movable in nature and/ or otherwise capable of transfer by manual or constructive delivery and/ or by endorsement and delivery, the same shall stand transferred by Demerged Company 2 to Resulting Company pursuant to the provisions of Section 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of Resulting Company as an integral part of the Demerged Undertaking 2 subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

16.3 Without prejudice to the generality of Clause 16.1 and in respect of movable assets other than those dealt with in Clause 16.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with any Appropriate Authorities or any other bodies and/ or customers or any other person, if any, forming part of the Demerged Undertaking 2, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in Resulting Company without any notice or other intimation to any person in pursuance of the provisions of Sections 230 to 232 read with other relevant provisions of the Act to the end and intent that the right of Demerged Company 2 to recover or realize the same stands transferred to Resulting Company, and that appropriate

entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors, depositors or persons as the case may be. Resulting Company may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in Resulting Company and be paid or made good or held on account of the Resulting Company as the person entitled thereto.

16.4 Without prejudice to the generality of the foregoing, all assets, estate, rights, title, interest and authorities held by the Demerged Company 2 on the Appointed Date in relation to Demerged Undertaking 2, not otherwise specified in Clauses 16.1, 16.2 and Clause 16.3 above, shall also, without any further act, instrument or deed stand transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 of the Act.

16.5 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Demerged Company 2 in any immovable properties including any leasehold/ leave and licence/ right of way properties of Demerged Company 2 forming part of the Demerged Undertaking 2, shall, pursuant to Section 232 of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in Resulting Company on the same terms and conditions. The immovable property forming part of the Demerged Undertaking 2 shall stand transferred to Resulting Company either under the Scheme or by way of a separate conveyance or agreement without payment of consideration.

16.6 All assets, estate, rights, title, interest and authorities acquired by Demerged Company 2 after the Appointed Date and prior to the Effective Date forming part of the Demerged Undertaking 2 shall also stand transferred to and vested or be deemed to have been transferred to or vested in Resulting Company upon the coming into effect of this Scheme without any further act, instrument or deed.

16.7 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, tax incentives/ concessions, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of Demerged Company 2, and the rights and benefits under the same, in so far as they relate to the Demerged Undertaking 2 and all intellectual property and rights thereto of Demerged Company 2, whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Demerged Undertaking 2 and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by Demerged Company 2 forming part of the Demerged Undertaking 2 shall be transferred to and vested in or deemed to have transferred to or vested in Resulting Company and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, Resulting Company on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Demerged Undertaking 2 in Resulting Company and continuation of operations forming part of the Demerged Undertaking 2 of Demerged Company 2 in Resulting Company without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of Demerged Company 2, Resulting Company had been a party or beneficiary or obligee thereto.

16.8 In so far as various incentives, subsidies, exemptions, all indirect tax related benefits, including service tax benefits, income tax holiday/ benefit/losses and other benefits or exemptions or privileges enjoyed, granted by any Appropriate Authority or by any other person, or availed of by Demerged Company 2 are concerned, the same shall, without any further act or deed, in so far as they relate to the Demerged Undertaking 2, vest with and be available to Resulting Company on the same terms and conditions as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to Resulting Company.

TRANSFER OF LIABILITIES

16.9 Upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, duties, obligations, and liabilities (including contingent liabilities) of Demerged Company 2 forming part of the Demerged Undertaking 2 ("**Demerged Liabilities 2**") shall without any further act, instrument or deed be and stand transferred to Resulting Company to the extent that they are outstanding as on the Effective Date and shall thereupon become the debts, duties, obligations, and liabilities of Resulting Company which it undertakes to meet, discharge and satisfy to the exclusion of Demerged Company 2 such that Demerged Company 2 shall in no event be responsible or liable in relation to any such Demerged Liabilities 2. Resulting Company shall keep Demerged Company 2 indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this Clause. The term "**Demerged Liabilities 2**" shall mean:

(a) the liabilities which arise out of the activities or operations of the Demerged Undertaking 2;

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and utilized solely for the activities or operations of the Demerged Undertaking 2); and

(c) in cases other than those referred to in Clause 16.9(a) or Clause 16.9(b) above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company 2, as stand in the same proportion which the value of the assets transferred pursuant to the Second Demerger bears to the total value of the assets of Demerged Company 2 immediately prior to the Appointed Date.

16.10 In so far as loans and borrowings of Demerged Company 2 are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to Resulting Company in terms of Clause 16.9 hereof, shall, without any further act or deed, become loans and borrowings of Resulting Company, and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against Resulting Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities shall be that of Resulting Company.

16.11 Where any of the liabilities and obligations of Demerged Company 2 as on the Appointed Date deemed to be transferred to Resulting Company, have been partially or fully discharged by Demerged Company 2 after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all liabilities and obligations incurred by Demerged Company 2 for the operations of the Demerged Undertaking 2 after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company.

16.12 In so far as the existing Encumbrances in respect of the Demerged Liabilities 2 are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking 2 which have been Encumbered in respect of the Demerged Liabilities 2 as transferred to Resulting Company pursuant to this Scheme. Provided that if any of the assets comprised in Demerged Undertaking 2 which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Demerged Liabilities 2, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

16.13 Subject to the other provisions of this Scheme, in so far as the assets of forming part of the Demerged Undertaking 2 are concerned, the Encumbrances, over such assets, to the extent they relate to any loans or borrowings or debentures or other debt or debt securities of the Demerged Company 2 pertaining to Retained Business of Demerged Company 2 shall, as and from the Effective Date, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as Encumbrances in relation to those liabilities of Demerged Company 2 pertaining to the Retained Business of Demerged Company 2 which are not transferred to Resulting Company pursuant to the Scheme (and which shall continue with Demerged Company 2).

16.14 In so far as the assets of the Retained Business of Demerged Company 2 are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings forming part of the Demerged Undertaking 2 shall, without any further act, instrument or deed be released and discharged from such Encumbrances. The absence of any formal amendment which may be required by a bank and/ or financial institution or trustee or third party in order to effect such release shall not affect the operation of this Clause 16.14.

16.15 In so far as the existing Encumbrances in respect of the loans and other liabilities relating to the Retained Business of Demerged Company 2 are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company 2 only on the assets relating to the Retained Business of Demerged Company 2 and the assets of the Demerged Undertaking 2 shall stand released therefrom.

16.16 Without any prejudice to the provisions of the foregoing Clauses, Demerged Company 2 and Resulting Company shall enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies to give formal effect to the provisions of this Clause and foregoing Clauses, if required.

16.17 Upon the coming into effect of this Scheme and with effect from the Appointed Date, Demerged Company 2 alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Retained Business of Demerged Company 2 and Resulting Company shall not have any obligations in respect of the debts, liabilities, duties and obligations of the Retained Business of Demerged Company 2. Further, upon the coming into effect of this Scheme and with effect from the Appointed Date, Resulting Company alone shall be liable to perform all obligations in respect of Demerged Liabilities 2, which have been transferred to it in terms of this Scheme, and Demerged Company 2 shall not have any obligations in respect of such Demerged Liabilities 2.

16.18 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions.

16.19 It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the Demerged Liabilities 2 transferred to the Resulting Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

16.20 All cheques and other negotiable instruments, pay orders, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of Demerged Company 2 after the Effective Date, in so far as the same forms part of the Demerged Undertaking 2, shall be deemed to have been in the name of Resulting Company and credited to the account of Resulting Company, if presented by Resulting Company or received through electronic transfers and shall be accepted by the relevant bankers and credited to the accounts of the Resulting Company. Similarly, the banker of Resulting Company shall honour all cheques/ electronic fund transfer instructions issued by Demerged Company 2 (in relation to the Demerged Undertaking 2) for payment after the Effective Date. If required, the bankers of Demerged Company 2 and/or Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of Demerged Company 2 by Resulting Company in relation to the Demerged Undertaking 2 for such time as may be determined to be necessary by Resulting Company for presentation and deposit of cheques, pay order and electronic transfers that have been issued/ made in the name of Demerged Company 2.

17. CONSIDERATION FOR DEMERGER

17.1 Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of Demerged Company 2 in Resulting Company in terms of this Scheme, Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of Demerged Company 2, holding fully paid up equity shares in Demerged Company 2 and whose names appear in the register of members of Demerged Company 2 on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

*"1 (one) fully paid up equity Share of ₹ 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty five) fully paid up equity shares of ₹ 2 (Rupees Two only) each held in Sequent" (***"Share Entitlement Ratio 2"***)*

17.2 The consideration in the form of equity shares shall be issued and allotted by Resulting Company in dematerialized form to all the shareholders of Demerged Company 2 holding such shares in dematerialized form and in physical form to all those shareholders of Demerged Company 2, holding such shares in physical form as per Clause 17.8.

17.3 Other than in respect of issuance of shares by the Demerged Company 2 pursuant to exercise of options which have been granted as on March 20, 2017 under the Existing Stock Option Schemes - Sequent, in the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company 2 or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs after March 20, 2017 and before issuance of shares to the shareholders of the Demerged Company 2 pursuant to Clause 17.1 above, the Share Entitlement Ratio 2 shall be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

17.4 The equity shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company 2 shall be subject to the Scheme, the memorandum and articles of association of Resulting Company and applicable laws, and shall rank *pari passu* in all respects with the then existing equity shares of Resulting Company.

17.5 No shares shall be allotted in respect of fractional entitlements, by Resulting Company to which the members of Demerged Company 2 may be entitled on allotment of shares as per Clause 17.1. The Board of Resulting Company shall, at its absolute discretion, decide to take any or a combination of the following actions:

(a) consolidate all such fractional entitlements and thereupon allot equity shares in lieu thereof to a person/ trustee authorized by the Board of Resulting Company in this behalf who shall hold the shares in trust on behalf of the members of Demerged Company 2 entitled to fractional entitlements with the express understanding that such person shall sell the shares of Resulting Company so allotted on the Stock Exchange at such time or times and at such price or prices on the stock exchange and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the members of Demerged Company 2 in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to a person authorized by the Board of Resulting Company by virtue of consolidation of fractional entitlements is a fraction, it shall be rounded off to the next higher integer.

(b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders of Demerged Company 2.

(c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of Demerged Company 2 and Resulting Company.

17.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company 2, the Board of Demerged Company 2 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in Demerged Company 2, after the effectiveness of this Scheme. The Board of Demerged Company 2 shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in Demerged Company 2 on account of difficulties faced in the transaction period.

17.7 Without prejudice to the generality of Clause 17.1 above, the Board of Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Appropriate Authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of Demerged Company 2 pursuant to Clause 17.1 of the Scheme.

17.8 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of Demerged Company 2 in dematerialized form, in to the account in which Demerged Company 2 shares are held or such other account as is intimated in writing by the shareholders to Demerged Company 2 and/ or its Registrar provided such intimation has been received by the Demerged Company 2 and/or its Registrar at least 30 (thirty) days before the Record Date. All those shareholders who hold shares of Demerged Company 2 in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to Demerged Company 2 and/or its Registrar provided such intimation has been received by the Demerged Company 2 and/or its Registrar at least 30 (thirty) days before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.

17.9 The equity shares to be issued by Resulting Company, pursuant to Clause 17.1 above, in respect of any equity shares of Demerged Company 2 which are held in abeyance under the provisions of Section 126 of the Act or which the Resulting Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Laws or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by Resulting Company.

17.10 Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company 2 as on the Record Date, as provided in this Scheme.

17.11 The equity shares to be issued by Resulting Company to the members of Demerged Company 2 pursuant to Clause 17.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges on which shares of Demerged Company 2 are listed on the Effective Date. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Resulting Company with the formalities of the said Stock Exchange. The equity shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated stock exchange. There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme.

17.12 The equity shares of Resulting Company issued in respect of any equity shares of Demerged Company 2 that are subject to lock in under applicable law ("**Sequent Locked in Shares**") will also be subject to a lock in for the remainder of the period for which the Sequent Locked in Shares are subject to lock in.

17.13 The equity shares of the Resulting Company issued pursuant to this Scheme may not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the NCLT to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the equity shares of the Resulting Company for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

18. REDUCTION OF SHARE CAPITAL OF DEMERGED COMPANY 2

18.1 Notwithstanding anything contained under the Act, pursuant to the provisions of Section 230 to 232 of the Act, the securities premium account of the Demerged Company 2 shall stand reduced to the extent required in accordance with Clause 19.3 without any further act or deed, in accordance with provisions of the Scheme.

18.2 The reduction of share capital of the Demerged Company 2 shall be effected as an integral part of this Scheme and the Demerged Company 2 shall not be required to follow the process under Sections 66 of the Act or any other provisions of Applicable Law separately.

18.3 The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment to any shareholder of any unpaid share capital.

18.4 Notwithstanding the reduction in the equity share capital of the Demerged Company 2, the Demerged Company 2 shall not be required to add "And Reduced" as suffix to its name.

19. ACCOUNTING TREATMENT

IN THE BOOKS OF THE DEMERGED COMPANY 2

Upon the effectiveness of this Scheme, in accordance with the applicable accounting standards, Act and generally accepted accounting principles in India, the Demerged Company 2 shall provide the following accounting treatment in its books of accounts:

19.1 Upon the Scheme coming into effect, with effect from the Appointed Date, the Demerged Company 2 shall transfer the assets and liabilities forming part of the Demerged Undertaking 2 to the Resulting Company at their respective carrying amounts (i.e. the book value) at the Appointed Date;

19.2 Upon the Scheme coming into effect, solely to meet the requirements of Ind AS notified under section 133 of the Act, Reserves of the Demerged Company 2 shall be adjusted for the fair value as at the Appointed Date of the Demerged Undertaking 2.

19.3 **Adjustments**

The adjustment to Reserves mentioned in Clause 19.2 shall be as follows:

(i) the excess of the book value of assets over the book value of liabilities transferred as per Clause 19.1 as at the Appointed Date shall be reduced from the balance in the Securities Premium account.

(ii) the difference between (a) the fair value of the Demerged Undertaking 2 as determined under Clause 19.2, and (b) the adjustment under Clause 19.3(i), shall be charged to the surplus/ deficit accumulated in Retained earnings.

19.4 Upon the Scheme coming into effect, with effect from Appointed Date, solely to meet the requirements of Ind AS notified under Section 133 of the Act, the difference between (a) the fair value of the Demerged Undertaking 2 as determined under Clause 19.2, and (b) the excess of the book value of assets over the book value of liabilities transferred as per Clause 19.1 as at the Appointed Date, shall be credited to the Statement of Profit and Loss.

19.5 As mentioned in Clause 20.1, with effect from Appointed Date until Effective Date, the Demerged Company 2 shall be deemed to have been carrying on and shall carry on its business and activities relating to the Demerged Undertaking 2 and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its estates, properties, rights, title, interest, authorities, contracts and investments and assets forming part of the Demerged Undertaking 2 for and on account of and in trust for the Resulting Company. Accordingly, the following shall apply:

(i) Pending approval of the Scheme by the NCLT and other appropriate authorities, in the period between Appointed Date and the Effective Date, the Demerged Company 2 shall continue to record the transactions and balances relating to the Demerged Undertaking 2 in its books of account.

(ii) Upon the Scheme coming into effect, the Demerged Company 2 shall derecognize all transactions and balances relating to the Demerged Undertaking 2 that was recorded between the Appointed Date and the Effective Date pursuant to Clause 19.5(i) above and shall redraw its books of account to the extent required to give effect to the Scheme.

19.6 It is reiterated that the demerger of the Demerged Undertaking 2 of the Demerged Company 2 into the Resulting Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

IN THE BOOKS OF THE RESULTING COMPANY

Upon the effectiveness of this Scheme, in accordance with the applicable accounting standards, Act and generally accepted accounting principles in India, the Demerged Undertaking 2 is considered acquired by the Resulting Company under Ind AS 103. Accordingly, the Resulting Company shall provide the following accounting treatment in its books of accounts.

19.7 The Resulting Company shall record the equity shares issued and allotted by it pursuant to Clause 17.1 of the Scheme at fair value as on the Appointed Date. The face value of the equity shares on such issue shall be credited to the share capital account and the balance shall be credited to the Securities premium account.

19.8 With effect from the Appointed Date, the Resulting Company shall record the assets and liabilities of the Demerged Undertaking 2 of the Demerged Company 2 vested in it pursuant to this Scheme.

19.9 Solely to meet the requirements of Ind AS notified under Section 133 of the Act, the Resulting Company shall reflect the values of the assets and liabilities transferred pursuant to Clause 19.8 at their respective fair values as at the Appointed Date.

19.10 The difference, being the excess of the fair value of shares allotted pursuant to Clause 19.7 over the value of net assets recorded under Clause 19.9 (including related deferred tax adjustments), shall be recorded as Goodwill. Shortfall, if any, shall be recorded as Other Comprehensive Income and included in Capital reserve.

19.11 Notwithstanding the above, the Board of Directors of the Resulting Company, in consultation with its statutory auditors, is authorized to account any of the balances in any other manner, if such accounting treatment is considered more appropriate.

19.12 It is reiterated that the demerger of the Human API Business of the Demerged Company 2 into the Resulting Company pursuant to this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961. Notwithstanding anything contained hereinabove, for purposes of preparing the Income tax returns of the Resulting Company, the assets and liabilities of the Demerged Undertaking 2 of the Demerged Company 2 vested with the Resulting Company under the Scheme will be considered at their respective book values as appearing in the books of the Demerged Company 2 at the Appointed Date, in compliance with Section 2(19AA) of the Income Tax Act, 1961.

19.13 Upon the Scheme coming into effect, the Resulting Company shall account for the transactions relating to the Demerged Undertaking 2 from the Appointed Date and shall redraw its books of account to the extent required to give effect to the Scheme.

20. CONDUCT OF Demerged Undertaking 2 OF DEMERGED COMPANY 2 TILL THE EFFECTIVE DATE

With effect from the date of approval of this Scheme by the respective Boards and up to and including the Effective Date:

20.1 Demerged Company 2 shall be deemed to have been carrying on and shall carry on its business and activities relating to the Demerged Undertaking 2 and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its estates, properties, rights, title, interest, authorities, contracts and investments and assets forming part of the Demerged Undertaking 2 for and on account of and in trust for Resulting Company.

20.2 Demerged Company 2 undertakes that it will preserve and carry on the business of the Demerged Undertaking 2 and hold its said assets with reasonable diligence and business prudence and shall not undertake financial commitments in respect of, or sell, transfer, alienate, charge, mortgage, or encumber, the Demerged Undertaking 2 or any part thereof or recruit new employees or conclude settlements with union or employees without the concurrence of Resulting Company or undertake substantial expansion or change the general character or nature of the business of the Demerged Undertaking 2 or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Resulting Company has been obtained.

20.3 Without prejudice to the generality of Clause 20.2 above, neither Demerged Company 2 nor Resulting Company shall take, enter into, perform or undertake, as applicable: (i) any material decision in relation to its business and affairs and operations as form part of, in case of Demerged Company 2, the Demerged Undertaking 2 and in case of Resulting Company, to its entire business; and (ii) any agreement or transaction, which is not in the ordinary course of business as carried on by it as on March 20, 2017, without the prior written consent of the Board of the other Company or except as mutually agreed between Demerged Company 2 and Resulting Company in writing.

20.4 All the profits or income accruing or arising to Demerged Company 2 and expenditure or losses arising or incurred or suffered by Demerged Company 2 which form part of Demerged Undertaking 2, for the period commencing from the Appointed Date shall, for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of Resulting Company, except for profits or income accruing to the Retained Business of Demerged Company 2.

20.5 Any of the rights, powers, authorities or privileges attached, related or forming part of the Demerged Undertaking 2, exercised by Demerged Company 2 shall be deemed to have been exercised by Demerged Company 2 for and on behalf of, and in trust for and as an agent of Resulting Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Demerged Undertaking 2 that have been undertaken or discharged by Demerged Company 2 shall be deemed to have been undertaken/ discharged for and on behalf of Resulting Company.

20.6 Demerged Company 2 and Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/ State Government and all other Appropriate Authorities concerned as are necessary under any Applicable Law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.

20.7 Demerged Company 2 shall not vary the terms and conditions of employment of any of the employees in relation to the Demerged Undertaking 2 except in the ordinary course of business or with the prior written consent of Resulting Company.

20.8 With effect from the Effective Date, Resulting Company shall commence and carry on and shall be authorized to carry on the Human API Business which was earlier carried on by Demerged Company 2.

21. EMPLOYEES

21.1 On the Scheme becoming effective, all permanent employees of Demerged Company 2 engaged in the Demerged Undertaking 2 in service on the Effective Date ("**Sequent Transferred Employees**") shall be deemed to have become employees of Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Resulting Company shall not be less favourable than those applicable to them with reference to their employment in Demerged Company 2 on the Effective Date.

21.2 It is expressly provided that, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Demerged Company 2 (including Sequent Transferred Employees) are concerned (collectively referred to as the "**Sequent Funds**"), such proportion of the investments made in the funds and liabilities which are referable to the Sequent Transferred Employees shall be transferred to the similar funds created by Resulting Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of Resulting Company, maintained as separate funds by Resulting Company. In the event that Resulting Company does not have its own funds in respect of any of the above, Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Sequent Funds or discharge such liabilities of Demerged Company 2, until such time that Resulting Company creates its own funds, at which time the funds and the investments and contributions pertaining to the Sequent Transferred Employees shall be transferred to the funds created by Resulting Company.

21.3 Further to the transfer of Sequent Funds as set out in Clause 21.2 above, for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of Demerged Company 2 in relation to Demerged Undertaking 2 as on the Effective Date in relation to such fund or funds shall become those of Resulting Company. It is clarified that the services of the Sequent Transferred Employees of Demerged Company 2 forming part of the Demerged Undertaking 2 will be treated as having been continuous for the purpose of the said Sequent Funds.

21.4 In relation to any other fund (including any funds set up by the government for employee benefits) created or existing for the benefit of the Sequent Transferred Employees, Resulting Company shall stand substituted for Demerged Company 2, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such Sequent Transferred Employees.

21.5 In so far as the existing benefits or funds created by Demerged Company 2 for the employees of the Retained Business of Demerged Company 2 are concerned, the same shall continue and Demerged Company 2 shall continue to contribute to such benefits or funds in accordance with the provisions thereof, and such benefits or funds, if any, shall be held *inter alia* for the benefit of the employees of the Retained Business of Demerged Company 2 and Resulting Company shall have no liability in respect thereof.

21.6 Stock Options:

(a) The stock options granted by Demerged Company 2 under the Existing Stock Option Schemes - Sequent to the employees who shall be transferred as part of the Demerged Undertaking 2, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall be accelerated such that the stock options are vested upto 7 (seven) Business Days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Demerged Company 2 and may be exercised from the vesting date upto 3 (three) Business Days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

(b) The stock options granted by Demerged Company 2 under the Existing Stock Option Schemes - Sequent to the employees who form part of the Retained Business of Demerged Company 2 and who shall not be transferred to Resulting Company, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments as may be deemed appropriate (including by issue of new/ additional options and/ or adjustment to the exercise price) by the Nomination & Remuneration Committee of Demerged Company 2 through the Sequent ESOP Trust and payment of appropriate compensation as determined by the Nomination & Remuneration Committee of Demerged Company 2 through the Sequent ESOP Trust in order to provide for reduction in intrinsic value of the Demerged Company 2 pursuant to the demerger of the Demerged Undertaking 2, in accordance with the provisions of the Existing Stock Option Schemes – Sequent and applicable Law.

(c) The relevant committee of the Board of Demerged Company 2 shall make appropriate amendments to the Existing Stock Option Schemes – Sequent to provide for the modifications/adjustments (as may be deemed appropriate by such committee including by issue of new/ additional options and/ or adjustment to the exercise price) by the Sequent ESOP Trust and payment of appropriate compensation to the employees who shall be part of the Retained Business of Demerged Company 2, as may be determined by the Sequent ESOP Trust (based on the recommendation of such committee of the Board of Demerged Company 2) in order to provide for reduction in intrinsic value of the Demerged Company 2 pursuant to the demerger of the Demerged Undertaking 2. The modifications/adjustments, if any, to the Existing Stock Option Schemes - Sequent required to effect the treatment set out above shall be effected as an integral part of the Scheme and the approval granted to the Scheme by the shareholders shall also be deemed to be their approval for such modification or adjustments to the stock options pursuant to the Existing Stock Option Scheme - Sequent required under Applicable Law, including under Section 62 of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014. No further approval of the shareholders of Demerged Company 2 or any other Person would be required in this connection.

22. LEGAL PROCEEDINGS

22.1 Upon the coming into effect of this Scheme, if any suit, appeal, legal, taxation or other proceeding of whatever nature, whether criminal or civil (including before any statutory or quasi-judicial authority or tribunal), under any statute, by or against Demerged Company 2 in relation to Demerged Undertaking 2 whether pending on the Appointed Date or which may be instituted any time thereafter, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Resulting Company, as the case may be, after the Effective Date, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Demerged Company 2 in relation to Demerged Undertaking 2 as if this Scheme had not been made.

22.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against Demerged Company 2 in relation to Demerged Undertaking 2, Resulting Company shall be made party thereto and shall prosecute or defend such proceedings in co-operation with Demerged Company 2 and any payment and expenses made thereto shall be the liability of Resulting Company.

22.3 Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company 2 referred to in Clause 22.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company 2. Both companies shall make relevant applications in that behalf.

23. CONTRACTS, DEEDS, ETC.

23.1 Upon coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, schemes, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature forming part of the Demerged Undertaking 2 to which Demerged Company 2 is a party or to the benefit of which Demerged Company 2 is eligible and which is subsisting or having effect on the Effective Date, shall without any further act or deed, continue in full force and effect against or in favour of Resulting Company and may be enforced by or against Resulting Company as fully and effectually as if, instead of Demerged Company 2, Resulting Company had been a party thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any such contracts, deeds, bonds, agreements, schemes, arrangements and other instruments to give effect to the provisions of this Clause 23 of the Scheme.

23.2 Resulting Company may at its sole discretion enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which Demerged Company 2 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme. Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of Demerged Company 2 for the Demerged Undertaking 2 and to implement or carry out all formalities required to give effect to the provisions of this Scheme.

23.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of Demerged Company 2 in relation to the Demerged Undertaking 2, including by any Appropriate Authority, including the benefits of any applications made for any of the foregoing, shall stand transferred to Resulting Company as if the same were originally given by, issued to or executed in favour of Resulting Company, and Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Resulting Company. Resulting Company shall make necessary applications/ file relevant forms to any Appropriate Authority as may be necessary in this behalf.

23.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking 2 which Demerged Company 2 owns or to which Demerged Company 2 is a party to, cannot be transferred to Resulting Company for any reason whatsoever, Demerged Company 2 shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Resulting Company, insofar as it is permissible so to do, till such time as the transfer is effected.

24. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of the Scheme, the transfer of the Demerged Undertaking 2 into Resulting Company under Clause 16 above and the continuance of legal proceedings by or against Resulting Company under Clause 22 above shall not affect any transaction or proceedings already concluded by Demerged Company 2 for the Demerged Undertaking 2 until the Effective Date, to the end and intent that Resulting Company accept and adopts all acts, deeds and things done and executed by Demerged Company 2 for the Demerged Undertaking 2 in respect thereto as acts, deeds and things made, done and executed by or on behalf of Resulting Company.

25. TAXES/ DUTIES/ CESS ETC.

25.1 With effect from the Appointed Date, all taxes (including, sales tax, excise duty, custom duty, service tax, sales tax, value added tax, etc), duties, cess received/ receivable/ paid/ payable by Demerged Company 2 relating to the Demerged Undertaking 2 including all or any refunds/ input credit/ claims/ tax losses/unabsorbed depreciation relating thereto shall be treated as the asset/ liability or refunds/ input credit/ claims/ tax losses/ unabsorbed depreciation, as the case may be, of Resulting Company.

25.2 Any benefits under incentive schemes and policies relating to the Demerged Undertaking 2 shall be transferred to and vested in Resulting Company.

25.3 Demerged Company 2 and Resulting Company are expressly permitted to revise their tax returns including tax deducted at source (TDS) certificates/ returns and to claim refunds, advance tax credits, TDS credits, excise, service tax credits, set off, sales tax, value added tax, etc., on the basis of the accounts of the Demerged Undertaking 2 as vested with Resulting Company upon the coming into effect of this Scheme.

25.4 Impact under Clause 19.4 to the statement of profit and loss of Demerged Company 2 shall be ignored for the purposes of calculation of book profits under Section 115JB of the Income tax Act, 1961.

RETAINED BUSINESS OF DEMERGED COMPANY 2

25.5 The Retained Business of Demerged Company 2 and all the assets, properties, rights, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by Demerged Company 2, and Resulting Company shall have no right, claim or obligation in relation to the Retained Business of Demerged Company 2.

25.6 All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against Sequent under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Retained Business of Demerged Company 2 (including those relating to any property, right, power, liability, obligation or duty of Demerged Company 2 in respect of the Retained Business of Demerged Company 2 and any income tax related liabilities) shall be continued and enforced by or against Sequent even after the Effective Date.

25.7 Up to and including the Effective Date:

(a) Demerged Company 2 shall carry on and shall be deemed to have been carrying on all business and activities relating to the Retained Business of Demerged Company 2 for and on its own behalf;

(b) all profits accruing to Demerged Company 2 or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Retained Business of Demerged Company 2 shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company 2; and

(c) all assets and properties acquired by Demerged Company 2 in relation to the respective Retained Business of Demerged Company 2 on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company 2.

PART E - GENERAL TERMS AND CONDITIONS

26. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF SOLARA

26.1 Increase of Authorised Share Capital

(a) As an integral part of Scheme, and, upon coming into effect of the Scheme, the authorized share capital of Solara shall stand suitably increased, without any further act, instrument or deed on the part of Solara for the purpose of issue of shares as per Clause 6 and Clause 17, as on the Effective Date such that upon the effectiveness of the Scheme the authorised share capital of Solara shall be ₹ 300,000,000 (Rupees Three Hundred Million only) divided into 30,000,000 (thirty million) equity share of ₹ 10 (Rupees Ten only) each. Clause 5 of the memorandum of association of Solara shall be altered as set out below, upon coming into effect of the Scheme and without any further act or deed.

(i) Clause 5 of the memorandum of association of Solara shall, without any further act or deed, be substituted by the following clause:

"VI. The Authorized Share Capital of the Company is ₹ 300,000,000 divided into 30,000,000 equity Shares of ₹ 10 with power to classify or reclassify, increase or reduce such capital from time to time and power to divide the shares in the capital for the time in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions including as to voting and to vary, modify, or abrogate the same in such manner as may be permitted by the Act or as may for time to time being be provided for by these presents and the Articles of Association of the Company."

(b) Pursuant to this Scheme, Solara shall file the requisite forms with the Registrar of Companies for alteration of its authorized share capital.

(c) Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause 26 shall become operative on the Scheme becoming effective by virtue of the fact that the shareholders of Solara, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of Solara and articles of association of Solara and shall not be required to pass separate resolutions under the applicable provisions of the Act.

(d) It is hereby clarified that for the purposes of Clause 6 and Clause 17, the consent of the shareholders of Solara to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment or increase in authorised share capital of Solara, and no further resolution under Section 13, Section 14, Section 42, Section 61, Section 62 and Section 64 of the Act or any other applicable provisions of the Act, would be required to be separately passed.

27. CHANGE IN CAPITAL STRUCTURE OF STRIDES/ SEQUENT/ SOLARA

Without prejudice to the generality of this Scheme, during the period between the date of approval of the Scheme by the respective Boards and upto and including the date of allotment of shares pursuant to this Scheme, none of Strides, Sequent or Solara shall make any change in its capital structure, whether by way of increase (including by issue of equity shares on a rights basis, issue of bonus shares) decrease, reduction, reclassification, sub-division or consolidation, re-organisation of share capital, or in any other manner which may, in any way, affect the issuance of shares as per Clauses 6 and 17, except under any of the following circumstances:

(a) by mutual written consent of the respective Boards of Strides, Sequent and Solara; or

(b) as may be expressly permitted under this Scheme; or

(c) exercise of employee stock options granted under Existing Stock Option Schemes – Strides or Existing Stock Option Schemes – Sequent.

28. APPLICATION TO NCLT AT MUMBAI

28.1 Strides, Sequent and Solara shall with all reasonable dispatch make all necessary applications and petitions to NCLT for sanctioning this Scheme under Sections 230 to 232 of the Act and other applicable provisions of the Act, for sanction of the Scheme under the provisions of Applicable Law and obtain such other approvals, as required by law.

28.2 The Companies shall be entitled, pending the effectiveness of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals, as agreed between the Companies, which the Companies may require to effect the transactions contemplated under the Scheme or carry on the Demerged Undertaking 1 and Demerged Undertaking 2, in any case subject to the terms as may be mutually agreed between the Companies.

29. MODIFICATION OR AMENDMENTS TO THE SCHEME

29.1 Any modifications/ amendments or additions/deletions to the Scheme may only be made with the approval of the respective Boards of each of Strides, Sequent and Solara. The aforesaid powers of Strides, Sequent and Solara to give effect to the modification/ amendments to the Scheme may be exercised subject to approval of NCLT or any other Appropriate Authorities as may be required under Applicable Law.

29.2 Strides, Sequent and Solara agree that if, at any time, either of the NCLT or any Appropriate Authority directs or requires any modification or amendment of the Scheme, such modification or amendment shall not, to the extent it adversely affects the interests of Strides, Sequent or Solara, be binding on Strides, Sequent or Solara, as the case may be, except where the prior written consent of the affected party i.e. Strides, Sequent or Solara, as the case may be, has been obtained for such modification or amendment, which consent shall not be unreasonably withheld by Strides, Sequent or Solara, as the case may be.

29.3 Each Company (acting through its Board) may, in their full and absolute discretion, jointly and as mutually agreed in writing, jointly modify, vary or withdraw this Scheme prior to the Effective Date in any manner at any time, provided that any modification to the Scheme by the Companies, after receipt of sanction by the NCLT, shall be made only with the prior approval of the NCLT.

29.4 Strides and Solara (through their respective Boards) shall determine jointly whether any asset, liability, employee, legal or other proceedings form part of the Demerged Undertaking 1 or not, on the basis of any evidence that they may deem relevant for this purpose. Sequent and Solara (through their respective Boards) shall determine jointly whether any asset, liability, employee, legal or other proceedings form part of the Demerged Undertaking 2 or not, on the basis of any evidence that they may deem relevant for this purpose.

30. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

(a) the Scheme being approved by the respective requisite majorities of the various classes of shareholders and/ or creditors (wherever applicable) of Strides, Sequent and Solara as required under the Act and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India ("**SEBI Scheme Circular**") or as may be directed by the NCLT;

(b) the Scheme being approved by the majority of public shareholders of Strides and Sequent respectively (by way of voting through e-voting) as may be required under the SEBI Scheme Circular, i.e. the votes cast by public shareholders in favour of the resolution are more than the number of votes cast by public shareholders against it;

(c) the Competition Commission of India (or any appellate authority in India having appropriate jurisdiction) having either: (a) granted approval to this Scheme; or (b) been deemed to have granted approval to the Scheme through the expiration of time periods available for their investigation and any period of limitation for filing an appeal therefrom having elapsed;

(d) if required, any waiting period (and any extension thereof) applicable to the consummation of the transactions contemplated in the Scheme and any ancillary documents as entered into between the Companies, or any two of them in terms of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 shall have expired or been terminated;

(e) receipt of approvals of the relevant Stock Exchanges where the equity shares of Strides and Sequent are listed and traded and SEBI in terms of SEBI Scheme Circular;

(f) the fulfilment, satisfaction or waiver (as the case may be) of any approvals from third parties mutually agreed by the Companies as being required for completion of the transaction, as may be mutually agreed between the Companies;

(g) the Scheme being sanctioned by the NCLT in terms of Section 230 to Section 232 and other relevant provisions of the Act; and

(h) the certified copies of the sanction order(s) of NCLT approving this Scheme being filed with the relevant Registrar of Companies having jurisdiction over the Companies.

31. EFFECT OF NON-RECEIPT OF APPROVALS

31.1 In the event of any of the said sanctions and approvals referred to in Clause 30 not being obtained (or to the extent permissible under Applicable Law, waived) and/ or the Scheme not being sanctioned by NCLT or such other competent authority and/ or the sanction order(s) not being passed by the NCLT as aforesaid before March 31, 2018 ("**Long Stop Date**") or such other date

as may be agreed upon in writing between Strides, Sequent and Solara by their respective Boards, any of the Companies may opt to terminate this Scheme and the Scheme shall stand revoked, cancelled and be of no effect and any of the Companies, if required, may file appropriate proceedings before the NCLT in this respect. Provided that the right to terminate this Scheme shall not be available to Strides or Sequent if its failure to fulfil any obligation under this Scheme or the ancillary documents shall have been the cause of, or shall have resulted in, the failure of the Effective Date to occur on or prior to the Long Stop Date.

31.2 Upon the termination of this Scheme as set out in Clause 31.1 above, no rights and liabilities shall accrue to or be incurred by respective Companies or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs and expenses or as may be otherwise mutually agreed.

32. REMOVAL OF DIFFICULTIES

Strides, Sequent and Solara through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may:

32.1 give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of NCLT or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and

32.2 do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

33. RESIDUAL PROVISIONS

33.1 Strides, Sequent and Solara shall be entitled to file/ revise its respective income tax returns, TDS certificates, TDS returns, wealth tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of tax deducted at source, credit of foreign taxes paid/ withheld, etc., if any, as may be required consequent to implementation of this Scheme.

33.2 Upon this Scheme becoming effective, the accounts of the Companies, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.

34. WRONG POCKET ASSETS

34.1 If any part of Demerged Undertaking 1 or Demerged Undertaking 2 is not transferred to Solara on the Effective Date pursuant to First Demerger or Second Demerger, as the case may be, Strides or Sequent, as applicable, shall take such actions as may be reasonably required to ensure that such part of the Demerged Undertaking 1 or Demerged Undertaking 2, as the case may be, is transferred to Solara promptly and for no further consideration. Solara shall bear all costs and expenses as may be incurred by Strides or Sequent, subject to the prior written consent of Solara, for giving effect to this Clause.

34.2 If Strides or Sequent realizes any amounts after the Effective Date that form part of the Demerged Undertaking 1 or Demerged Undertaking 2 respectively, it shall immediately make payment of such amounts to Solara. It is clarified that all receivables relating to the Demerged Undertaking 1 and Demerged Undertaking 2, for the period prior to the Effective Date, but received after the Effective Date, relate to the Demerged Undertaking 1 and Demerged Undertaking 2 respectively and shall be paid to Solara for no additional consideration. If Solara realizes any amounts after the Effective Date that pertains to either Retained Business of Demerged Company 1 or Retained Business of Demerged Company 2, as the case may be, Solara shall immediately pay such amounts to Strides or Sequent, as the case may be.

35. SEVERABILITY

35.1 The provisions contained in this Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if the Scheme is approved in its entirety unless specifically agreed otherwise by the respective Boards of each Company.

35.2 Subject to Clause 35.1 above, if any part of this Scheme is found to be unworkable or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of Strides, Sequent and Solara, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

36. COSTS, CHARGES & EXPENSES

Subject to the provisions of Clause 34 of this Scheme, (i) until the Effective Date, each Company shall bear its own costs, charges and expenses, in relation to or in connection with or incidental to this Scheme, and (ii) after the Effective Date, Solara shall bear all costs, charges and expenses, in relation to or in connection with or incidental to this Scheme. Provided however that all stamp duty, registration charges and other transfer charges in relation to the Scheme and the matters contemplated herein shall be borne and paid by Solara.

****

S.R. Batliboi & Co. LLP The Ruby, 14th floor 29, Senapati Bapat Marg Tulsi Pipe Road, Dadar (West) Mumbai – 400028	**Price Waterhouse & Co. LLP** Building 10C, 17th & 18th floor, DLF Cybercity Gurgaon – 122002, Haryana India

Dated: 20 March 2017

To

The Board of Directors Strides Shasun Limited Strides House, Bilekhalli, Bannerghatta Road, Bengaluru, KA – 560076	**The Board of Directors** Sequent Scientific Limited 301, 3rd floor, Dosti Pinnacle, Plot No. E7, Road No.22 Wagle Industrial Estate Thane (W) - 560076, Maharashtra

Sub: Recommendation of fair entitlement ratios of equity shares for the proposed demerger of Commodity API business of Strides Shasun Limited and Human API business of Sequent Scientific Limited into SSL Pharma Sciences Limited ('Transaction')

Dear Sir / Madam,

We refer to

- the engagement letter whereby Strides Shasun Limited ('SSL') has requested S.R. Batliboi & Co. LLP (hereinafter referred to as 'SRBC'); and
- the engagement letter whereby Sequent Scientific Limited ('Sequent') has requested Price Waterhouse & Co LLP (hereinafter referred to as PW&Co)

for a recommendation on fair entitlement ratios of equity shares[1] for the proposed demerger of SSL's Commodity Active Pharmaceutical Ingredients ('Commodity API') business and Sequent's Human Active Pharmaceutical Ingredients ("Human API") business into a new company, SSL Pharma Sciences Limited (hereinafter referred to as 'SSL Pharma').

SSL and Sequent are together hereinafter referred to as the 'Companies'. SSL's Commodity API business and Sequent's Human API business are together referred to as the 'Businesses'.

The Human API business of Sequent operates out of 3 manufacturing plants, in Mangalore, Mahad and Mysore. In addition to the human API business carried out by Sequent, the Business also includes shares in 89% subsidiary Sequent Penems Private Limited. Further, we understand that the analytical business (which supports Sequent's human API business), which was housed in wholly owned subsidiary Sequent Research Limited (SRL) has been transferred to Sequent in March 2017.

[1] "Entitlement Ratio refers to Number of Equity Shares of SSL Pharma which a shareholder of each Company will be entitled to receive in proportion to his existing shareholding in the respective Companies"

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

Price Waterhouse & Co. LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

The Commodity API business of SSL operates out of 2 manufacturing facilities (in Pondicherry and Cuddalore). In addition to the above, the Business includes SSL's shareholding in a 49% subsidiary (Chemsynth Laboratories Private Limited), which has been allotted land in Naidupetta by the Andhra Pradesh Industrial Infrastructure Corporation. SSL has also made advances to acquire balance shareholding in Chemsynth. The Commodity API business also includes subsidiary, Shasun Inc USA.

SRBC and PW&Co has been hereafter referred to as "Valuers" or "we" or "us" and individually referred to as "Valuer" in this joint share entitlement ratios report ("Valuation Report" or "Report")

SCOPE AND PURPOSE OF THIS REPORT

SSL, headquartered in Bangalore, is engaged in the development and manufacture of pharmaceutical products. Strides is listed on BSE Limited and National Stock Exchange of India Limited.

Sequent produces human and animal health APIs. It also provides contract research services comprising analytical and bioanalytical services to support pharmaceutical, personal care and nutraceutical companies. Sequent is listed on BSE Limited and National Stock Exchange of India Limited.

SSL Pharma is a newly incorporated 100% subsidiary of Strides Shasun Limited.

We understand that the Management of Companies are contemplating a demerger of SSL's Commodity API business and Sequent's Human API business into the new company, SSL Pharma under a Scheme of Arrangement under the provisions of 230 to 232 of Companies Act, 2013 ('Scheme of Arrangement'). As consideration for the demerger, SSL Pharma would issue its shares to the shareholders of SSL and Sequent in consideration of transfer of their respective API businesses. These shares would be issued in addition to, and not in exchange of, the existing shares held by the shareholders in the respective entities. Simultaneously, the shares held by SSL in SSL Pharma would get cancelled. For the aforesaid purpose, Board of Directors of SSL and Sequent have appointed SRBC and PW&Co respectively to submit a joint report recommending the fair entitlement ratios to issue shares of SSL Pharma to the shareholders of Companies, to be placed before the Audit Committee of Companies.

We understand that the appointed date for the transaction will be 1 October 2017.

The scope of our services is to conduct a relative (and not absolute) valuation of Businesses and recommend fair entitlement ratios of issuing shares for the proposed demerger.

The Valuers have been appointed separately and not jointly. We have worked independently in our analysis and after arriving at a consensus on fair entitlement ratios are issuing this Valuation Report.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

Price Waterhouse & Co LLP LLPIN AAC-7001 Chartered Accountants FRN 016844N/N500015 Mumbai

We have been provided with carve out historical financial information of SSL and Sequent. We have considered the same in our analysis and made adjustments for further facts made known (past or future) to us for businesses/SSL Pharma till the date of our report.

This report is our deliverable for the above engagement. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management/their representatives:

- Carved-out historical financials (comprising of profit & loss statements, balance sheet and schedules) of SSL's Commodity API business for financial years ended 31 March 2015 and 31 March 2016
- Carved-out historical financials of Sequent's Human API business for financial year ended 31 March 2016.
- Carved-out provisional profit & loss account for 9 months period between 1 April 2016 and 31 December 2016, and balance sheet as at 31 December 2016 for the Businesses
- Provisional profit & loss accounts for both the Businesses for the 3 months period ended 31 March 2016
- Projected financials (comprising of profit & loss statements and balance sheets) for 3 months ending 31 March 2017 and for 5 years thereafter ending 31 March up to FY22
- Provisional financials for Shasun USA (100% subsidiary of SSL), Chemsynth (49% subsidiary of SSL) and Sequent Penems (89% subsidiary of Sequent) for the 9 months period ended 31 December 2016
- Details of ESOPs outstanding as at Valuation date
- Details of surplus assets such as real estate and valuation reports/estimates thereof
- Draft scheme of arrangement dated18 March 2017;

During the discussions with the Management of the Companies, we have also obtained explanations and information considered reasonably necessary for our exercise. The Companies have been provided with the opportunity to review the draft report (without recommendation) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Price Waterhouse & Co LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

SEQUENT SCIENTIFIC LIMITED

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This report, its contents and the results herein (i) are specific to the purpose of valuation agreed as per the terms of our engagement; (ii) are specific to the date of this report and (iii) are based on the unaudited balance sheet as at 31 December 2016 of the Businesses. The Management has represented that the business activities of SSL and Sequent have been carried out in the normal and ordinary course between 31 December 2016 and the report date and that no material adverse change has occurred in their respective operations and financial position between 31 December 2016 and the report date. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this report.

In the course of the valuation, we were provided with both written and verbal information, including financial, market, technical and operating data. In accordance with the terms of our engagement and as is customary in valuations, we have assumed and relied upon, without independent verification, the accuracy of information made available to us by the Companies. We have not audited, reviewed or otherwise investigated the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the report. However nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operations. Further, except as specifically stated to the contrary,

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

Price Waterhouse & Co. LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

this valuation report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

We are not advisors with respect to legal, tax and regulatory matters for the Transaction.

This report does not look into the business/ commercial reasons behind the Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. We express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Transaction.

No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts.

We must emphasize that realisations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecasts relate to future, actual results can be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

The fee for the engagement is not contingent upon the results reported.

We owe responsibility to only the respective Board of Directors who have appointed us under the terms of our respective engagement letters and nobody else. We will not be liable for any losses, claims, damages, costs, expenses or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies, their Directors, employees or agents.

We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion.

This valuation report is subject to the laws of India.

Neither the valuation report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Arrangement, without our prior written consent.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

Price Waterhouse & Co LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

SHARE CAPITAL

SSL Pharma Sciences Limited

The issued, subscribed and paid up equity share capital of SSL Pharma as at 23 February 2017 is ₹ 100,000, consisting of 10,000 equity shares of face value of ₹ 10 each. SSL Pharma is a 100% subsidiary of SSL. These shares would get cancelled on the demergers becoming effective.

Strides Shasun Limited

The issued, subscribed and paid up equity share capital of SSL as at 31 December 2016 is ₹ 893.7 million, consisting of 89,368,695 equity shares of face value of ₹ 10 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 31 December 2016	No. of shares	% Shareholding
Promoter & Group	2,78,26,184	31.1%
Public	6,15,42,511	68.9%
Total	**8,93,68,695**	100.0%

Source: BSE

Sequent Scientific Limited

The issued, subscribed and paid up equity share capital of Sequent as at 31 December 2016 is ₹ 487.5 million, consisting of 243,736,195 equity shares of face value of ₹ 2 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 31 December 2016	No. of shares	% Shareholding
Promoter & Group	13,95,02,830	57.2%
Public	10,23,30,865	42.0%
Non-promoter non-public	19,02,500	0.8%
Total	**24,37,36,195**	100.0%

Source: BSE

APPROACH - BASIS OF DEMERGER

We understand from the Management of the Companies that the proposed Scheme of Arrangement contemplates the demerger of the Businesses pursuant to the Scheme under sections 230 to 232 of the Companies Act, 2013. Arriving at the fair entitlement ratios for the proposed demerger of the Businesses into SSL Pharma, would require determining the relative fair values of the Businesses considering that SSL Pharma does have any operations as on date and the existing share capital would be cancelled in accordance with the Scheme of Arrangement. These values are to be determined independently on a relative basis without considering the current transaction.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

6

Price Waterhouse & Co. LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

There are several commonly used and accepted methods for determining the fair value of the Businesses in order to arrive at the fair entitlement ratios for the Transaction which have been considered in the present case, to the extent relevant and applicable, including:

1. Comparable Companies Quoted Multiples method
2. Discounted Cash Flows method
3. Net Asset Value method

It should be understood that the valuation of any business / company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies, and other factors which generally influence the valuation of business / companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner, based on our previous experience of assignments of a similar nature.

Comparable Companies' Quoted Multiple (CCM) method

Under this method, values of the Businesses are arrived at by using multiples derived from valuations of comparable companies, as manifested through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and appropriately adjusted for differences between the comparable companies and Businesses.

We have considered pharmaceutical companies in India which are primarily focused in API drug manufacturing and are comparable to the Businesses and whose equity shares are trading on stock exchanges with reasonable volumes. Values arrived above under CCM method for the Businesses are adjusted for the value of debt, cash & cash equivalents, investments and surplus assets.

Discounted Cash Flows (DCF) Method

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF method involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the Businesses that are available to all providers of the Businesses' capital – both debt and equity.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

7

Price Waterhouse & Co LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the Businesses. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have been provided with forecasts of Businesses by Management of SSL and Sequent. We understand that the business plan captures the cash flows of respective Management's best estimates for the Businesses. Adjustments to the same have been effected for our analysis based on clarifications provided by/discussions with Management.

Values arrived above under DCF method for the Businesses are adjusted for debt, cash & cash equivalents, investments and surplus assets.

Net Asset Value (NAV) Methodology

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the 'going concern' criteria or in case where the assets base dominate earnings capability. A Scheme of Arrangement would normally be proceeded with, on the assumption that the Businesses will continue as going concern basis and an actual realization of the assets is not contemplated. In such a going concern scenario, the relative earning power is of importance, with the values arrived at on the net asset basis being of limited relevance.

BASIS OF DEMERGER

The fair basis of valuation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different entitlement ratios have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single ratios for each company. It is important to note that in doing so we are not attempting to arrive at the absolute equity values of Commodity API business and Human API business but their relative values to facilitate the determination of fair entitlement ratios. For this purpose, it is necessary to give appropriate weights to the ratios arrived under each methodology. Considering the limited relevance of the NAV method, we have not considered the same. Appropriate weightages have been given to the CCM and DCF methods.

The fair entitlement ratios have been arrived at on the basis of a relative equity valuation of the Businesses based on the methodologies explained herein and various qualitative factors relevant to each Business.

Valuers have carried out an independent analysis, discussed the analysis, arrived at consensus and are issuing this report jointly.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

SEQUENT SCIENTIFIC LIMITED

8

Price Waterhouse & Co LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

We understand that the Management of the Companies have taken a joint decision to keep the initial number of shares in the new entity around 25 million with a face value of INR 10 per share, i.e. paid up equity capital of around INR 250 million. Accordingly, for our recommendation, we have considered the paid of equity capital of SSL Pharma as INR 250 million. However, we have not analysed the appropriateness of the suggested initial number of equity shares and the consequential implied share premium/issue price.

In light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we consider that the

- fair entitlement ratio for demerger of Commodity API Business should be 1 share of face value of INR 10/- each fully paid up of SSL Pharma for every 6 shares of SSL
- fair entitlement ratio for demerger of Human API business should be 1 share of face value of INR 10/- each fully paid up of SSL Pharma for every 25 shares of Sequent.

The aforesaid shares will be issued in addition to, and not in exchange of shares held in SSL and Sequent.

It should be noted that we have not examined any other matter including economic rationale for the Transaction per se or accounting, legal or tax matters involved in the Transaction.

Respectfully submitted,

S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005 per Ravi Bansal Partner Membership No: 49365 Place: Mumbai Date: 20 March 2017	Price Waterhouse & Co LLP Chartered Accountants Firm Registration No. AAC-2731 ICAI FRN 016844N/N-500015 per Rajan Wadhawan Partner Membership No: 090172 Place: New Delhi Date: 20 March 2017

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Price Waterhouse & Co. LLP LLPIN AAC-2731 Chartered Accountants FRN 016844N/N500015 Mumbai

SEQUENT SCIENTIFIC LIMITED

Price Waterhouse & Co LLP

Chartered Accountants

Private and Confidential

April 25, 2017

SeQuent Scientific Limited
30, 1st Main Rd,
3rd Phase, JP Nagar,
Bengaluru,
Karnataka 560078

Kind Attention: Mr. Tushar Mistry

Dear Sir,

We refer to our engagement letter dated March 17, 2017, for recommending share exchange ratio[1] ('Exchange Ratio') for the proposed demerger of human API business of SeQuent and Commodity API business of Strides (referred individually as "Specified Business" and together as "Specified Businesses") into a new company, SSL Pharma Sciences Limited ("SSL Pharma", through a single scheme of arrangement ("the Transaction").

We are pleased to attach our summary workings for the Exchange Ratio for submission to Stock Exchanges/ Regional Director, MCA and regulatory authorities as per the terms of our engagement letter.

For Price Waterhouse & Co LLP
Chartered Accountants

Rajan Wadhawan
Partner
Membership Number: 090172
For and on behalf of
Price Waterhouse & Co LLP
Firm Registration No. AAC-2731
ICAI FRN 016844N/N-500015

[1] Exchange Ratio is defined as the respective ratios in which the equity shareholders of Sequent and Strides shall be entitled to receive equity shares in SSL Pharma

Price Waterhouse & Co LLP, Building No. 10, 17th Floor, Tower - C, DLF Cyber City, Gurgaon - 122 002
T: +91 (124) 3306000, F: +91 (124) 3306999

Registered office and Head office: Sucheta Bhawan, 11-A, Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse & Co (a Partnership Firm) converted into Price Waterhouse & Co LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-2731) with effect from April 24, 2014. Post its conversion to Price Waterhouse & Co LLP, its ICAI registration number is 016844N/N-500015 (ICAI registration number before conversion was 016844N)

Price Waterhouse & Co LLP

Chartered Accountants

Exchange Ratio Report dated March 20, 2017 by Price Waterhouse & Co LLP and S.R. Batliboi & Co. LLP

Summary workings of Price Waterhouse & Co LLP

Business	Equity Value (INR Millions)	Reference	Relative proportion of Equity Values
Equity Value of commodity API business of Strides Shasun Limited	12,550	Annexure I	**60%**
Equity Value of Human API business of Strides Shasun Limited	8,540	Annexure II	**40%**

Number of outstanding Equity shares*	Number
Strides Shasun Limited	**89.7 million**
SeQuent Scientific Limited	**246.8 million**

* After considering dilution of equity shares for ESOPs

Entitlement Ratio

1 share of face value of INR 10/- each fully paid up of SSL Pharma for every **6** shares of face value of INR 10/- each in Strides Shasun Limited.
1 share of face value of INR 10/- each fully paid up of SSL Pharma for every **25** shares of face value of INR 2/- each in SeQuent Scientific Limited.

Proposed Equity Capital	INR Millions
SSL Pharma Sciences Limited*	**250**

Equity Shares Allotment	Total No. of Shares
Shareholders of Strides Shasun Limited	**15 million**
Shareholders of SeQuent Scientific Limited	**10 million**

* We understand that the Management of the Companies have taken a joint decision to keep the initial number of shares in the new entity around 25 million with a face value of INR 10 per share, i.e. paid up equity capital of around INR 250 million. Accordingly, for our recommendation, we have considered the paid of equity capital of SSL Pharma as INR 250 million. However, we have not analysed the appropriateness of the suggested initial number of equity shares and the consequential implied share premium/issue price.

Summary workings of Price Waterhouse & Co LLP (contd.)

Annexure I: Equity Value of Commodity API business of Strides Shasun Limited.

Particulars	INR (Millions)	Weights	Reference
Discounted Cashflow Approach	12,525	50%	Refer Annexure I.A
Market Multiples Approach	12,575	50%	
Weighted Average Equity Value (INR Mn)	12,550	100%	

Annexure I.A: Discounted Cashflow ('DCF') Approach

Particulars	INR (Millions)
Enterprise Value	**16,415**
Less: Debt & debt like items #	4,377
Add: Cash & cash equivalents ##	489
Equity Value	**12,525**

 # Includes adjusted value of Contingent liabilities.
Includes surplus assets/investments.

Summary workings of Price Waterhouse & Co LLP (contd.)

Annexure II: Equity Value of Human API business of SeQuent Scientific Limited.

Particulars	INR (Millions)	Weights	Reference
Discounted Cashflow Approach	8,895	50%	Refer Annexure II.A
Market Multiples Approach	8,185	50%	
Weighted Average Equity Value (INR Mn)	8,540	100%	

Annexure II.A: Discounted Cashflow ('DCF') Approach

Particulars	INR (Millions)
Enterprise value *	**9,514**
Less: Debt & debt like items #	725
Add: Cash & cash equivalents ##	104
Equity value	**8,895**

** Includes present value of inflow expected from sale of Priority Review Voucher.*
 # Includes adjusted value of Contingent liabilities.
Includes surplus assets/investments.

Price Waterhouse & Co LLP

Chartered Accountants

To

June 20, 2017

The Board of Directors,
SeQuent Scientific Limited
30, 1st Main Rd, 3rd Phase, JP Nagar,
Bengaluru,
Karnataka 560078

Sub: Summary workings of Price Waterhouse & Co LLP pertaining to Exchange Ratio Report dated March 20, 2017 by Price Waterhouse & Co LLP and S.R. Batliboi & Co. LLP.

This is with reference to our report dated 20 March 2017 on "Recommendation of fair entitlement ratios of equity shares for the proposed demerger of Commodity API business of Strides Shasun Limited ("API Business-Strides") and Human API business of Sequent Scientific Limited ("API Business-Sequent") into SSL Pharma Sciences Limited.

As required by circular no LIST/COMP/02/2017-18 dated May 29, 2017 issued by the Bombay Stock Exchange of India Limited and Circular No. Ref No: NSE/CML/2017/12 dated June 1, 2017 issued by the National Exchange of India Limited, we hereby present the requisite information in the format prescribed to us as given below.

Computation of Fair Entitlement Ratios:

	API Business- Strides		API Business- SeQuent	
Valuation Approach	Value per share (INR)	Weight (%)	Value per share (INR)	Weight (%)
Asset Approach	10	0%	9	0%
Income Approach	140	50%	36	50%
Market Approach	140	50%	33	50%
Relative Value per share (INR)[1]	**140**		**35**	
Number of outstanding Equity shares (Diluted) in millions (a)	89.7		246.8	
Equity Values of each business in millions	**12,550**		**8,540**	
Proposed total equity shares in SSL Pharma Sciences Ltd (In millions) (b)	25*			
Share Entitlement for each business based on proportionate equity values (in millions) (c)	15		10	
Entitlement Ratio (rounded off) = (a)/(c)	**6.0**		**25.0**	

Entitlement Ratio

1 share of face value of INR 10/- each fully paid up of SSL Pharma for every **6** shares of face value of INR 10/- each in Strides Shasun Limited.

1 share of face value of INR 10/- each fully paid up of SSL Pharma for every **25** shares of face value of INR 2/- each in SeQuent Scientific Limited.

**We understand that the Management of the Companies have taken a joint decision to keep the initial number of shares in the new entity around 25 million with a face value of INR 10 per share, i.e. paid up equity capital of around INR 250 million. Accordingly, for our recommendation, we have considered the paid of equity capital of SSL Pharma as INR 250 million. However, we have not analysed the appropriateness of the suggested initial number of equity shares and the consequential implied share premium/issue price.*

[1] We have not attempted to arrive at the absolute values but at their relative values to facilitate the determination of fair entitlement ratios.

Price Waterhouse & Co LLP, Building No. 10, 17th Floor, Tower - C, DLF Cyber City, Gurgaon - 122 002
T: +91 (124) 3306000, F: +91 (124) 3306999

Registered office and Head office: Sucheta Bhawan, 11-A, Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse & Co (a Partnership Firm) converted into Price Waterhouse & Co LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-2731) with effect from April 24, 2014. Post its conversion to Price Waterhouse & Co LLP, its ICAI registration number is 016844N/N-500015 (ICAI registration number before conversion was 016844N)

The aforesaid shares will be issued in addition to, and not in exchange of shares held in Strides Shasun Limited and Sequent Scientific Limited.

The above should be read in conjunction with our report dated March 20, 2017 and supplement dated April 25, 2017 (which are annexed herewith) and is subjected to scope limitations enunciated in the report.

Yours faithfully,

Rajan Wadhawan

Partner

Membership Number: 090172

For and on behalf of

Price Waterhouse & Co LLP

Firm Registration No. 016844N

Private and Confidential

KEYNOTE

March 20, 2017

The Board of Directors,

SeQuent Scientific Limited
301/ A, Dosti Pinnacle, Plot No.E7,
Road No. 22, Wagle Industrial Area,
Thane (W), Mumbai: 400 604, India

Dear Sirs,

Reg: Fairness Opinion towards proposed demerger of "Commodity API Business" of Strides Shasun Limited and "Human API Business" of Sequent Scientific Limited into SSL Pharma Sciences Limited

Keynote Corporate Services Limited ("Keynote" or "we" or "us") is a Category I Merchant Banker registered with Securities Exchange Board of India ("SEBI"). We understand that the Board of Directors of Strides Shasun Limited ("Strides" or the "Demerged Company 1") and Sequent Scientific Limited ("Sequent" or the "Demerged Company 2") are considering a Composite Scheme of Arrangement ("Scheme") for demerger of Commodity Active Pharmaceutical Ingredients ("API") Business of Strides ("Demerged Undertaking 1") and Human API Business of Sequent ("Demerged Undertaking 2") into SSL Pharma Sciences Limited ("SSL Pharma" or the "Resulting Company"). The proposed reorganization is to be carried out pursuant to the Composite Scheme of Arrangement under section 391-394 of the Companies Act, 1956 and other relevant provisions of the Act.

In consideration of the demerger of Commodity API Business of Strides into SSL Pharma pursuant to the Scheme, for every 6 (Six) fully paid equity shares of face value of Rs. 10/- each held by the shareholders of Strides, 1 (One) fully paid equity shares of face value of Rs. 10/- each of SSL Pharma shall be issued and allotted ("Share Entitlement Ratio 1") and for the demerger of Human API Business of Sequent into SSL Pharma pursuant to the Scheme, for every 25 (Twenty Five) fully paid equity shares of face value of Rs. 2/- each held by the shareholders of Sequent, 1 (One) fully paid equity shares of face value of Rs. 10/- each of SSL Pharma shall be issued and allotted ("Share Entitlement Ratio 2"), collectively referred to as the Share Entitlement Ratio.

In connection with the aforesaid, we have been requested by the Board of Directors of Sequent to issue a Fairness Opinion as of the date hereof, as to the fairness of the Share Entitlement Ratio to the Equity Shareholders of Sequent Scientific Limited. We have perused the documents/ information provided by you in respect of the said Arrangement and the Valuation Report as issued by PricewaterhouseCoopers ("PwC") dated 20th March, 2017 and state as follows:

Company Profile:

Strides Shasun Limited or *"Demerged Company 1"* is a public limited company incorporated on 28th June, 1990 under the provisions of the Companies Act, 1956. Strides is a vertically integrated global pharmaceutical Company headquartered in Bangalore. Strides has four business verticals, viz., regulated markets, emerging markets, institutional business and active pharmaceutical ingredients. The Company has a global manufacturing foot-print spread across three continents and has three dedicated research and development facilities in India with global filing capabilities and a strong commercial footprint across

SEQUENT SCIENTIFIC LIMITED

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

85 countries. The equity shares of Strides are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited (collectively with BSE Limited, the "Stock Exchanges").

Sequent Scientific Limited or *"Demerged Company 2"* is a public limited company incorporated on 28th June, 1985 under the provisions of the Companies Act, 1956. Sequent is an integrated pharmaceutical company with a global footprint, operating in the domains of Animal Health API and formulation (Alivira), Human APIs, and Analytical Services. Headquartered in Mumbai, SeQuent has 11 manufacturing facilities based in India, Turkey, Spain and Brazil with approvals from global regulatory bodies including USFDA, EUGMP, WHO, TGA amongst other. The equity shares of Sequent are listed on the Stock Exchanges.

SSL Pharma Sciences Limited or *"Resulting Company"* is a public limited company incorporated on 23rd February 2017 under the provisions of the Companies Act 1956. The Commodity API Business of Strides and the Human API Business of Sequent will de-merge into SSL Pharma. SSL Pharma has been incorporated with the object of, inter alia, undertaking the business of manufacturing, production, processing, formulating, sale, import, export, merchandising, distributing, trading of and dealing in active pharmaceutical ingredients.

Rationale of the Report:

In the Rationale of the Scheme as explained to us by the Management of Strides and Sequent, the Commodity API Business and Human API Business, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value. Accordingly, demerging the Commodity API Business and Human API Business and consolidation into a separate entity will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth, thereby resulting in enhancement of shareholder value for the shareholders of both Strides and Sequent.

In this regard, we have been requested by the Board of Directors of Sequent to issue a Fairness Opinion as of the date hereof, as to the fairness of the Share Entitlement Ratio to the Equity Shareholders of Sequent Scientific Limited.

Sources of Information:

For arriving at the Fairness Opinion set forth below, we have relied upon the following sources of information:

- Valuation Report by PwC dated 20th March, 2017;
- Composite Scheme of Arrangement under section 391-394 of the Companies Act, 1956 between Strides Shasun Limited and Sequent Scientific Limited and SSL Pharma Sciences Limited.

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our Analysis.

SEQUENT SCIENTIFIC LIMITED

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

Our Recommendation:

As stated in the Valuation Report by PwC, they have recommended the following:

- **"fair entitlement ratio for demerger of Commodity API Business should be 1 (One) share of fac value of Rs. 10/- each fully paid up of SSL Pharma for every 6 (Six) shares of Strides"**
- **"fair entitlement ratio for demerger of Human API business should be 1 (One) share of face value o Rs. 10/- each fully paid up of SSL Pharma for every 25 (Twenty Five) shares of Sequent"**

The aforesaid shares will be issued in addition to, and not in exchange of shares held in Strides & Sequent

The aforesaid Arrangement shall be pursuant to the Draft Composite Scheme of Arrangement and shall be subject to receipt of approval from the Jurisdictional High Court of Bombay and other statutory approvals as may be required. The detailed terms and conditions of the arrangement are more fully set forth in the Draft Scheme of Arrangement. Keynote has issued the Fairness Opinion with the understanding that Draft Scheme of Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final Composite Scheme of Arrangement alters the transaction

Based on the information, data made available to us, including the Valuation Report, to the best of our knowledge and belief, the Fair valuation as suggested by PwC in relation to the proposed Composite Scheme of Arrangement is Fair to the equity shareholders of Sequent in our opinion.

Exclusions and Limitations:

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by Sequent for the purpose of this opinion. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the assets of Human API Business of Sequent. We have solely relied upon the information provided to us by Sequent. We have not reviewed any books or records of Sequent (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of Human API Business of Sequent and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of Human API Business of Sequent. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by Sequent for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on this opinion. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of Human API Business of Sequent with respect to these matters. In addition, we have assumed that the Draft Composite Scheme of Arrangement will be approved by the regulatory authorities and that the proposed Transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme of Arrangement.

We understand that the management of Sequent during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We

SEQUENT SCIENTIFIC LIMITED

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

have assumed that in the course of obtaining necessary regulatory or other consents or approvals for the Draft Composite Scheme of Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the Transaction that Sequent may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving Sequent or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to Sequent for providing a Fairness Opinion and will receive a fee for our services.

In the ordinary course of business, Keynote is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Keynote may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Transaction.

It is understood that this letter is solely for the benefit of and confidential use by the Board of Directors of Sequent for the purpose of this Transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, Statute, Act, guideline or similar instruction. Management of Sequent should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to Sequent's underlying decision to effect to the proposed Transaction or as to how the holders of equity shares or preference shares or secured or unsecured creditors of Sequent should vote at their respective meetings held in connection with the Transaction. We do not express and should not be deemed to have expressed any views on any other terms of Transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of Sequent will trade following the announcement of the Transaction or as to the financial performance of Sequent following the consummation of the Transaction.

In no circumstances however, will Keynote Corporate Services Limited or its associates, directors or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on Keynote Corporate Services Limited or its associates, directors or employees by any third party, Sequent and their affiliates shall indemnify them.

For **KEYNOTE CORPORATE SERVICES LTD**

Nipun Lodha
Executive Vice President and Head Corporate Finance
SEBI Registration No. INM000003606
(Merchant Banker)

SEQUENT SCIENTIFIC LIMITED

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

EXPERIENCE THE NEW

DCS/AMAL/ST/R37/894/2017-18 August 08, 2017

The Company Secretary
SEQUENT SCIENTIFIC LTD.
301, Plot No. E7,, 'Dosti Pinnacle', 3rd Floor, Road No. 22,,
Wagle Indl. Estate, Thane (W) ,Thane ,Maharashtra ,400604

Dear Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Sequent Scientific Ltd, Strides Shasun Limited and Solara Active Pharma Sciences Limited.

We are in receipt of Draft Scheme of Arrangement between Sequent Scientific Limited, Strides Shasun Limited and Solara Active Pharma Sciences Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 04, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

However, the listing of equity shares of Solara Active Pharma Sciences Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Further, Solara Active Pharma Sciences Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Solara Active Pharma Sciences Limited is at the discretion of the Exchange. In addition to the above, the listing of Solara Active Pharma Sciences Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Solara Active Pharma Sciences Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.

2. To publish an advertisement in the newspapers containing all the information of Solara Active Pharma Sciences Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about Solara Active Pharma Sciences Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.

4. The following provisions shall be incorporated in the scheme:

i. "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."

ii. "There shall be no change in the shareholding pattern of Solara Active Pharma Sciences Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT. Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/12104 August 08, 2017

The Company Secretary
Sequent Scientific Limited
301, 3rd Floor
Dosti Pinnacle, Plot E7,
Road No.22, Wagle Industrial Estate
Thane (W), Mumbai - 400604
Mumbai - 400604

Kind Attn.: Mr. Krupesh Mehta

Dear Sir,

Sub: **Observation letter for draft Scheme of Composite Scheme of Arrangement between Strides Shasun Limited and Sequent Scientific Limited and Solara Active Pharma Sciences Limited (formerly SSL Pharma Sciences Limited).**

This has reference to the draft composite scheme of arrangement between Strides Shasun Limited, SeQuent Scientific Limited and Solara Active Pharma Sciences Limited and their respective shareholders and creditors filed by SeQuent Scientific Limited vide application dated June 15, 2017.

Based on our letter reference no Ref: NSE/LIST/13918 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated August 04, 2017, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter, is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the NCLT.

However, the listing of equity shares of Solara Active Pharma Sciences Limited on the National Stock Exchange of India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957. Further, Solara Active Pharma Sciences

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfill the Exchange's criteria for listing such Company and also comply with other applicable statutory requirements. However, the listing of shares of Solara Active Pharma Sciences Limited is at the discretion of the Exchange.

The listing of Solara Active Pharma Sciences Limited, pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Solara Active Pharma Sciences Limited and its group Companies in line with the disclosure requirements applicable for public issues with NSE for making the same available to the public through website of the Company.

2. To publish an advertisement in the newspapers containing all the information about Solara Active Pharma Sciences Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about Solara Active Pharma Sciences Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for disclosures about the subsidiaries.

4. The following provision shall be incorporated in the Scheme:

(a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

(b) "There shall be no change in the shareholding pattern or control in Solara Active Pharma Sciences Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement / Regulations, Guidelines issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from August 8, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circular upon sanction of the Scheme by the NCLT, you shall submit to NSE the following:

a) Copy of Scheme as approved by the NCLT;
b) Result of voting by shareholders for approving the Scheme;
c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
d) Status of compliance with the Observation Letter/s of the stock exchanges.

e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f) Complaints Report as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Yours faithfully,
For **National Stock Exchange of India Limited**

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Divya Babu Poojari
Date: Tue, Aug 8, 2017 12:05:04 IST
Location: NSE

Sequent
Proven Ability In Life Sciences

July 13, 2017

The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400 001

Kind Attention: Mr. Sunnu Thomas

Dear Mr. Thomas,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Strides Shasun Limited (formerly Strides Arcolab Limited) and SeQuent Scientific Limited and Solara Active Pharma Sciences Limited (formerly SSL Pharma Sciences Limited) and their respective shareholders and creditors

Ref: Complaint Report as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

With reference to the captioned subject, the Company is required to submit a Compliant Report on the Scheme within 7 days of expiry of 21 days from the date of the hosting of the Scheme on website of BSE. Accordingly, kindly find enclosed the Complaint Report for the period June 20, 2017 to July 11, 2017.

You are requested to take the same on record and issue "No Objection" to the Scheme at the earliest so that we can file the same with the National Company Law tribunal, Mumbai Bench.

For Sequent Scientific Limited

Krupesh Mehta
Company Secretary
Encl: A/a

Sequent Scientific Limited

Complaints Report

(Commencing from the Date of Hosting of the Scheme on the website of BSE i.e. June 20, 2017 till July 11, 2017 which is expiry of 21 days from the date the Scheme was hosted)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	**NIL**
2.	Number of complaints forwarded by Stock Exchange	**NIL**
3.	Total Number of complaints/comments received (1+2)	**NIL**
4.	Number of complaints resolved	**NIL**
5.	Number of complaints pending	**NIL**

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Date: July 13, 2017
Place: Thane

Scientific Limited

Sequent
Proven Ability In Life Sciences

July 25, 2017

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Kind Attention: Mr. Nikhil Jain

Dear Mr. Jain,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Strides Shasun Limited (formerly Strides Arcolab Limited) and SeQuent Scientific Limited and Solara Active Pharma Sciences Limited (formerly SSL Pharma Sciences Limited) and their respective shareholders and creditors

Ref: Complaints Report as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

With reference to the captioned subject, the Company is required to submit a Compliant Report on the Scheme within 7 days of expiry of 21 days from the date of the hosting of the Scheme on website of National Stock Exchange of India Limited. Accordingly, kindly find enclosed the Complaint Report for the period June 30, 2017 to July 21, 2017.

As detailed in the annexed Complaints Report, the Company has received NIL complaints/ comments from shareholders on the draft scheme. However, a query seeking additional information was received from an individual who is neither a shareholder nor a creditor of the Company and the Company has responded to such query.

You are requested to kindly take the same on record and we would be obliged if you could grant "No Objection" to the Scheme at your earliest convenience..

For Sequent Scientific Limited

Krupesh Mehta
Company Secretary

Encl: A/a

SeQuent Scientific Limited
Registered Office: 301/A, 'Dosti Pinnacle', Plot No.E7,Road No. 22, Wagle Industrial Area, Thane (W), Mumbai – 400604, India
Tel: +91 22 41114777 | **FAX:** +91-22-41114754 | **CIN:** L99999MH1985PLC036685
http://www.sequent.in

Complaints Report

(Commencing from the Date of Hosting of the Scheme on the website of NSE i.e. June 30, 2017 till July 21, 2017 which is expiry of 21 days from the date the Scheme was hosted)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	**NIL**
2.	Number of complaints forwarded by Stock Exchange	**NIL**
3.	Total Number of complaints/comments received (1+2)	**NIL**
4.	Number of complaints resolved	**NIL**
5.	Number of complaints pending	**NIL**

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Date: July 25, 2017
Place: Thane

For Sequent Scientific Limited

Krupesh Mehta
Company Secretary

SEQUENT SCIENTIFIC LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SEQUENT SCIENTIFIC LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(c) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 3, 2017

1. The Board of Directors (**"Board"**) of the Company had at their meeting held on March 20, 2017 approved a draft of the proposed composite scheme of arrangement amongst Strides Shasun Limited (**"Strides"**), Solara Active Pharma Sciences Limited (**"Solara"**, formerly SSL Pharma Sciences Limited) and the Company and their respective shareholders and creditors (**"Scheme"**), which would involve transfer by way of demerger of (i) the commodity active pharmaceutical ingredients business of Strides (**"Commodity API Business"** or **"Demerged Undertaking 1"**) to Solara in consideration for issuance of shares by Solara to the shareholders of Strides; and (ii) human active pharmaceutical ingredients business of the Company (**"Human API Business"** or **"Demerged Undertaking 2"**) to Solara in consideration for issuance of shares by Solara to the shareholders of the Company, pursuant to provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 (including those of the Companies Act, 1956 that continue to remain in force), as applicable. The Scheme was approved by the Audit Committee of the Company at its meeting held on March 20, 2017.

2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the directors explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties (**"Report"**).

3. Having regard to the applicability of the aforesaid provisions, the Scheme and the following documents are placed before the Board:

   (i) Joint Valuation Report dated March 20, 2017 issued by S.R. Batliboi & Co. LLP, Chartered Accountants (appointed by Strides) and Price Waterhouse & Co., LLP, Chartered Accountants (appointed by the Company) and supplemented by letters dated April 25, 2017 and June 20, 2017 issued by Price Waterhouse & Co., LLP, Chartered Accountants describing inter alia the methodology adopted by them in arriving at the valuation of the Human API Business and including the share entitlement ratio and setting out details of computation of fair entitlement ratios for the proposed demerger of Commodity API Business of Strides and Human API Business of the Company into Solara (collectively, the **"Valuation Report"**);

   (ii) Fairness Opinion Report dated March 20, 2017 issued by Keynote Corporate Services Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation of the Human API Business of the Company;

   (iii) Certificate dated June 8, 2017 issued by Deloitte Haskins & Sells, the statutory auditors of the Company as required under Section 232(3) of the Companies Act, 2013 certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards and applicable law; and

   (iv) A copy of Audit Committee report dated March 20, 2017 in terms of the requirement of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India.

4. **Rationale of the Scheme**

   (i) The Commodity API Business and Human API Business, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value.

   (ii) Segregation of the Commodity API Business from the other core "B2C" businesses of Strides will allow concentrated focus by Solara management on the Commodity API Business and the Strides' management on its other core B2C businesses.

   (iii) Segregation of the Human API Business from the animal healthcare business of the Company will allow concentrated focus by Solara management on the Human API Business and the Company management on the animal healthcare business.

   (iv) The unbundling of Commodity API Business and Human API Business and consolidation into Solara will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth.

   (v) The demergers are expected to enhance shareholder value for shareholders of both the Company and Strides.

   (vi) The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of each of the Company, Strides and Solara.

5. **Effect of Scheme on stakeholders**

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of the Company in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner: *"1 (one) fully paid up equity share of INR 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty Five) fully paid up equity shares of INR 2 (Rupees two only) each held in the Company."* (the **"Share Entitlement Ratio"**)

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
		The shares allotted to shareholders of the Company shall rank pari passu in all respects with the then existing equity shares of Solara. The Scheme is expected to have several benefits for the Company, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of the Company.
(ii)	Promoters	Like all the shareholders of the Company, the promoters of the Company shall be allotted shares of Solara in accordance with the Share Entitlement Ratio set out in the Scheme. Please refer to point (i) above for details regarding effect on the shareholders.
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel	The key managerial personnel of the Company (**"KMPs"**) shall continue as key managerial personnel of the Company after effectiveness of the Scheme. Such KMPs who are shareholders of the Company will be allotted shares of Solara, like the other shareholders of the Company. Please refer to point (i) above for details regarding effect on the shareholders. Other than such allotment of shares, the KMPs are not affected pursuant to the Scheme.

6. **Valuation**

(i) For the purpose of arriving at the Share Entitlement Ratio, the Valuation Report was obtained in terms of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, circular no. LIST/COMP/02/2017 -18 dated May 29, 2017 issued by BSE Limited and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by the National Stock Exchange of India Limited.

(ii) S. R. Batliboi & Co., LLP and Price Waterhouse & Co LLP have not expressed any difficulty while carrying out the valuation.

The Valuers have considered Comparable Companies Quoted Multiples Method (CCM), Discounted Cash Flows Method (DCF) and Net Asset Value Method for determining the relative value of the businesses in order to arrive at the share entitlement ratios for the transaction which have been considered in the present case.

However, considering the nature of transaction, the Valuers are of the opinion that NAV Method is of limited relevance and have based their valuation on CCM and DCF methods, by assigning appropriate weightages.

The share entitlement ratios have been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the Valuation Report and various qualitative factors relevant to each business.

(iii) The recommendation of the entitlement ratio has been approved by the Board of Directors of the Company, Audit Committee of the Company, Board of Directors of Strides, Audit Committee of Strides and Board of Directors of Solara. The Scheme provides that upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of the Company in Solara in terms of the Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

"1 (one) fully paid equity share of INR 10/- (Rupees Ten only) each of Solara for every 25 (Twenty-five) fully paid up equity shares of INR 2/- (Rupees Two only) each held by them in Sequent."

7. **Adoption of the Report by the Directors**

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any duly authorised committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

Date: August 3, 2017 Dr. Gopakumar G Nair

Place: Thane, Maharashtra Chairman

STRIDES SHASUN LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF STRIDES SHASUN LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 11, 2017

1. The Board of Directors (**"Board"**) of the Company at their meeting held on March 20, 2017 approved a draft of the proposed composite scheme of arrangement amongst SeQuent Scientific Limited (**"SeQuent"**), Solara Active Pharma Sciences Limited (**"Solara"**, formerly SSL Pharma Sciences Limited), and the Company and their respective shareholders and creditors (**"Scheme"**), which would involve transfer by way of demerger of (i) the commodity active pharmaceutical ingredients business of the Company (**"Commodity API Business"** or **"Demerged Undertaking 1"**) to Solara in consideration for issuance of shares by Solara to the shareholders of the Company; and (ii) human active pharmaceutical ingredients business of SeQuent (**"Human API Business"** or **"Demerged Undertaking 2"**) to Solara in consideration for issuance of shares by Solara to the shareholders of SeQuent, pursuant to provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 (including those of the Companies Act, 1956 that continue to remain in force), as applicable. The Scheme was approved by the Audit Committee of the Company at its meeting held on March 20, 2017.
2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the directors explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties (**"Report"**).
3. Having regard to the applicability of the aforesaid provisions, the Scheme and the following documents are placed before the Board:
   (i) **Joint Valuation Report** dated March 20, 2017 issued by S.R. Batliboi & Co. LLP, Chartered Accountants (appointed by the Company) and Price Waterhouse & Co., LLP, Chartered Accountants (appointed by SeQuent), supplemented by the letters dated April 17, 2017 and June 21, 2017 issued by S.R. Batliboi & Co. LLP, Chartered Accountants describing inter alia the methodology adopted by them in arriving at the valuation of the Commodity API Business and including the share entitlement ratio and setting out details of computation of fair share entitlement ratios for the proposed demerger of Commodity API Business of the Company and Human API Business of SeQuent into Solara (collectively, the **"Valuation Report"**);
   (ii) **Fairness Opinion Report** dated March 20, 2017 issued by Axis Capital Ltd., a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation of the Commodity API Business as recommended by S. R. Batliboi & Co., LLP;
   (iii) **Statutory Auditors' Certificate** dated April 26, 2017 issued by Deloitte Haskins & Sells, the statutory auditors of the Company as required under Section 232(3) of the Companies Act, 2013 certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards and applicable law; and
   (iv) A copy of **Audit Committee Report** dated March 20, 2017 in terms of the requirement of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India.
4. **Rationale of the Scheme**
   (i) The Commodity API Business and Human API Business, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value.
   (ii) Segregation of the Commodity API Business from the other core "B2C" businesses of the Company will allow concentrated focus by Solara management on the Commodity API Business and the Company's management on its other core B2C businesses.
   (iii) Segregation of the Human API Business from the animal healthcare business of SeQuent will allow concentrated focus by Solara management on the Human API Business and SeQuent management on the animal healthcare business.
   (iv) The unbundling of Commodity API Business and Human API Business and consolidation into Solara will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth.
   (v) The demergers are expected to enhance shareholder value for shareholders of both the Company and SeQuent.
   (vi) The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of each of the Company, SeQuent and Solara.
5. **Effect of Scheme on stakeholders**

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of the Company in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manne: *"1 (one) fully paid up equity share of Rs. 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of Rs. 10 (Rupees Ten only) each held in the Company."* (the **"Share Entitlement Ratio"**)

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
		The shares allotted to shareholders of the Company shall rank *pari passu* in all respects with the then existing equity shares of Solara. The Scheme is expected to have several benefits for the Company, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of the Company. .
(ii)	Promoters	Like all the shareholders of the Company, the promoters of the Company (including SeQuent) shall be allotted shares of Solara in accordance with the Share Entitlement Ratio set out in the Scheme. Please refer to point (i) above for details regarding effect on the shareholders.
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel (**"KMPs"**)	The KMPs of the Company shall continue as key managerial personnel of the Company after effectiveness of the Scheme. Such KMPs who are shareholders of the Company will be allotted shares of Solara, like the other shareholders of the Company. Please refer to point (i) above for details regarding effect on the shareholders. Other than such allotment of shares, the KMPs are not affected pursuant to the Scheme.

6. Valuation

(i) For the purpose of arriving at the Share Entitlement Ratio, the Valuation Report was obtained in terms of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE Limited and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by the National Stock Exchange of India Limited.

(ii) S. R. Batliboi & Co., LLP and Price Waterhouse & Co LLP have not expressed any difficulty while carrying out the valuation.

The Valuers have considered Comparable Companies Quoted Multiples Method (CCM), Discounted Cash Flows Method (DCF) and Net Asset Value Method (NAV) for determining the relative value of the businesses in order to arrive at the share entitlement ratios for the transaction which have been considered in the present case.

However, considering the nature of Transaction, the Valuers are of the opinion that NAV Method is of limited relevance and have based their valuation on CCM and DCF methods, by assigning appropriate weightages.

The share entitlement ratios have been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the Valuation Report and various qualitative factors relevant to each business.

(iii) The recommendation of the share entitlement ratio has been approved by the Board of the Company, Audit Committee of the Company, board of directors of SeQuent, audit committee of SeQuent and board of directors of Solara. The Scheme provides that upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of the Company in Solara in terms of the Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

"1 (one) fully paid up equity share of Rs. 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of Rs. 10 (Rupees Ten only) each held in the Company."

7. <u>Adoption of the Report by the Directors</u>

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any duly authorised committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

Sd/-

Date: August 11, 2017
Place: Bangalore

Badree Komandur
Executive Director - Finance

SOLARA ACTIVE PHARMA SIENCES LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SOLARA ACTIVE PHARMA SCIENCES LIMITED ("COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 2, 2017

1. The Board of Directors (**"Board"**) of the Company at their meeting held on March 20, 2017 approved a draft of the proposed composite scheme of arrangement amongst SeQuent Scientific Limited (**"SeQuent"**), Strides Shasun Limited (**"Strides"**), and the Company and their respective shareholders and creditors (**"Scheme"**), which would involve transfer by way of demerger of (i) the commodity active pharmaceutical ingredients business of Strides (**"Commodity API Business"** or **"Demerged Undertaking 1")** to the Company in consideration for issuance of shares by the Company to the shareholders of Strides; and (ii) human active pharmaceutical ingredients business of SeQuent (**"Human API Business"** or **"Demerged Undertaking 2"**) to the Company in consideration for issuance of shares by the Company to the shareholders of SeQuent, pursuant to provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 (including those of the Companies Act, 1956 that continue to remain in force), as applicable.
2. As per Section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the directors explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties (**"Report"**).
3. Having regard to the applicability of the aforesaid provision, the Scheme and the following documents are placed before the Board:
   (i) **Joint Valuation Report** dated March 20, 2017 issued by S.R. Batliboi & Co. LLP, Chartered Accountants (appointed by Strides) and Price Waterhouse & Co., LLP, Chartered Accountants (appointed by SeQuent), supplemented by the letters dated April 17, 2017 and June 21, 2017 issued by S.R. Batliboi & Co. LLP, Chartered Accountants describing inter alia the methodology adopted by them in arriving at the valuation of the Commodity API Business and Human API Business and including the share entitlement ratio and setting out details of computation of fair share entitlement ratios for the proposed demerger of Commodity API Business of Strides and Human API Business of SeQuent into the Company (collectively, the **"Valuation Report"**);
   (ii) **Fairness Opinion Report** dated March 20, 2017 issued by Axis Capital Ltd., a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation of the Commodity API Business as recommended by S. R. Batliboi & Co., LLP;
   (iii) **Fairness Opinion Report** dated March 20, 2017 issued by Keynote Corporate Services Limited providing its opinion on the fairness of the valuation of the Human API Business as recommended by Price Waterhouse & Co., LLP; and
   (iv) **Statutory Auditors' Certificate** dated July 05, 2017 issued by Deloitte Haskins & Sells LLP, the statutory auditors of the Company as required under Section 232(3) of the Companies Act, 2013 certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards and applicable law.
4. **Rationale of the Scheme**
   (i) The Commodity API Business of Strides and Human API Business of SeQuent, being "B2B" businesses, require a differentiated strategy and direction to grow and deliver value.
   (ii) Segregation of the Commodity API Business from the other core "B2C" businesses of Strides will allow concentrated focus by the Company's management on the Commodity API Business and Strides' management on its other core B2C businesses.
   (iii) Segregation of the Human API Business from the animal healthcare business of SeQuent will allow concentrated focus by the Company's management on the Human API Business and SeQuent management on the animal healthcare business.
   (iv) The unbundling of Commodity API Business and Human API Business and consolidation into the Company will create an active pharmaceutical ingredients company in India with critical size, and is expected to unlock value by enabling the business activities to be carried out with greater focus and specialization for sustained growth.
   (v) The demergers are expected to enhance shareholder value for shareholders of both Strides and SeQuent.
   (vi) The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of each of the Company, SeQuent and Strides.
5. **Effect of Scheme on stakeholders**

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
(i)	Shareholders	The Company only has equity shareholders and does not have any preference shareholders. Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of the Company in Solara in terms of this Scheme, Solara shall allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manne: *"1 (one) fully paid up equity share of Rs. 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of Rs. 10 (Rupees Ten only) each held in Strides."* (the **"Share Entitlement Ratio"**)
		Upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of SeQuent in the Company in terms of this Scheme, the Company shall allot equity shares, credited as fully paid-up, to the members of SeQuent, holding fully paid up equity shares in SeQuent and whose names appear in the register of members of SeQuent on a specific record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

S. No	Category of Stakeholder	Effect of the Scheme on Stakeholders
		"1 (one) fully paid up equity Share of Rs. 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 25 (twenty five) fully paid up equity shares of Rs. 2 (Rupees Two only) each held in SeQuent" (the **"Share Entitlement Ratio 2"***)* The shares allotted to shareholders of Strides and SeQuent by the Company as set out above shall rank pari passu in all respects with the then existing equity shares of the Company. The existing shareholding of Strides in the Company shall stand cancelled without any further act or deed immediately following the issuance of shares by the Company to the shareholders of Strides and SeQuent pursuant to and in accordance with provisions of the Scheme. Further, the authorised share capital of the Company will be increased to Rs. 300,000,000 (Rupees Three Hundred Million only) divided into 30,000,000 (thirty million) equity share of Rs. 10 (Rupees Ten only) each, in accordance with the provisions of the Act, pursuant to the Scheme. Pursuant to the Scheme, the shares of the Company are proposed to be listed on BSE Limited and National Stock Exchange of India Limited. The Scheme is expected to have several benefits for the Company, as indicated in the rationale to the Scheme, as set out above and is expected to be in the best interests of the shareholders of the Company.
(ii)	Promoters	Like all the shareholders of Strides and SeQuent, the promoters of Strides and SeQuent shall be allotted shares of the Company in accordance with Share Entitlement Ratio 1 and Share Entitlement Ratio 2 as set out in the Scheme. Please refer to point (i) above for details regarding effect on the shareholders.
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel (**"KMPs"**)	The Company does not have any KMPs.

6. Valuation

(i) For the purpose of arriving at the Share Entitlement Ratio, the Valuation Report was obtained by both Strides and SeQuent in terms of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, circular no. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE Limited and circular no. NSE/CML/2017/12 dated June 1, 2017 issued by the National Stock Exchange of India Limited.

(ii) S. R. Batliboi & Co., LLP and Price Waterhouse & Co LLP have not expressed any difficulty while carrying out the valuation.

The Valuers have considered Comparable Companies Quoted Multiples Method (CCM), Discounted Cash Flows Method (DCF) and Net Asset Value Method (NAV) for determining the relative value of the businesses in order to arrive at the share entitlement ratios for the transaction which have been considered in the present case.

However, considering the nature of Transaction, the Valuers are of the opinion that NAV Method is of limited relevance and have based their valuation on CCM and DCF methods, by assigning appropriate weightages.

The share entitlement ratios have been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the Valuation Report and various qualitative factors relevant to each business.

(iii) The recommendation of the share entitlement ratio has been certified as being a fair valuation and has been approved by board of directors of Strides, audit committee of Strides, board of directors of SeQuent, audit committee of SeQuent and board of directors of the Company. The Scheme provides that upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 1 of Strides in the Company in terms of the Scheme, the Company shall allot equity shares, credited as fully paid-up, to the members of Strides, holding fully paid up equity shares in Strides and whose names appear in the register of members of Strides on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

"1 (one) fully paid up equity share of Rs. 10 (Rupees Ten only) each of Solara shall be issued and allotted for every 6 (six) fully paid up equity shares of Rs. 10 (Rupees Ten only) each held in Strides."

The Scheme provides that upon the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking 2 of SeQuent in the Company in terms of the Scheme, the Company shall allot equity shares, credited as fully paid-up, to the members of SeQuent, holding fully paid up equity shares in SeQuent and whose names appear in the register of members of SeQuent on the relevant record date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the record date in the following manner:

"1 (one) fully paid equity share of Rs. 10/- (Rupees Ten only) each of Solara for every 25 (Twenty-five) fully paid up equity shares of Rs.2/- (Rupees Two only) each held by them in SeQuent."

7. <u>Adoption of the Report by the Directors</u>

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

Date: August 2, 2017
Place: Bangalore

Dr. Satyanarayan Papnna
Director

Sequent
Proven Ability In Life Sciences

PRE & POST SHAREHOLDING PATTERN OF SEQUENT SCIENTIFIC LIMITED FOR THE QUARTER ENDED 30 SEPTEMBER 2017

NOTE : Pursuant to the proposed Scheme of Arrangement, there is no allotment of shares by the Company to its shareholders. Therefore, there is no change in the shareholding pattern of the company, pre and post the proposed demerger

Shareholding Pattern:

Pre-scheme & Post-scheme shareholding pattern of Applicant Company as on September 30, 2017

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern Pattern	
		Total No. of Shares held	As a percentage of total capital
(A)	**Promoters**		
1	**Indian**		
(a)	Individuals / Hindu Undivided Family	55,949,895	22.96
(b)	Central Government / State Government(s)	0	0.00
(c)	Financial Institutions / Banks	0	0.00
(d)	Any Other (Specify)	83,552,935	34.28
	Bodies Corporate	6,481,750	2.66
	Others (LLP)	77,071,230	31.62
	Sub Total (A)(1)	**139,502,830**	**57.24**
2	**Foreign**		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other (Specify)	0	0.00
	Sub Total (A)(2)	**0**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**139,502,830**	**57.24**
(B)	**Public Shareholding**		
1	**Institutions**		
(a)	Mutual Fund	14,029,769	5.76
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investor	31,413,723	12.89
(f)	Financial Institutions / Banks	12,840	0.01
(g)	Insurance Companies	0	0.00
(h)	Provident Funds/ Pension Funds	0	0.00
(i)	Any Other (Specify)	0	0.00
	Sub Total (B)(1)	**45,456,332**	**18.65**
2	**Central Government/ State Government(s)/ President of India**	**0**	**0.00**
	Sub Total (B)(2)	**0**	**0.00**

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern Pattern	
		Total No. of Shares held	As a percentage of total capital
3	**Non-Institutions**		
(a)	**Individuals**		
	i. Individual shareholders holding nominal share capital up to INR 2 lakhs.	10,325,519	4.24
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	15,488,298	6.35
(b)	NBFCs registered with RBI	0	0.00
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00
(e)	Any Other (Specify)	31,518,016	12.93
	Bodies Corporate	14,138,395	5.80
	NRI	7,122,210	2.92
	Trusts	2,500	0.00
	Director or Director's Relatives	316,740	0.13
	Clearing Members	60,368	0.02
	NRI	7,745,679	3.18
	Bodies Corporate	23,392,729	9.60
	Sub Total (B)(3)	57,331,833	23.52
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**102,788,165**	**42.17**
	Total (A+B)		
(C)	**Non Promoter - Non Public**		
	Shares Underlying DRs	0	0.00
	Employee Trust	1,445,200	0.59
	Total Non Promoter - Non Public (C)	1,445,200	0.59
	Total (A+B+C)	**243,736,195**	**100.00**

Strides Shasun

PRE & POST SHAREHOLDING PATTERN OF STRIDES SHASUN LIMITED FOR THE QUARTER ENDED 30 SEPTEMBER 2017

NOTE: Pursuant to the proposed Scheme of Arrangement, there is no allotment of shares by the Company to its shareholders. Therefore, there is no change in the shareholding pattern of the Company, pre and post the proposed demerger

#	Category of the Shareholders	Pre & Post Scheme Shareholding	
		No. of shares held	% to total capital
(A)	**Promoters and Promoter Group**		
1	**Indian**		
(a)	Individuals/ Hindu Undivided Family	6,650,146	7.43
(b)	Central Government/ State Government(s)	-	-
(c)	Financial Institutions/ Banks	-	-
(d)	Any Other (Specify)		
	i) Bodies Corporate	21,198,238	23.69
	Sub Total (A)(1)	**27,848,384**	**31.12**
2	**Foreign**		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-
(b)	Government	-	-
(c)	Institutions	-	-
(d)	Foreign Portfolio Investor	-	-
	Sub Total (A)(2)	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**27,848,384**	**31.12**
(B)	**Public Shareholding**		
1	**Institutions**		
(a)	Mutual Fund	13,470,250	15.05
(b)	Venture Capital Funds	-	-
(c)	Alternate Investment Funds	294,069	0.33
(d)	Foreign Venture Capital Investors	564,306	0.63
(e)	Foreign Portfolio Investor	30,051,569	33.58
(f)	Financial Institutions/ Banks	202,940	0.23
(g)	Insurance Companies	247,801	0.28
(h)	Provident Funds/ Pension Funds	-	-
(i)	Any Other (Specify)		
	i) Overseas Corporate Bodies	21,000	0.02
	Sub Total (B)(1)	**44,851,935**	**50.12**
2	**Central Government/ State Government(s)/ President of India**	**-**	**-**
	Sub Total (B)(2)	-	-
3	**Non-Institutions**		
(a)	Individuals		
	i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	6,984,136	7.80
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	4,341,848	4.85
(b)	NBFCs registered with RBI	3,644	0.00
(c)	Employee Trusts	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-
(e)	Any Other (Specify)		
	i) Trusts	3,085	0.00
	ii) Non-Resident Indians (Repatriation)	1,866,739	2.09
	iii) Clearing Members	320,462	0.36
	iv) Directors	275,353	0.31
	v) Non-Resident Indians (Non - Repatriation)	84,450	0.09
	vi) Bodies Corporate	2,538,995	2.84
	vii) HUF	274,807	0.31
	viii) Foreign Nationals	99,168	0.11
	Sub Total (B)(3)	**16,792,687**	**18.76**
	Total Public Shareholding (B)= (B)(1) +(B)(2) +(B)(3)	**61,644,622**	**68.88**
	GRAND TOTAL (A+B)	**89,493,006**	**100.00**

SOLARA ACTIVE PHARMA SCIENCES LIMITED
(formerly SSL Pharma Sciences Limited)

Shareholding Holding pattern as at September 30, 2017

Pre - Demerger

Sr. No.	Name	No. of shares held	% of shareholding
1	Strides Shasun Limited	9,994	99.94%
2	Dr. Sathyanarayan P (Nominee Shareholder)	1	0.01%
3	Sormistha Ghosh (Nominee Shareholder)	1	0.01%
4	Manjula Ramamurthy (Nominee Shareholder)	1	0.01%
5	Vinodkumar Bhaskaran (Nominee Shareholder)	1	0.01%
6	Hariharan Subramaniam (Nominee Shareholder)	1	0.01%
7	Jitesh Devendra (Nominee Shareholder)	1	0.01%
	TOTAL	**10,000**	**100%**

Note: Company is a wholly owned subsidiary of Strides Shasun Limited.

POST ISSUE SHAREHOLDING PATTERN OF SOLARA ACTIVE PHARMA SCIENCES LIMITED

#	Category of the Shareholders	Post Scheme Shareholding	
		No. of shares held	% to total capital
(A)	**Promoters and Promoter Group**		
1	**Indian**		
(a)	Individuals/ Hindu Undivided Family	27,63,163	11.20
(b)	Central Government/ State Government(s)	-	-
(c)	Financial Institutions/ Banks	-	-
(d)	Any Other (Specify)		
	i) Bodies Corporate	61,03,003	24.74
	Sub Total (A)(1)	**88,66,166**	**35.95**
2	**Foreign**		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-
(b)	Government	-	-
(c)	Institutions	-	-
(d)	Foreign Portfolio Investor	-	-
	Sub Total (A)(2)	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**88,66,166**	**35.95**
(B)	**Public Shareholding**		
1	**Institutions**		
(a)	Mutual Fund	28,06,232	11.38
(b)	Venture Capital Funds		-
(c)	Alternate Investment Funds	49,012	0.20
(d)	Foreign Venture Capital Investors	94,051	0.38
(e)	Foreign Portfolio Investor/ Foreign Institutional Investors	62,65,144	25.40
(f)	Financial Institutions/ Banks	34,337	0.14
(g)	Insurance Companies	41,300	0.17
(h)	Provident Funds/ Pension Funds	-	-
(i)	Any Other (Specify)		
	i) Overseas Corporate Bodies	3,500	0.01
	Sub Total (B)(1)	**92,93,576**	**37.68**
2	**Central Government/ State Government(s)/ President of India**	**-**	**-**
	Sub Total (B)(2)	-	-
3	**Non-Institutions**		
(a)	Individuals		
	i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	16,76,937	6.80
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	18,07,126	7.33
(b)	NBFCs registered with RBI	607	0.00
(c)	Employee Trusts	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-
(e)	Any Other (Specify)		
	i) Trusts	614	0.00
	ii) Non-Resident Indians (Repatriation)	6,20,950	2.52
	iii) Clearing Members	55,825	0.23
	iv) Directors	58,562	0.24
	v) Non-Resident Indians (Non - Repatriation)	14,075	0.06
	vi) Bodies Corporate	21,31,029	8.64
	vii) HUF	65,146	0.26
	viii) Foreign Nationals	16,528	0.07
	Sub Total (B)(3)	64,47,400	26.14
	Total Public Shareholding (B)= (B)(1) +(B)(2) +(B)(3)	**1,57,40,975**	**63.82**
C	**Non Promoter - Non Public**		
	Shares underlying DRs	**-**	0.00
	Employee Trust	57,808	0.23
	Sub Total (C)	**57,808**	**0.23**
	GRAND TOTAL (A+B+C)	**2,46,64,949**	**100.00**

Note: The above is calculated based on shareholding of Strides and the Applicant Company as on September 30, 2017 and will vary based on shareholding as at record date.

This is an Abridged Prospectus which is being issued in compliance with Annexure I, Paragraph 3(a) of circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India in relation to a composite scheme of arrangement. You are encouraged to read greater details about the Company and proposed business of the Company included in the composite scheme of arrangement approved by the Board of Directors of Strides Shasun Limited, Sequent Scientific Limited and the Company on March 20, 2017, available on the websites of the BSE Limited and the National Stock Exchange of India Limited and investor presentations and corporate disclosures issued by Strides Shasun Limited and Sequent Scientific Limited available at http://www.stridesarco.com/investor-annualreport.html and http://www.sequent.in/investor-relations.aspx. This abridged prospectus does not purport to include the complete information of the Company, including its business, operations, assets and liabilities. For further details see "Any other important information as per Lead Manager / Issuer Company" of this abridged prospectus.

Nothing in this abridged prospectus constitutes an offer or an invitation by or on behalf of either the Company or Strides Shasun Limited or Sequent Scientific Limited to subscribe for or purchase any of the securities of the Company.

THIS ABRIDGED PROSPECTUS CONTAINS 12 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

SAPS

SOLARA ACTIVE PHARMA SCIENCES LIMITED
(Formerly known as SSL Pharma Sciences Limited)
Registered Office: 201, Devavrata, Sector 17, Vashi, Navi Mumbai 400 703, Maharashtra
Corporate Office: Star-2, Bilekahalli, Bannerghatta Road, Bangalore 560 076, Karnataka
Contact Person: Hariharan Subramanian, Director; **Tel**: +91 98410 46299;
E-mail: hari@stridesshasun.com; **Website**: N/A
Corporate Identity Number: U24230MH2017PLC291636

PROMOTERS*
Arun Kumar, K.R. Ravishankar and Pronomz Ventures LLP
List of promoters of the Company post-effectiveness of the Scheme

ISSUE DETAILS, LISTING AND PROCEDURE

The proposed issue of equity shares of the Company is pursuant to a composite scheme of arrangement filed under sections 230-232 and other applicable provisions of the Companies Act, 2013 amongst Strides Shasun Limited (**"Strides"**), Sequent Scientific Limited (**"Sequent"**) and Solara Active Pharma Sciences Limited (**"Company"**) and their respective shareholders and creditors as approved by the board of directors of Strides Shasun Limited and Sequent Scientific Limited and the Company on March 20, 2017 (**"Scheme"**), and accordingly there shall be no price band or minimum bid lot size applicable to the proposed issue of equity shares of the Company (**"Equity Shares"**). The Equity Shares are proposed to be listed on the National Stock Exchange of India Limited (Designated Stock Exchange) and the BSE Limited (collectively the **"Stock Exchanges"**).

Procedure:

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("**NCLT**") and upon certified copies of the sanction order(s) of the NCLT approving the Scheme being filed with the relevant Registrar of Companies, the Company shall issue and allot Equity Shares to the

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

shareholders of Strides and Sequent as per the share entitlement ratios set out in the Scheme as on the record date to be mutually finalized by the Board of Directors of Strides and Sequent. No further steps or actions would be required to be undertaken by the shareholders of Strides and Sequent to be entitled to receive Equity Shares.

The Equity Shares so allotted shall be listed on the Stock Exchanges pursuant to an exemption application under rule 19(7) of the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**") for relaxation of strict application of rule 19(2)(b) of the SCRR, with the Stock Exchanges.

ELIGIBILITY FOR THE ISSUE

Since the Equity Shares shall be allotted pursuant to the provisions of the Scheme, eligibility conditions under regulations 26(1) and 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are not applicable.

Persons who are shareholders of Strides and Sequent as on the record date to be mutually finalized by the Board of Directors of Strides and Sequent, post effectiveness of the Scheme shall be eligible to receive Equity Shares of the Company, pursuant to the provisions of the Scheme

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme, and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including, the NCLT, the time frame cannot be established with certainty. However, in general, it may take 5 to 6 months after the shareholder's meeting.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest their funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. For taking a decision, investors must rely on their own examination of the Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this abridged prospectus. Specific attention of the investors is invited to the section titled "Internal Risk Factors" at page 7 of this abridged prospectus.

PRICE INFORMATION OF LEAD MANAGER

Issue Name	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]		
		30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
Shree Ganesh Remedies Limited*	Fedex Securities Limited	0.69%	Not Applicable	Not Applicable

**The Script of Shree Ganesh Remedies Limited was listed on BSE SME Limited on October 13, 2017.*
Source: www.bseindia.com

Lead Manager	Statutory Auditor of the Solara Active Pharma Sciences Limited
Fedex Securities Limited 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai 400099. **Tel No:** 022 2613 6460 / 7977023417 **Fax No:** 022 2618 6966	**Deloitte Haskins & Sells LLP** Deloitte Centre, Anchorage II, 100/2, Richmond Road, Bengaluru, Karnataka, 560025, India

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

E-mail: mb@fedsec.in | **Website:** www.fedsec.in **Contact Person:** Rinkesh Saraiya **SEBI Registration No**: INM000010163	**Tel No:** +91 80 6627 6000 **Fax No:** +91 80 6627 6013 **Email:** skoushik@deloitte.com **Firm Registration Number:** 117366W/W-100018
Syndicate Members - Not applicable **Registrar** - Not applicable **Credit Rating Agency** - Not Applicable	**Debenture trustee** - Not Applicable **Self-Certified Syndicate Banks** - Not Applicable **Non-Syndicate Registered Brokers** – Not Applicable

PROMOTERS OF ISSUER COMPANY

Promoter as on the date of Abridged Prospectus:

The Company is a wholly owned Subsidiary of Strides, After the effectiveness of the Scheme the Shareholding of Strides in the Company shall stand changed.

Strides is listed on the BSE Limited (532531) and National Stock Exchange of India Limited (STAR), It has four business verticals, viz., Regulated Markets, Emerging Markets, Institutional Business and Active Pharmaceutical Ingredients.

Strides has a global manufacturing foot-print with 9 manufacturing facilities spread across three continents including 7 US FDA approved facilities and 2 facilities for the emerging markets. It has two dedicated R&D facilities in India with global filing capabilities and a strong commercial footprint across 100 countries. Additional information is available at the Strides website at www.stridesarco.com

Upon effectiveness of the Scheme:

The promoters of the Company shall be Arun Kumar, K.R. Ravishankar and Pronomz Ventures LLP.

Arun Kumar is the founder and non-executive chairman of Strides and is also the promoter of Sequent. He holds a degree in commerce and has been on the board of Strides since its inception in 1990. He was earlier the General Manager of British Pharmaceuticals Limited. He has over 30 years of experience in the pharmaceutical sector.

K. R. Ravishankar is a common Promoter of Strides (since 2000) and Sequent (since 2007). Pursuant to the proposed demerger, he shall be one of the Promoter of the Company.

Pronomz Ventures LLP is a Limited Liability Partnership firm incorporated on February 09, 2011. It is registered at Registrar of Companies, Bangalore. Designated partners of Pronomz Ventures LLP are Kannan Pudhucode Radhakrishnan and Ramaprasad Jyothinagaravyasha Sriraman

Name of Top 5 Largest Listed Group Companies:

Strides Shasun Limited

Sequent Scientific Limited

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

As on the date of this Abridged Prospectus, the Company has not undertaken any business operations.

Pursuant to the Scheme, the commodity active pharmaceutical ingredients ("**API**") business of Strides, i.e., the business of manufacturing, marketing and distributing APIs by Strides and the human API business of Sequent, i.e., the business of manufacturing, marketing, distributing and developing APIs by Sequent (other than APIs manufactured, marketed, distributed, developed or being developed purely or primarily for veterinary purposes) will be demerged into the Company with an appointed date of October

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

01, 2017. For details of the rationale of the Composite Scheme of Arrangement, please refer to the Scheme.

The commodity API business of Strides being demerged into the Company is primarily focused in the therapeutic area of pain management. The said division was acquired by Strides pursuant to the merger of Shasun Pharmaceuticals Limited with Strides in the year 2015. The commodity API business will be carried out through [two] manufacturing facilities, located at Cuddalore and Pondicherry, which will be transferred to the Company, pursuant to the Scheme.

The human API business of Sequent being demerged into the Company comprises of a portfolio of niche APIs requiring a low volume of production and technological complexity. The human API business of Sequent is undertaken pursuant to a licensing agreement for manufacturing certain APIs and through long - term contracts with two global pharmaceutical companies. The human API business will be carried out through three manufacturing facilities, located in Mangalore, (Karnataka), Mysore (Karnataka) and Mahad (Maharashtra) which will be transferred to the Company, pursuant to the Scheme.

For further details, please refer to financial statements, investor presentations and corporate disclosures issued by Strides and Sequent, which are available at http://www.stridesarco.com/investor-annualreport.html and http://www.sequent.in/investor-relations.aspx.

The strengths of the Company, post effectiveness of the Scheme and commencement of operations are expected to be:

- Concentrated focus by the Company's management on the commodity API business and the human API business.
- Increased ability to leverage the product portfolio on a global basis in regulated and emerging markets.
- Ability to unlock value by enabling the Company's business activities to be carried out with greater focus and specialization for sustained growth.

The strategies of the Company, post effectiveness of the Scheme and commencement of operations are expected to be:

- Continue to build research and development capabilities to create a differentiated portfolio of products.
- Leverage relationships with leading global pharmaceutical companies who were existing customers of the business of Strides and Sequent being demerged to the Company.

Capitalise on growth opportunity in markets already served by the demerged business of Strides and Sequent and widen the Company's global footprint.

BOARD OF DIRECTORS

Sr. No	Name	Designation	Experience including current and past positions
1.	Jitesh Devendra	Director	Mr. Jitesh Devendra is a Master of Business Administration in International Business with an experience of 20 years comprises of managing API and Formulation business. He has spent 10 years in the US focusing on expanding the API business as well as establishing erstwhile Shasun Pharmaceuticals Limited as a key formulations player. Prior to his second stint in the US where he was responsible for setting up front end operations for Formulations, Mr. Jitesh was the P&L in charge of erstwhile Shasun

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED 2

Sr. No	Name	Designation	Experience including current and past positions
			Pharmaceuticals Limited formulation business managing operations; sales and R&D. Presently, he is Group President – Regulated Markets Region 1 and API of Strides. He is also CEO designate of the Company. Mr. Jitesh Devendra was also associated with erstwhile Shasun Pharmaceuticals Limited which subsequently got merged with Strides Shasun Limited, since July 1998.
2.	Hariharan Subramanian	Director	S. Hariharan is a cost accountant with experience of more than 30 years in fields of Corporate Finance, Accounts and Strategic planning. Presently, he is Group President – Finance of Strides. Mr. Hariharan was associated with erstwhile Shasun Pharmaceuticals Limited, which got merged with Strides Shasun Limited, since August, 2004.
3.	Dr. Sathyanarayan	Director	Dr. Sathyanarayan is a doctorate in philosophy and has experience of more than three decades in human relations and employee relations / engagement activities. He is Senior Vice President – HR of Strides and is associated with the Strides Shasun Limited since November, 2005. He is also the managing trustee of Strides Foundation which is the CSR arm of Strides.

Note: *The board of directors of the Company will be reconstituted in compliance with the provisions of Companies Act, 2013 applicable to listed companies and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014, prior to filing of the application for final listing and trading approvals by the Company with the Stock Exchanges for listing of the Equity Shares.*

OBJECTS

Composite Scheme of Arrangement between Strides Shasun Limited and Sequent Scientific Limited and Solara Active Pharma Sciences Limited

The scheme provides for transfer by way of a demerger of the Commodity API business of Strides and Human API business of Sequent into Solara.

1) Segregation of the Commodity API business of Strides and Human API business of Sequent will allow a concentrated focus by Solara management on both the businesses.
2) Unbundling of Commodity API business and Human API Business and consolidation into Solara will create active pharmaceutical ingredients company in India and is expected to unlock value by enabling the business activities to be carried out with greater focus & specialization for sustained growth.
3) The share entitlement ratio as per the Scheme is:

a. Solara to issue 1 equity share for every 6 equity share of Strides as consideration for demerger of Commodity API Business of Strides into the Company;
b. Solara to issue 1 equity share for every 25 equity share of Sequent as consideration for demerger of Human API Business of Sequent into the Company;

For further details, please refer to the Scheme.

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any of the Company in the preceding 10 years – Not applicable

Name of monitoring agency, if any – Not applicable

Terms of Issuance of Convertible Securities, if any – Not Applicable

SHAREHOLDING PATTERN

1. AS ON DATE OF THIS ABRIDGED PROSPECTUS:

Sr. No.	Particulars	Pre-issue number of Equity Shares	% holding of pre-issue
(A)	**Promoter and Promoter Group**		
1.	Strides Shasun Limited	9,994	99.94%
2.	Dr. Sathyanarayan*	1	0.01%
3.	P. Sormishtha Ghosh*	1	0.01%
4.	Vinod Kumar Bhaskaran*	1	0.01%
5.	Manjula Ramamurthy*	1	0.01%
6.	Hariharan Subramanian*	1	0.01%
7.	Jitesh Devendra*	1	0.01%
	Total	**10,000**	**100.00%**
(B)	**Public Shareholding**	**NIL**	**NIL**
	Total (A) + (B)	**10,000**	**100.00%**

**Out of the above, one share each are held by the members for and on behalf of Strides Shasun Limited*

2. SHAREHOLDING UPON EFFECTIVENESS OF THE SCHEME:

Sr. No.	Name	(Post-Scheme) post-issue No. of equity shares	% holding of post-issue
(A)	**Promoter & Promoter Group**		
1	Arun Kumar	10,47,798	4.25
2	K.R. Ravishankar	13,25,263	5.37
3	Pronomz Ventures LLP	30,32,136	12.29
4	Aditya Arun Kumar	53,333	0.22
5	Deepa Arun Kumar	53,500	0.22
6	Hemalatha Pillai	28,000	0.11
7	K R Lakshmi	21,728	0.09
8	Padma Kumar Karunakaran Pillai	48,581	0.20
9	Rajeswari Amma	15,627	0.06
10	Rajitha GopalaKrishnan	27,500	0.11
11	Sajitha Pillai	33,333	0.14
12	Tarini Arun Kumar	53,333	0.22
13	Vineetha Mohan Kumar Pillai	49,167	0.20
14	Yalavarthy Usha Rani	6,000	0.02
15	Agnus Capital LLP	10,08,333	4.09
16	Agnus Holdings Pvt Ltd	72,182	0.29
17	Chayadeep Properties Pvt Ltd	2,75,732	1.12
18	Sequents Scientific Limited	5,52,083	2.24
19	Triumph Venture Holdings LLP	5,990	0.02
20	Chayadeep Ventures LLP	10,05,000	4.07

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED 2

Sr. No.	Name	(Post-Scheme) post-issue No. of equity shares	% holding of post-issue
21	Devicam Capital LLP	1,51,547	0.61
	Total Promoter Shareholding	**88,66,166**	**35.95**
(B)	**Non-promoter shareholding**		
	Public Shareholding	1,57,40,975	63.82
(C)	**Non-Promoter- Non-Public**	57,808	0.23
	Total (A+B+C)	**2,46,64,949**	**100.00**

Note - The above shareholding pattern has been worked out based on the shareholding pattern of Strides and Sequent as on September 30, 2017.

Number/amount of equity shares proposed to be sold by selling shareholders – if any – Not applicable

RESTATED AUDITED FINANCIALS FOR THE PERIOD FROM INCEPTION TO MARCH 31,2017 AND FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2017

(Amount in lakhs except as stated)

Sr. No.	Particulars	As on September 30, 2017	From Inception to March 31, 2017
1.	Revenue from operations (net)	--	--
2.	Net Profit / (Loss) before tax and extraordinary items	(37.65)	(0.33)
3.	Net Profit / (Loss) after tax and extraordinary Items	(37.65)	(0.33)
4.	Equity Share Capital (including shares pending allotment)	1.00	1.00
5.	Reserves and Surplus	(37.98)	(0.33)
6.	Net Worth	(36.98)	0.67
7.	Basic Earnings / (Loss) Per Share (In Rs.)	(376.50)	(3.30)
8.	Diluted Earnings / (Loss) Per Share (In Rs.)	(376.50)	(3.30)
9.	Return on Net Worth (%) '	(102%)	(0.49%)
10.	Net Asset Value Per Share (In Rs.)	(369.80)	6.70

Pursuant to Section 96 of the Companies Act, 2013, the Company being a newly incorporated company, has time until December 31, 2018 to hold its first annual general meeting where the first financial statements of the Company shall be placed.

The commodity API business and the human API business being demerged into the Company are part of the financial statements of Strides and Sequent, respectively, and are not reported separately. The reported financial statements of Strides and Sequent are available on the websites of the BSE Limited and National Stock Exchange of India Limited and on the websites of Strides and Sequent, respectively.

INTERNAL RISK FACTORS

1. ***The Company is newly incorporated and does not possess experience in operating a pharmaceutical business, Post-effectiveness of the Scheme, the Company may not be able to integrate and efficiently operate the consolidated business demerged out of Strides and Sequent.***

   The Company is a newly incorporated company and does not have any experience in operating a pharmaceutical business. While post-effectiveness of the Scheme, experienced personnel in the API business will be transferred to the Company, we may be unable to effectively integrate the API business, and efficiently operate the business of the Company, thereby adversely impacting our results of operations and profitability of the business. Additionally, upon completion of the Scheme, we will be required to effect transfer of, inter alia, properties, approvals, employees and intellectual property of the commodity API business and human API business to our Company. Our inability to effect such

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

transfers in a timely manner will materially impact the ability of our Company to commence and undertake our business operations, in compliance with applicable laws

2. ***We may not receive necessary approvals and sanctions for completion of the Scheme.***

   The completion of the Scheme is subject to receipt of various approvals, including from shareholders and creditors of Strides, Sequent and our Company, regulatory authorities and the NCLT. In the event that these approvals are not received, we may be unable to effect the transfer of the commodity API business and human API business to the Company, which will result in our inability to commence business operations of the Company, as envisaged.

3. ***There is no guarantee that the Equity Shares will be listed on the Stock Exchanges in a timely manner or at all. Further, once listed, there is no guarantee that there will be a liquid market for the Equity Shares.***

   In accordance with Indian law, permission for listing and trading of Equity Shares will not be granted until after certain actions have been completed in relation to the issue and until the allotment of the Equity Shares pursuant to the Scheme. We cannot assure you that we will be able to list the Equity Shares within this timeframe or at all. Further, there is no public market for the Equity Shares prior to the issue and an active public market for the Equity Shares may not develop or sustain after the issue of Equity Shares. Listing of the Equity Shares does not guarantee that a trading market for the Equity Shares will develop. Accordingly, prospective shareholders should be prepared to hold their Equity Shares for an indefinite period of time.

4. ***The audited financial position of the Company would be available only after the completion of the first annual general meeting of the Company, post-effectiveness of the Scheme.***

   Pursuant to the Scheme, both assets and liabilities of the commodity API business of Strides and human API business of Sequent shall be transferred to the Company. However, the audited financials of the Company shall be available to investors only after the first annual general meeting, post-effectiveness of the Scheme. Accordingly, during the interim period, investment decisions in relation to the Company shall have to be based on interim un-audited financial statements or previous financial information of the businesses being demerged from Strides and Sequent. There is no guarantee that the Equity Shares will be listed on the Stock Exchanges in a timely manner or at all. Further, once listed, there is no guarantee that there will be a liquid market for the Equity Shares.

5. ***The pharmaceutical industry is intensely competitive and post-effectiveness of the Scheme, our inability to compete effectively may adversely affect our business, results of operations and financial condition.***

   The pharmaceutical industry is highly competitive with several major pharmaceutical companies at present. Post-effectiveness of the Scheme, our competitors may succeed in developing products that are more effective, popular or cheaper than ours, which may render our products uncompetitive and adversely affect our business, results of operations and financial condition

6. ***Some promoters of the Demerged undertakings shall not be the part of Promoters or Promoters Group of the Company, which may have an adverse impact on the Company.***

   Some of promoters shall not be part of the Promoters or the Promoter Group of the Company. We cannot assure you that it will not have any adverse impact on the business or the reputation of the Company.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

As on the date of this abridged prospectus, the Company does not have any outstanding litigations, claims and regulatory actions. However, upon the Scheme becoming effective, the outstanding litigations in relation to the commodity API Business of Strides and the human API Business of Sequent shall be

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED 2

transferred to the Company. For details of the litigation of Strides and Sequent please refer to the financial statements, investor presentations and corporate disclosures issued by Strides and Sequent, which are available at http://www.stridesarco.com/investor-annualreport.html and http://www.sequent.in/investor-relations.aspx., and on the websites of the BSE Limited and the National Stock Exchange of India Limited.

A. Total number of outstanding litigations against the Company and amount involved:

Post Effectiveness of the Scheme, outstanding litigations of commodity API business of Strides and human API business of Sequent shall stand transferred to the Company.

- Commodity API business of Strides Shasun Limited involves 13 (Thirteen) outstanding proceedings, as on date of this Abridged Prospectus. Total amount involved in all the proceedings, wherever quantifiable is Rs. 12,20,99,797.
- Human API business of Sequent involves 3 (Three) outstanding proceedings, as on date of this Abridged Prospectus, which were filed against Sequent. The total amount involved in the proceedings filed against Sequent, wherever quantifiable is Rs. 1,69,41,196.

B. Brief details of top 5 material outstanding litigations against the Company and amount involved:
The top five material litigations against the commodity API business of Strides and human API business of Sequent, which shall stand transferred to the Company are as follows:

Top 5 outstanding Litigations of Commodity API Business of Strides:

Sr. No.	Particulars	Opposite Party	Current Status	Amount Involved (Rs.)
1	Strides received a notice dated February 11, 2015 from the Regional Provident Fund Commissioner, Sub-Regional Office, Trichy requiring SSL to pay contribution on special allowance, conveyance and washing allowance and such other applicable components of wages. SSL filed a writ petition before the Madras High Court requesting for a writ of mandamus forbearing the Regional Provident Fund Commissioner from demanding contribution on various allowances in terms of their notice dated February 11, 2015. Hon'ble High court granted interim stay of the notice dated February 11, 2015.	Regional Provident Fund Department	Pending for hearing	Not quantifiable
2	HT.SC.No.64 - TANGEDCO issued a show cause notice dated April 16, 2017 requesting for a reply on or before May 01, 2017 to show cause on or before as to why Strides generating plant should be considered as a captive generating plant, and why not to treat the entire electricity generated and adjusted against its HT consumption as if it is a supply of electricity by a generating company and why not to levy the cross subsidy surcharge on such adjusted energy for an amount of Rs.8,49,81,133 (Rupees Eight crore forty nine lakhs eighty one thousand one hundred and thirty three only) for the financial years 2014-15,2015-16,2016-17 as detailed below, in order to protect revenue in the interest of public.	Tanged Co	Pending for further hearing	Rs.8,49,81,133

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

Sr. No.	Particulars	Opposite Party	Current Status	Amount Involved (Rs.)
	Strides filed writ petition challenging the show cause notice. Hon'ble Madras High court granted interim stay of the show cause notice dated April 16, 2017.			
3.	HT.SC.No.94 - TANGEDCO issued a show cause notice dated April 16, 2017 requesting for a reply on or before May 01, 2017 to show cause on or before as to why Strides generating plant should be considered as a captive generating plant, and why not to treat the entire electricity generated and adjusted against its HT consumption as if it is a supply of electricity by a generating company and why not to levy the cross subsidy surcharge on such adjusted energy for an amount of Rs. 2,01,48,330 (Rupees Two crore one lakhs forty-eight thousand three hundred and thirty only) for the financial years 2014-15,2015-16,2016-17 as detailed below, in order to protect revenue in the interest of public. Strides filed writ petition challenging the show cause notice. Hon'ble Madras High court granted interim stay of the show cause notice dated April 16, 2017.	Tanged Co	Pending for further hearing	Rs. 2,01,48,330
4	Riddhi pharma Supplied 8700 KG of Chloromethyl Thiazole HCL through South freight carrier and raised invoice No. 0832 dated March3 31, 2016 for a sum of Rs.1.50,24,875/- inclusive of all taxes and freight payable within 30 days. Strides issued a debit note for Rs.34,06,336/- dated June 30, 2015 for LOD loss & debit note for Rs.1,18,54,954.18 for yield loss in manufacturing their finished product. Riddhi Pharma filed a suit to recover Rs.1, 52, 61,590/- with interest and cost from the persons and properties of Strides	Riddhi Pharma	Pending for filing amended Plaint	Rs. 1,52,61,590/-
5	Strides Shasun Limited (SSL) acquired an industrial plot next to its existing factory at Cuddalore from Chemix pursuant to the merger of Chemix with SSL. Chemix had acquired the property through a public auction pursuant to the winding up of Amajin Agro Exports Limited ("Amajin"). Proceedings were initiated by the Tahsildar, Cuddalore and Revenue Inspector, Manjakuppam Sub-Division, Cuddalore through letters dated November 21, 2014 and February 26, 2015, respectively, for the recovery of Rs.10,00,000/- due from Amajin on the grounds that Amajin had merged with SSL.	District collector-Cuddalore	Pending for final hearing	Rs.10,00,000/-

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

Sr. No.	Particulars	Opposite Party	Current Status	Amount Involved (Rs.)
	SSL filed a writ petition before the High Court of Judicature at Madras challenging the recovery proceedings on the grounds that Amajin had not merged with SSL and a subsequent purchaser of the property and SSL cannot be made liable for the amount due from Amajin. Hon'ble Madras High court granted Interim stay of the impugned proceedings dated 26-02-2015 consequent to proceedings dated 21-11-2014			

Top 5 outstanding Litigations of Human API Business of Sequent:

Sr. No.	Particulars	Opposite Party	Current Status	Amount (Rs.)
1.	DFC Engineers Pvt. Ltd has filed an affidavit and application for execution of arbitration order in Bombay High Court and has sought interim relief	DFC Engineers Pvt. Ltd.	Execution Application has been listed on September 22, 2017. Counsel to provide next date	Principal Rs.61,03,560/- Interest @ 15% on principal i.e. Rs.45,80,178/- Cost Rs.8,95,000/- Total Rs.1,15,78,738/-
2.	Oriental Insurance Co. Ltd. has filed a case against Punjab State Containers & Warehousing Corporation for recovery of money. P.I. Drugs (now known as Sequent Scientific Ltd.) is the insured and joined as formal party. No relief has been claimed against the P.I. Drugs (now Sequent)	The Oriental Insurance Co. Ltd.	Matter was last listed on August 21, 2017 for hearing of evidence. Counsel to provide next date.	Rs. 52,11,458/-
3.	Kishore Amala has filed a case against Sequent claiming compensation against termination of his employment.	Kishore Amala	Sequent already paid, entire money as per court order. Receipt of compensation is yet to be confirmed by Kishore Amala before court. Counsel to provide next date.	Rs. 1,51,000/-

As on the date of this Abridged Prospectus, there are only 3 litigations against Sequent which shall be transferred to the company.

A. Regulatory Action, if any - disciplinary action taken by SEBI or Exchanges against the promoters/ Group companies in last 5 financial years including outstanding – None.

B. Brief details of outstanding criminal proceedings against Promoters

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED 2

Criminal Case: Special Court for Economic Offenses (C. C. No. 349/2014).

A Criminal Complaint bearing C.C. No. 349/2014 was filed before the Special Economic Offenses Court, Bangalore by the Union of India represented by Drug Inspector against Onco Therapies Ltd. ("OTL"), Mr. Arun Kumar, one of the Promoters of the Company (post – effectiveness of the Scheme) and eleven others arraigned as representatives of OTL for manufacturing for sale of pharmaceutical product during May 2013 without a valid license.

Since Mr. Arun Kumar was not a Director or officer of OTL during the period when the product was manufactured, the High Court of Karnataka in Crl. P. No. 8347 of 2014 has granted stay of the Criminal Complaint until further hearing.

ANY OTHER IMPORTANT INFORMATION AS PER LM/ ISSUER COMPANY

Please note that the Company has been newly incorporated and has not commenced business operations as on the date of this abridged prospectus. The proposed business operations of the Company, post-effectiveness of the Scheme shall comprise of the commodity API business to be demerged from Strides and the human API business to be demerged from Sequent. For details in relation to the commodity API business and the human API business, prospective shareholders of the Company should refer to the Scheme available on the websites of the BSE Limited and the National Stock Exchange of India Limited and financial statements, investor presentations and corporate disclosures issued by Strides and Sequent, which are available at http://www.stridesarco.com/investor-annualreport.html and http://www.sequent.in/investor-relations.aspx.

This abridged prospectus does not include the complete information of the Company, including its business, operations, assets and liabilities. Nothing in this abridged prospectus constitutes an offer or an invitation by or on behalf of either the Company, Strides or Sequent to subscribe for or purchase any of the securities of the Company.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement in this abridged prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case maybe. We further clarify that all statements in this abridged prospectus are true and correct.

Place – Bangalore

Date – November 17, 2017

For **SOLARA ACTIVE PHARMA SCIENCES LIMITED**

Authorised Signatory

FEDEX SECURITIES LTD. MUMBAI

SOLARA ACTIVE PHARMA SCIENCES LIMITED

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru - 560 025
India

Tel: +91 (080) 6627 6000
Fax: +91 (080) 6627 6013

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF SEQUENT SCIENTIFIC LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **SEQUENT SCIENTIFIC LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and six months ended September 30, 2017 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. The Statement includes the results of the following entities:

   i) Alivira Animal Health Australia Pty Ltd;
   ii) Alivira Animal Health Limited, Ireland;
   iii) Alivira Animal Health Limited, India;
   iv) Alivira Saude Animal Brasil Participacoes Ltda;
   v) Alivira UA Limited;
   vi) Comercial Vila Veterinaria de Lleida S.L;

vii) Elysian Life Sciences Private Limited;
viii) Fendigo BV;
ix) Fendigo SA;
x) Interchange Veterinária Indústria E Comércio Ltda;
xi) Laboratorios Karizoo, S.A;
xii) Laboratorios Karizoo, S.A. De C.V. (Mexico);
xiii) N-Vet AB;
xiv) Naari Pharma Private Limited;
xv) Phytotherapic Solutions S.L;
xvi) Provet Veteriner Urunleri Sanayi ve Ticaret A.S;
xvii) SeQuent Antibiotics Private Limited;
xviii) SeQuent Global Holdings Limited;
xix) SeQuent Penems Private Limited;
xx) SeQuent Pharmaceuticals Private Limited;
xxi) SeQuent Research Limited;
xxii) Sequent Scientific Pte. Ltd;
xxiii) Topkim-Topkapi Ilac Premiks San. ve Tic. A.S;
xxiv) Vila Viña Participacions S.L;

4. Based on our review conducted as stated above and based on the consideration of the review reports of other auditors referred to in paragraph 5 below, and except for the possible effects of the matters described in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. In respect of continuing operations, we did not review the interim financial results of ten subsidiaries included in the consolidated unaudited financial results, whose interim financial results reflect total assets of Rs.41,249.43 lakhs as at September 30, 2017, total revenues of Rs.12,642.94 lakhs and Rs.24,848.12 lakhs for the quarter and six months ended September 30, 2017, respectively, and total profit after tax of Rs.834.26 lakhs and Rs.2,074.73 lakhs and total comprehensive income of Rs.834.26 lakhs and Rs.2,074.73 lakhs for the quarter and six months ended September 30, 2017, respectively, as considered in the consolidated unaudited financial results.

Deloitte
Haskins & Sells

In respect of discontinuing operations, we did not review the interim financial results of one subsidiary included in the consolidated financial results, whose interim financial statements reflect total revenues of Rs.1,755.94 lakhs for the quarter ended June 30, 2017, and total net loss after tax of Rs.755.60 lakhs and total comprehensive loss of Rs.762.88 lakhs for the quarter ended June 30, 2017, as considered in the consolidated unaudited financial results.

These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our report on the Statement is not modified in respect of these matters.

6. In respect of continuing operations, the consolidated unaudited financial results includes the interim financial results of twelve subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs.40,076.73 lakhs as at September 30, 2017, total revenue of Rs.897.93 lakhs and Rs.1,681.94 lakhs for the quarter and six months ended September 30, 2017, respectively, and total profit/(loss) after tax of Rs.186.81 lakhs and Rs.(103.65) lakhs and total comprehensive income/(loss) of Rs.186.81 lakhs and Rs.(101.36) lakhs for the quarter and six months ended September 30, 2017, respectively, as considered in the consolidated unaudited financial results.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Sathya P. Koushik
Partner
(Membership No. 206920)

Thane, November 9, 2017
SPK/JKS/2017

Sequent
Proven Ability in Life Sciences

SEQUENT SCIENTIFIC LIMITED

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2017

(Rs. in Lakhs)

	Particulars	3 months ended 30-Sep-2017	Preceding 3 months ended 30-Jun-2017	Corresponding 3 months ended in the previous year 30-Sep-2016	Year to date figures for the current period ended 30-Sep-2017	Year to date figures for the previous period ended 30-Sep-2016	Previous year ended 31-Mar-2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
I	Revenue from operations (Refer note 6)	26,520.20	26,054.10	22,949.29	52,574.30	39,821.53	91,508.10
II	Other income	673.30	373.40	329.80	1,046.70	549.17	1,107.50
III	**Total Income (I+II)**	**27,193.50**	**26,427.50**	**23,279.09**	**53,621.00**	**40,370.70**	**92,615.60**
IV	**Expenses**						
	(a).Cost of materials consumed	11,036.00	11,733.40	11,633.11	22,769.40	17,444.72	39,014.10
	(b).Purchase of stock-in-trade	1,628.90	2,075.00	1,043.10	3,703.90	3,142.70	7,244.60
	(c).Changes in inventories of finished goods, work-in-progress and stock-in-trade	1,318.60	(679.20)	(1,282.79)	639.40	(1,429.23)	(1,886.30)
	(d).Excise duty on sale of goods	-	399.80	314.14	399.80	706.04	1,543.70
	(e).Employee benefits expense	3,474.60	3,339.70	3,346.34	6,814.30	6,177.11	13,055.40
	(f). Finance costs	945.40	964.00	874.68	1,909.40	1,684.98	3,627.70
	(g).Depreciation and amortisation expense	1,601.80	1,505.60	1,552.12	3,107.40	2,879.01	6,229.50
	(h).Other expense	5,497.00	6,018.70	6,002.56	11,515.70	10,680.35	23,723.10
	Total expenses	**25,502.30**	**25,357.00**	**23,483.26**	**50,859.30**	**41,285.68**	**92,551.80**
V	**Profit/(loss) from continuing operations before tax and exceptional item (III-IV)**	**1,691.20**	**1,070.50**	**(204.17)**	**2,761.70**	**(914.98)**	**63.80**
VI	Exceptional items	-	-	-	-	-	-
VII	**Profit/(loss) from continuing operations before tax (V-VI)**	**1,691.20**	**1,070.50**	**(204.17)**	**2,761.70**	**(914.98)**	**63.80**
VIII	**Tax expense**						
	(a).Current tax	438.10	223.30	192.90	661.40	276.20	706.50
	(b).Deferred tax	(55.30)	(30.70)	37.10	(86.00)	3.16	(376.60)
	(c).Prior period taxes	-	-	-	-	-	(371.20)
	Total tax expenses	**382.80**	**192.60**	**230.00**	**575.40**	**279.36**	**(41.30)**
IX	**Profit/(loss) from continuing operations after tax (VII-VIII)**	**1,308.40**	**877.90**	**(434.17)**	**2,186.30**	**(1,194.34)**	**105.10**
	Profit/(loss) from discontinued operation	-	(653.20)	(10.33)	(653.20)	(445.22)	(1,743.80)
	Gain on disposal of assets/settlement of liabilities attributable to the discontinuing operations	1,745.50	-	-	1,745.50	-	-
	Tax expense of discontinued operation	-	-	-	-	(8.56)	-
X	**Profit/(loss) from discontinued operations after tax**	**1,745.50**	**(653.20)**	**(10.33)**	**1,092.30**	**(436.66)**	**(1,743.80)**
XI	**Profit/(loss) for the period (IX+X)**	**3,053.90**	**224.70**	**(444.50)**	**3,278.60**	**(1,631.00)**	**(1,638.70)**
XII	**Other comprehensive income**						
	Items that will not be reclassified to profit or loss						
	(a).Re-measurement gains/(losses) on defined benefits plans	1.20	(3.60)	14.10	(2.40)	28.30	(14.40)
	(b).Fair value gain / (loss) from investment in equity instruments	(3,802.80)	(3,230.80)	(4,068.60)	(7,033.60)	(2,730.80)	339.10
	Items that may be reclassified to profit or loss						
	(a).Exchange differences on translation of foreign operations	95.38	131.50	179.47	226.88	(101.24)	(348.63)
	(b).Exchange differences on net investment in foreign operations	245.96	(98.80)	-	147.16	-	(407.87)
	Total other comprehensive income	**(3,460.26)**	**(3,201.70)**	**(3,875.03)**	**(6,661.96)**	**(2,803.74)**	**(431.80)**
XIII	**Total comprehensive income for the period (XI+XII)**	**(406.36)**	**(2,977.00)**	**(4,319.53)**	**(3,383.36)**	**(4,434.74)**	**(2,070.50)**
	Profit for the period attributable to:						
	- Owners of the Company	2,923.90	223.70	(515.20)	3,147.60	(1,540.10)	(1,382.40)
	- Non-controlling interests	130.00	1.00	70.70	131.00	(90.90)	(256.30)
	Other comprehensive income for the period attributable to:						
	- Owners of the Company	(3,492.56)	(3,269.00)	(3,880.59)	(6,761.56)	(2,809.30)	(298.20)
	- Non-controlling interests	32.30	67.30	5.56	99.60	5.56	(133.60)
	Total comprehensive income for the period attributable to:						
	- Owners of the Company	(568.66)	(3,045.30)	(4,395.79)	(3,613.96)	(4,349.40)	(1,680.60)
	- Non-controlling interests	162.30	68.30	76.26	230.60	(85.34)	(389.90)
	Earnings per equity share: (face value of Rs. 2 each) (not annualised)						
	- for continuing operations						
	(1) Basic (in Rs.)	0.49	0.21	(0.22)	0.70	(0.57)	(0.26)
	(2) Diluted (in Rs.)	0.48	0.21	(0.22)	0.69	(0.57)	(0.26)
	- for discontinued operations						
	(1) Basic (in Rs.)	0.72	(0.12)	0.00	0.60	(0.08)	(0.32)
	(2) Diluted (in Rs.)	0.72	(0.12)	0.00	0.60	(0.08)	(0.32)
	- for continuing and discontinued operations						
	(1) Basic (in Rs.)	1.21	0.09	(0.22)	1.30	(0.65)	(0.58)
	(2) Diluted (in Rs.)	1.20	0.09	(0.22)	1.29	(0.65)	(0.58)
	See accompanying notes to the financial results						

Sequent
Proven Ability in Life Sciences
SEQUENT SCIENTIFIC LIMITED

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 30 SEPTEMBER 2017

(Rs. in Lakhs)

Sl.No.	Particulars	As at 30- Sep- 2017	As at 31- Mar- 2017
		Unaudited	Audited
(A)	**ASSETS**		
1	**Non-current assets**		
(a)	Property, plant and equipment	39,099.50	39,952.90
(b)	Capital work in progress	283.90	159.40
(c)	Goodwill	21,742.30	22,423.70
(d)	Other intangible assets	6,432.20	6,056.20
(e)	Intangible assets under development	2,559.10	3,095.40
(f)	Financial assets		
	(i) Investments	29,339.80	36,397.40
	(ii) Loans	-	45.00
	(iii) Other financial assets	518.80	544.90
(g)	Deferred tax assets (net)	3,116.70	2,111.90
(h)	Other non-current assets	6,441.90	6,900.90
	Total non current assets	**1,09,534.20**	**1,17,687.70**
2	**Current assets**		
(a)	Inventories	19,474.70	16,080.70
(b)	Financial assets		
	(i) Investments	3,811.40	6,411.60
	(ii) Trade receivables	28,524.00	25,461.90
	(iii) Cash and cash equivalents	3,623.90	4,352.10
	(iv) Bank balances other than (iii) above	615.90	388.30
	(v) Loans	3,080.20	234.20
	(vi) Others financial assets	344.90	909.60
(c)	Other current assets	5,772.40	5,602.20
	Total current assets	**65,247.40**	**59,440.60**
	Asset classified as held for sale	-	13,333.10
	Total Assets	**1,74,781.60**	**1,90,461.40**
(B)	**EQUITY AND LIABILITIES**		
1	**Equity**		
(a)	Equity share capital	4,874.70	4,874.70
(b)	Other equity	89,314.60	92,804.50
(c)	Non-controlling interest	2,831.70	1,721.80
	Total equity	**97,021.00**	**99,401.00**
2	**Liabilities**		
I	**Non-current liabilities**		
(a)	Financial Liabilities		
	(i) Borrowings	15,749.50	16,513.90
	(ii) Other financial liabilities	5,829.00	5,462.40
(b)	Long-term provisions	1,516.60	1,450.30
(c)	Deffered tax liabilities	1,763.60	888.80
(d)	Other non current liabilites	265.30	390.20
	Total non-current liabilities	**25,124.00**	**24,705.60**
II	**Current liabilities**		
(a)	Financial liabilities		
	(i) Borrowings	22,071.80	19,470.00
	(ii) Trade payables	18,852.60	20,304.00
	(iii) Other financial liabilities	6,536.40	10,327.50
(b)	Provisions	157.30	134.90
(c)	Current tax liabilities	1,040.90	519.40
(d)	Other current liabilities	3,977.60	3,776.30
	Total current liabilities	**52,636.60**	**54,532.10**
	Liabilities directly associated with assets classified as held for sale	-	11,822.70
	Total Equity and Liabilities	**1,74,781.60**	**1,90,461.40**

Notes:

1. The unaudited financial results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on 09 November 2017. The statutory auditors have carried out limited review of the financial results for the for the quarter and six months ended 30 September 2017.

2. With effect from 01 April, 2017 the Chief Operating Decision Maker (CODM) reviews the operations as one segment "Pharmaceuticals". Accordingly the segment information for earlier periods have been restated in line with provisions of Ind AS 108 " Operating Segments".

DELOITTE HASKINS & SELLS MANGALORE

SEQUENT SCIENTIFIC LIMITED

Sequent
Proven Ability in Life Sciences

SEQUENT SCIENTIFIC LIMITED

3. Information on Standalone Results:

(Rs in Lakhs)

Particulars	3 months ended 30-Sep-2017	Preceding 3 months ended 30-Jun-2017	Corresponding 3 months ended in the previous year 30-Sep-2016	Year to date figures for the current period ended 30-Sep-2017	Year to date figures for the previous period ended 30-Sep-2016	Previous year ended 31-Mar-2017
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
Revenue from operations	10,962.00	11,168.50	9,456.22	22,130.50	18,477.54	39,221.30
Profit before tax	1,220.50	553.20	(64.54)	1,773.70	(256.24)	(1.20)
Profit after tax	1,220.50	553.20	(64.54)	1,773.70	(256.24)	(1.20)
Total comprehensive income	(2,580.50)	(2,675.70)	(4,115.79)	(5,256.20)	(2,952.28)	344.90

4. During the quarter, consequent to the approval of Board of Directors of the Company and shareholders received vide postal ballot dated 24 March 2017 for the divestment of woman healthcare business, the company has sold / transferred the business to Tenshi Life Science Private Limited. Gain on sale of business amounting to Rs. 1745.50 Lakhs is recognised and disclosed under discontinued operations.

5. The Board of Directors of the Company at their meeting held on 20 March 2017 have approved a scheme for de-merger of Human API business, subject to the approval from the shareholders, applicable laws, consents, permissions and sanctions as may be necessary. The Company's Human API business is proposed to be de-merged into a new listed entity. The above decision is in line with the Company's focus on value creation in Animal Healthcare.

6. Post implementation of Goods and Services Tax (GST) with effect from 01 July 2017, revenue from operations is disclosed net of GST. Revenue from operation for the earlier period included excise duty which is now subsumed in GST. Revenue from operation for the six months ended 30 September 2017 included excise duty upto 30 June 2017. Accordingly, revenue from operation for the quarter and six months ended 30 September 2017 are not comparable with those of the previous periods presented.

7. The Board of Directors in their meeting held on 09 November 2017 declared an interim dividend of 10%, i.e. Rs. 0.20 per equity share of Rs. 2/- each.

8. The previous period figures have been regrouped wherever necessary to correspond with the current period disclosure.

For Sequent Scientific Limited

Manish Gupta
Managing Director

Place : Thane
Date : 09 November 2017

DELOITTE HASKINS & SELLS BANGALORE

SEQUENT SCIENTIFIC LIMITED

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru – 560 025
India

Tel: +91 (080) 6627 6000
Fax: +91 (080) 6627 6013

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF SEQUENT SCIENTIFIC LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **SEQUENT SCIENTIFIC LIMITED** ("the Company"), for the quarter and six months ended September 30, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Deloitte
Haskins & Sells

3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Sathya P. Koushik
Partner
(Membership No. 206920)

Thane, November 9, 2017
SPK/JKS/2017

Sequent
Proven Ability in Life Sciences
SEQUENT SCIENTIFIC LIMITED

STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30 SEPTEMBER 2017

(Rs. In Lakhs)

	Particulars	3 months ended 30-Sep-2017	Preceding 3 months ended 30-Jun-2017	Corresponding 3 months ended 30-Sep-2016	Year to date figure for current period ended 30-Sep-2017	Year to date figure for previous period ended 30-Sep-2016	Previous year ended 31-Mar-2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
I	Revenue from operations (Refer note 4)	10,962.00	11,168.50	9,456.22	22,130.50	18,477.54	39,221.30
II	Other income	1,040.90	465.20	501.18	1,506.10	897.90	2,009.40
III	**Total income (I+II)**	**12,002.90**	**11,633.70**	**9,957.40**	**23,636.60**	**19,375.44**	**41,230.70**
IV	**Expenses**						
	(a) Cost of materials consumed	4,922.20	4,526.70	5,478.87	9,448.90	10,016.71	19,536.50
	(b) Purchases of stock-in-trade	1,652.90	1,349.20	55.58	3,002.10	314.50	3,161.80
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(19.00)	146.10	(451.41)	127.10	(473.22)	(912.30)
	(d) Excise duty on sale of goods	-	361.70	274.90	361.70	639.57	1,381.80
	(e) Employee benefits expense	1,067.80	1,021.70	1,147.85	2,089.50	2,286.94	4,223.20
	(f) Finance costs	228.30	216.00	176.45	444.30	392.43	836.00
	(g) Depreciation and amortisation expense	670.60	565.10	610.99	1,235.70	1,179.31	2,516.80
	(h) Other expenses	2,259.60	2,894.00	2,728.71	5,153.60	5,275.44	10,488.10
	Total expenses (IV)	**10,782.40**	**11,080.50**	**10,021.94**	**21,862.90**	**19,631.68**	**41,231.90**
V	**Profit / (loss) before exception items and tax (III-IV)**	**1,220.50**	**553.20**	**(64.54)**	**1,773.70**	**(256.24)**	**(1.20)**
VI	Exceptional items	-	-	-	-	-	-
VII	**Profit / (loss) before tax (V-VI)**	1,220.50	553.20	(64.54)	1,773.70	(256.24)	(1.20)
VIII	**Tax expense**						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax	-	-			-	-
IX	**Profit / (loss) for the period (VII-VIII)**	**1,220.50**	**553.20**	**(64.54)**	**1,773.70**	**(256.24)**	**(1.20)**
X	**Other comprehensive income**						
	Items that will not be reclassified to profit or loss						
	(a) Re-measurements of defined benefits plans	1.80	1.90	17.40	3.70	34.75	7.00
	(b) Fair value gain / (loss) from investment in equity instruments	(3,802.80)	(3,230.80)	(4,068.65)	(7,033.60)	(2,730.79)	339.10
	Total other comprehensive income for the period	**(3,801.00)**	**(3,228.90)**	**(4,051.25)**	**(7,029.90)**	**(2,696.04)**	**346.10**
XI	**Total comprehensive income for the period (IX+X)**	**(2,580.50)**	**(2,675.70)**	**(4,115.79)**	**(5,256.20)**	**(2,952.28)**	**344.90**
XII	**Earnings per equity share: (Face value of Rs. 2 each) (not-annualised)**						
	(1) Basic (in Rs.)	0.50	0.23	(0.03)	0.73	(0.11)	(0.00)
	(2) Diluted (in Rs.)	0.50	0.23	(0.03)	0.73	(0.11)	(0.00)
	See accompanying notes to financial results						

SEQUENT SCIENTIFIC LIMITED
STATEMENT OF ASSETS AND LIABILITIES AS AT 30-SEP-2017

(Rs. in Lakhs)

Particulars	As at 30-Sep-2017 UNAUDITED	As at 31-Mar-2017 AUDITED
A ASSETS		
1. Non-current assets		
(a) Property, plant and equipment	16,681.80	17,401.70
(b) Capital work-in-progress	155.50	112.67
(c) Investment property	608.10	618.51
(d) Intangible assets	1,480.30	765.10
(e) Intangible assets under development	2,493.10	3,113.50
(f) Financial assets		
(i) Investments		
(a) Investments in subsidiaries	46,567.00	46,449.20
(b) Other investments	29,333.50	36,389.10
(ii) Other financial assets	204.50	202.60
(g) Deferred tax assets(Net)	457.50	457.50
(h) Other non-current assets	2,323.30	2,673.00
Total non-current assets	**1,00,304.60**	**1,08,182.88**
2. Current assets		
(a) Inventories	7,610.70	6,253.40
(b) Financial assets		
(i) Investments	3,647.30	6,227.80
(ii) Trade receivables	15,322.00	11,303.00
(iii) Cash and cash equivalents	220.10	118.60
(iv) Bank balances other than (iii) above	200.20	187.10
(v) Loans	11,847.40	8,289.00
(vi) Other financial assets	120.80	517.90
(c) Other current assets	3,506.50	3,253.10
	42,475.00	**36,149.90**
Asset classified as held for sale	-	700.90
Total current assets	**42,475.00**	**36,850.80**
Total assets	**1,42,779.60**	**1,45,033.68**
B EQUITY AND LIABILITIES		
I Equity		
(a) Equity share capital	4,874.70	4,874.70
(b) Other equity	1,15,899.40	1,20,858.36
Total equity	**1,20,774.10**	**1,25,733.06**
II Liabilities		
1. Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	892.10	1,397.60
(b) Provisions	1,068.30	1,032.30
Total non-current liabilities	**1,960.40**	**2,429.90**
2. Current liabilities		
(a) Financial liabilities		
(i) Borrowings	6,707.60	6,322.40
(ii) Trade payables	11,809.90	6,995.77
(iii) Other financial liabilities	1,217.50	3,130.70
(b) Other current liabilities	286.30	398.05
(c) Provisions	23.80	23.80
Total current liabilities	**20,045.10**	**16,870.72**
Total liabilities	**22,005.50**	**19,300.62**
Total equity and liabilities	**1,42,779.60**	**1,45,033.68**
See accompanying notes to financial results		

Notes:

1. The unaudited financial results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on 09 November 2017. The statutory auditors have carried out limited review of the financial results for the quarter and six months ended 30 September 2017.

2. The Company has only one reportable segment viz. Pharmaceuticals. Accordingly, no separate disclosure of segment information has been made.

3. The Board of Directors of the Company at their meeting held on 20 March 2017 have approved a scheme for de-merger of Human API business, subject to the approval from the shareholders, applicable laws, consents, permissions and sanctions as may be necessary. The Company's Human API business is proposed to be de-merged into a new listed entity. The above decision is in line with the Company's focus on value creation in Animal Healthcare.

4. Post implementation of Goods and Services Tax (GST) with effect from 01 July 2017, revenue from operations is disclosed net of GST. Revenue from operation for the earlier period included excise duty which is now subsumed in GST. Revenue from operation for the six months ended 30 September 2017 included excise duty upto 30 June 2017. Accordingly, revenue from operation for the quarter and six months ended 30 September 2017 are not comparable with those of the previous periods presented.

5. During the quarter, the Company has sold investment in one of the subsidiary company, Naari Pharma Private Limited and recognised a profit of Rs. 382.88 lakhs under 'Other Income'.

6. The Board of Directors in their meeting held on 09 November 2017 declared an interim dividend of 10%, i.e. Rs. 0.20 per equity share of Rs. 2/- each.

7. The previous period figures have been regrouped wherever necessary to correspond with the current period disclosure.

For Sequent Scientific Limited

Manish Gupta
Managing Director

Place : Thane
Date: 09 November 2017

CHARTERED ACCOUNTANTS

SeQuent Scientific Limited
Balance Sheet as at 30 September 2017
All amounts are in Rs. million unless otherwise stated

	Notes	As at 30-Sep-2017	As at 31-Mar-2017
A ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	3	1,668.18	1,740.16
(b) Capital work-in-progress	3	15.55	11.27
(c) Investment property	4	60.81	61.85
(d) Intangible assets	5	148.03	76.51
(e) Intangible assets under development	5	249.31	311.35
(f) Financial assets			
(i) Investments			
(a) Investments in subsidiaries	6	4,656.70	4,644.92
(b) Other investments	6	2,933.35	3,638.91
(ii) Other financial assets	7	20.45	20.26
(g) Deferred tax assets(Net)	8	45.75	45.75
(h) Other non-current assets	9	232.33	267.30
Total non-current assets		**10,030.46**	**10,818.28**
2. Current assets			
(a) Inventories	10	761.07	625.34
(b) Financial assets			
(i) Investments	11	364.73	622.78
(ii) Trade receivables	12	1,532.20	1,130.30
(iii) Cash and cash equivalents	13	22.01	11.86
(iv) Bank balances other than (iii) above	14	20.02	18.71
(v) Loans	15	1,184.74	828.90
(vi) Other financial assets	16	12.08	51.79
(c) Other current assets	17	350.65	325.31
		4,247.50	**3,614.99**
Asset classified as held for sale	18	-	70.09
Total current assets		**4,247.50**	**3,685.08**
Total assets		**14,277.96**	**14,503.36**
B EQUITY AND LIABILITIES			
I Equity			
(a) Equity share capital	19	487.47	487.47
(b) Other equity	20	11,589.94	12,085.83
Total equity		**12,077.41**	**12,573.30**
II Liabilities			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	89.21	139.76
(b) Provisions	22	106.83	103.23
Total non-current liabilities		**196.04**	**242.99**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	23	670.76	632.24
(ii) Trade payables	24	1,180.99	699.57
(iii) Other financial liabilities	25	121.75	313.07
(b) Other current liabilities	26	28.63	39.81
(c) Provisions	27	2.38	2.38
Total current liabilities		**2,004.51**	**1,687.07**
Total liabilities		**2,200.55**	**1,930.06**
Total equity and liabilities		**14,277.96**	**14,503.36**

SeQuent Scientific Limited
Consolidated balance sheet as at September 30, 2017
All amounts are in Rs. million unless otherwise stated

	As at 30 Sep, 2017	As at 31 March, 2017
A **ASSETS**		
1. Non-current assets		
(a) Property, plant and equipment	3,909.95	3,995.29
(b) Capital work-in-progress	28.39	15.94
(c) Goodwill	2,174.23	2,242.37
(d) Other intangible assets	643.22	605.62
(e) Intangible assets under development	255.91	309.54
(f) Financial assets		
(i) Investments	2,933.98	3,639.74
(ii) Loans	-	4.50
(iii) Other financial assets	51.88	54.49
(g) Deferred tax assets(Net)	311.67	211.19
(h) Other non-current assets	644.19	690.09
Total non-current assets	**10,953.42**	**11,768.77**
2. Current assets		
(a) Inventories	1,947.47	1,608.07
(b) Financial assets		
(i) Investments	381.14	641.16
(ii) Trade receivables	2,852.40	2,546.19
(iii) Cash and cash equivalents	362.39	435.21
(iv) Bank balances other than (iii) above	61.59	38.83
(v) Loans	308.02	23.42
(vi) Other financial assets	34.49	90.96
(c) Other current assets	577.24	560.22
	6,524.74	**5,944.06**
Asset classified as held for sale	-	1,333.31
Total current assets	**6,524.74**	**7,277.37**
Total assets	**17,478.16**	**19,046.14**
B **EQUITY AND LIABILITIES**		
I Equity		
(a) Equity share capital	487.47	487.47
(b) Other equity	8,931.46	9,280.44
Equity attributable to owners of the Company	9,418.93	9,767.91
(c) Non- controlling Interest	283.17	172.18
Total equity	**9,702.10**	**9,940.09**
II Liabilities		
1 Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	1,574.95	1,651.39
(ii) Other financial liabilities	582.90	546.24
(b) Provisions	151.66	145.03
(c) Deferred Tax Liabilities(Net)	176.36	88.88
(d) Other non current liabilities	26.53	39.02
Total non-current liabilities	**2,512.40**	**2,470.56**
2 Current liabilities		
(a) Financial liabilities		
(i) Borrowings	2,207.18	1,947.00
(ii) Trade payables	1,885.26	2,030.41
(iii) Other financial liabilities	653.64	1,032.75
(b) Provisions	15.73	13.49
(c) Current tax liabilities (Net)	104.09	51.94
(d) Other current liabilities	397.76	377.63
Total current liabilities	**5,263.66**	**5,453.22**
Liabilities directly associated with assets classified as held for sale	-	1,182.27
Total liabilities	**7,776.06**	**9,106.05**
Total equity and liabilities	**17,478.16**	**19,046.14**

B S R & Co. LLP
Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone +91 80 7134 7000
Fax +91 80 7134 7999

Limited Review report

Review report to
The Board of Directors of Strides Shasun Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of Strides Shasun Limited ('the Company'), its subsidiaries, associates and joint ventures (collectively referred to as 'the Group') (Refer to Annexure 1), for the quarter and half year ended 30 September 2017 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations').

2. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. We did not review the unaudited financial results of 11 subsidiaries, included in the consolidated financial results of the Group. These subsidiaries account for Rs 45,018 lakhs and Rs 82,042 lakhs of revenues (including other income) for the quarter and half year ended 30 September 2017 and Rs 508,048 lakhs of total assets as at 30 September 2017. The unaudited financial results of these subsidiaries have been reviewed by other auditors whose reports have been furnished to us. Our opinion on the Statement, in so far as it relates to these subsidiaries, is based on the aforesaid review reports of the other auditors.

5. We did not review the financial results of 44 subsidiaries, 5 joint ventures and 2 associates, included in the consolidated financial results of the Group. These subsidiaries account for Rs 3,831 lakhs and Rs 10,322 lakhs of revenues (including other income) for the quarter and half year ended 30 September 2017 and Rs 353,393 lakhs of total assets as at 30 September 2017. The financial results also include Group's share of net loss of Rs (530) lakhs and Rs (836) lakhs for the quarter and half year ended 30 September 2017, in respect of such joint ventures and associates. The financial results of these subsidiaries, joint ventures and associates are unaudited / not reviewed and have been furnished to us by the Management. Our opinion on the Statement, in so far as it relates to these subsidiaries, joint ventures and associates, is based solely on such unaudited financial results.

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
5th Floor, Lodha Excelus
Apollo Mills Compound
N M Joshi Marg, Mahalakshmi
Mumbai 400 011

6. The comparative consolidated financial results of the Company for the quarter and half year ended 30 September 2016 and for the year ended 31 March 2017 ('together referred to as the comparative financial results'), prepared in accordance with Indian Accounting Standards ("Ind AS") included in these financial results have been reviewed/audited by the predecessor auditor who had reviewed/audited the financial results for the relevant period and expressed an unmodified opinion as per the reports dated 28 October 2016 and 18 May 2017 respectively. Additionally, the report of the predecessor auditor on the financial results for the Quarter ended 30 June 2017, dated 11 August 2017 which have been included in this Statement, expressed an unmodified opinion whose report has been furnished to us and has been relied upon by us for the purpose of our review of the Statement.

7. Based on our review conducted as stated above and on consideration of reports of other auditors and financial results furnished by the Management referred to in paragraphs above , nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards i.e. Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of SEBI Regulations and SEBI Circular dated 5 July 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

8. We draw attention to Note 7 to the Statement regarding the notification of claims received from Mylan under the terms of the Share Purchase Agreements (SPAs) for sale of the investments in entities in the Specialties products business in an earlier year, which the Group had disputed. As stated in the Note 7, the Company has provided a guarantee in favour of Mylan and certain amounts have been set aside in escrows under the terms of the SPAs. As further explained in the aforesaid Note, given the nature of the pending claims against the Group and considering the amount held in escrow account, the Group believes that any further outflow of resources is not probable. Our report on the Statement is not modified in respect of this matter.

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sampad Guha Thakurta
Partner
Membership Number: 060573

Place: Bengaluru
Date: 31 October 2017

Strides Shasun Limited

Annexure 1 to the Limited Review report

Sl. No.	Entity and the country of incorporation
1	Alliance Pharmacy Pty Limited, Australia
2	Altima Innvovations Inc., USA
3	Arrow Pharma (Private) Limited, Sri Lanka
4	Arrow Pharma Life Inc., Philippines
5	Arrow Pharma Pte Limited, Singapore
6	Arrow Pharma Pty Limited, Australia
7	Arrow Pharmaceuticals Pty Limited, Australia
8	Arrow Remedies Private Limited, India
9	Aponia Laboratories Inc, USA
10	Akorn Strides LLC, USA
11	Beltapharm SpA, Italy
12	Chemsynth Laboratories Private Limited, India
13	Fagris Medica Private Limited, India
14	Generic Partners Holding Co. Pty Limited, Australia
15	Generic Partners Pty Limited, Australia
16	Generic Partners (International) Pte Limited, Singapore
17	Generic Partners (Canada) Inc, Canada
18	Generic Partners (M) SDN BHD, Malayasia
19	Generic Partners (NZ) Limited, New Zealand
20	Generic Partners (South Africa) Pty Limited, South Africa
21	Generic Partners UK Limited, UK
22	Oraderm Pharmaceuticals Pty Limited, Australia
23	Pharmacy Alliance Group Holdings Pty Limited, Australia
24	Pharmacy Alliance Investments Pty Limited, Australia
25	Pharmacy Alliance Pty Limited, Australia
26	Regional Bio Equivalence Centre S.C., Ethiopia
27	Shasun Pharma Solutions Inc., USA
28	Shasun USA Inc., USA
29	Shasun NBI LLC, USA
30	Smarterpharm Pty Limited, Australia
31	Solara Active Pharma Sciences Limited, India
32	Stabilis Pharma Inc., USA
33	Stelis Biopharma Private Limited, India
34	Stelis Biopharma (Malaysia) SDN. BHD., Malaysia
35	Strides Africa Limited, British Virgin Island
36	Strides Arcolab (Australia) Pty Limited, Australia
37	Strides Arcolab International Limited, UK
38	Strides CIS Limited, Cyprus
39	Strides Consumer Private Limited, India
40	Strides Emerging Market Private Limited, India
41	Strides Healthcare Private Limited, India
42	Strides Pharma (Cyprus) Limited, Cyprus
43	Strides Pharma (SA) Pty Limited, South Africa
44	Strides Pharma Global (UK) Limited, UK
45	Strides Pharma Asia Pte Limited, Singapore
46	Strides Pharma Global Pte Limited, Singapore
47	Strides Pharma Inc., USA
48	Strides Pharma International Limited, Cyprus

Strides Shasun Limited

Annexure 1 to the Limited Review report (continued)

Sl. No.	Entity and the country of incorporation
49	Strides Pharma Limited, Cyprus
50	Strides Pharma UK Limited, UK
51	Strides Pharma Canada Inc, Canada
52	Strides Shasun Limited, India
53	Strides Shasun Latina, SA de CV, Maxico
54	Strides Specialties (Holdings) Limited, Mauritius
55	SVADS Holdings SA, Switzerland
56	Shasun Foundation Trust, India
57	Strides Foundation Trust, India
58	Universal Corporation Limited, Kenya
59	Vivimed Life Sciences Private Limited, India
60	Strides Chemicals Private Limited, India
61	Arrow Life Sciences,(Malaysia) SDN Bhd, Malaysia
62	Strides Life Sciences Limited, Nigeria
63	Amneal Pharmaceuticals Pty Limited, Australia
64	Amneal Pharma Australia Pty Limited, Australia
65	Vivimed Global Generics Pte Ltd , Singapore

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Rs. in Lakhs

Sl. No.	Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
		(1)	(2)	(3)	(4)	(5)	(6)
	Continuing operations						
I	Revenue from operations	99,560	84,177	87,196	183,737	166,148	348,342
II	Other income	2,227	3,607	5,458	5,834	7,536	16,858
III	**Total income (I + II)**	**101,787**	**87,784**	**92,654**	**189,571**	**173,684**	**365,200**
IV	**Expenses**						
	(a) Cost of materials consumed	29,296	28,931	25,989	58,227	50,699	103,114
	(b) Purchases of stock-in-trade	10,767	11,655	15,840	22,422	32,402	66,011
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	8,307	1,346	(4,435)	9,653	(8,413)	(15,504)
	(d) Employee benefit expenses	15,773	14,646	15,556	30,419	28,378	58,812
	(e) Finance costs	6,188	6,403	5,797	12,591	11,391	22,693
	(f) Depreciation and amortisation expense	5,430	5,114	4,438	10,544	8,673	18,716
	(g) Other expenses	22,299	18,868	18,851	41,167	34,462	71,628
	Total expenses (IV)	**98,060**	**86,963**	**82,036**	**185,023**	**157,592**	**325,470**
V	**Profit before exceptional items and tax (III - IV)**	**3,727**	**821**	**10,618**	**4,548**	**16,092**	**39,730**
VI	Exceptional items - net loss (Refer note 10)	(1,386)	(271)	(1,223)	(1,657)	(1,834)	(10,057)
VII	**Profit before tax (V + VI)**	**2,341**	**550**	**9,395**	**2,891**	**14,258**	**29,673**
VIII	Share of profit / (loss) of joint ventures and associates	(530)	(306)	(10)	(836)	(20)	36
IX	**Profit before tax (VII + VIII)**	**1,811**	**244**	**9,385**	**2,055**	**14,238**	**29,709**
X	Tax expense						
	- Current tax	203	206	977	409	2,307	4,781
	- Deferred tax	213	(540)	314	(327)	(136)	(81)
	Total tax expense (X)	**416**	**(334)**	**1,291**	**82**	**2,171**	**4,700**
XI	**Profit after tax from continuing operations (IX - X)**	**1,395**	**578**	**8,094**	**1,973**	**12,067**	**25,009**
XII	**Discontinued operations**						
	- Profit / (Loss) from discontinued operations	-	-	(726)	-	(1,410)	(1,849)
	- Gain on disposal of assets / settlement of liabilities attributable to the discontinued operations (net)	(322)	-	1,408	(322)	1,408	21,853
	- Tax expense of discontinued operations	-	-	233	-	275	419
XIII	**Profit/(loss) after tax from discontinued operations**	**(322)**	**-**	**449**	**(322)**	**(277)**	**19,585**
XIV	**Profit/(loss) for the period (XI + XIII)**	**1,073**	**578**	**8,543**	**1,651**	**11,790**	**44,594**

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Rs. in Lakhs

Sl. No.	Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
		(1)	(2)	(3)	(4)	(5)	(6)
XV	Other comprehensive income						
A	(i) Items that will not be reclassified to statement of profit and loss	41	(1,895)	3,302	(1,854)	(935)	(2,593)
	(ii) Income tax relating to items that will not be reclassified to statement of profit and loss	-	-	516	-	541	498
B	(i) Items that may be reclassified to statement of profit and loss	(383)	2,693	(2,764)	2,310	(2,379)	(1,639)
	(ii) Income tax relating to items that may be reclassified to statement of profit and loss	688	111	(324)	799	(154)	(694)
	Total other comprehensive income for the period (XV)	346	909	730	1,255	(2,927)	(4,428)
XVI	Total comprehensive income for the period (XIV + XV)	1,419	1,487	9,273	2,906	8,863	40,166
	Profit for the period attributable to:						
	- Owners of the Company	759	56	7,409	815	10,013	39,974
	- Non-controlling interests	314	522	1,134	836	1,777	4,620
		1,073	578	8,543	1,651	11,790	44,594
	Other comprehensive income for the period						
	- Owners of the Company	346	909	730	1,255	(2,927)	(4,420)
	- Non-controlling interests	-	-	-	-	-	(8)
		346	909	730	1,255	(2,927)	(4,428)
	Total comprehensive income for the period						
	- Owners of the Company	1,105	965	8,139	2,070	7,086	35,554
	- Non-controlling interests	314	522	1,134	836	1,777	4,612
		1,419	1,487	9,273	2,906	8,863	40,166
	Earnings per equity share (face value of Rs. 10/- each) (for continuing operations)						
	(1) Basic (in Rs.)	1.21	0.06	7.79	1.27	11.51	22.82
	(2) Diluted (in Rs.)	1.21	0.06	7.77	1.27	11.49	22.77
	Earnings per equity share (face value of Rs. 10/- each) (for discontinued operations)						
	(1) Basic (in Rs.)	(0.36)	-	0.50	(0.36)	(0.31)	21.91
	(2) Diluted (in Rs.)	(0.36)	-	0.51	(0.36)	(0.31)	21.87
	Earnings per equity share (face value of Rs. 10/- each) (for total operations)						
	(1) Basic (in Rs.)	0.85	0.06	8.29	0.91	11.20	44.73
	(2) Diluted (in Rs.)	0.85	0.06	8.28	0.91	11.18	44.64
	See accompanying notes to the Financial Results						

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

CONSOLIDATED BALANCE SHEET

Rs in Lakhs

	Particulars	As at September 30, 2017	As at March 31, 2017
		UNAUDITED	AUDITED
A	ASSETS		
I	Non-current assets		
	(a) Property, plant and equipment	107,685	97,830
	(b) Capital work-in-progress	32,752	20,450
	(c) Investment property	6,869	7,060
	(d) Goodwill	101,965	96,695
	(e) Other intangible assets	102,569	96,789
	(f) Intangibles assets under development	60,389	57,566
	(g) Investment in associates and joint ventures	27,077	21,356
	(h) Financial assets		
	(i) Investments	1,654	3,150
	(ii) Loans	2,500	3,309
	(iii) Other financial assets	2,496	2,246
	(i) Deferred tax assets (net)	6,235	7,012
	(j) Income tax assets (net)	12,616	10,421
	(k) Other non-current assets	10,185	5,940
	Total non-current assets	475,692	430,026
II	Current assets		
	(a) Inventories	62,542	73,799
	(b) Financial assets		
	(i) Investments	117,377	127,954
	(ii) Trade receivables	116,410	99,705
	(iii) Cash and cash equivalents	25,669	32,233
	(iv) Other balances with banks	742	715
	(v) Loans	1,146	860
	(vi) Other financial assets	5,402	12,438
	(c) Income tax assets (net)	-	1,701
	(d) Other current assets	41,759	32,246
	Total current assets	371,847	381,651
	Total Assets	847,539	811,677
B	EQUITY AND LIABILITIES		
I	Equity		
	(a) Equity share capital	8,549	8,942
	(b) Other equity	262,204	262,102
	Equity attributable to owners of the company	271,753	271,044
	Non- Controlling interests	13,876	16,399
	Total equity	285,629	287,443
II	Liabilities		
1	Non-current liabilities		
	(a) Financials liabilities		
	(i) Borrowings	164,316	163,771
	(ii) Other financial liabilities	40,704	43,016
	(b) Provisions	2,805	2,468
	(c) Deferred tax liabilities (net)	8,831	7,890
	(d) Other non-current liabilities	3,411	3,069
	Total non-current liabilities	220,117	220,214
2	Current liabilities		
	(a) Financials liabilities		
	(i) Borrowings	165,436	139,396
	(ii) Trade payables	89,566	74,567
	(iii) Other financial liabilities	73,069	73,778
	(b) Other current liabilities	6,452	7,438
	(c) Provisions	1,831	1,834
	(d) Current income tax liabilities	5,439	7,007
	Total current liabilities	341,793	304,020
	Total Equity and liabilities	847,539	811,677

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Notes:

1 The above consolidated results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on October 31, 2017. The statutory auditors have carried out limited review of the above results for the quarter and half year ended September 30, 2017 and have issued an unmodified opinion.

2 During the half year ended September 30, 2017, Strides Lifesciences Limited, Nigeria and Arrow Life Sciences (Malaysia) Sdn Bhd, Malaysia, were incorporated as wholly owned subsidiaries of the Group.

3 The Company had entered into definitive agreement with Perrigo Group for acquisition of Perrigo API India Private Limited in the previous year. On April 6, 2017, the Company has completed the acquisition of 100% equity interest in Perrigo API India Private Limited. Subsequently, Perrigo API (India) Private Limited has been renamed to Strides Chemicals Private Limited. The Company has accounted for this acquisition as a purchase of business in accordance with Ind AS 103 "Business Combinations" in these consolidated results.

4 Strides Pharma Global Pte Limited, Singapore, a subsidiary of the Group, entered into an agreement with Vivimed Labs Limited, India to invest in Vivimed Global Generics Pte Limited, Singapore. Pursuant to the investment by Strides Pharma Global Pte Limited, Singapore on May 18, 2017, Vivimed Global Generics Pte Limited, Singapore became a subsidiary of the Group.

Further, the Company also entered into a joint venture agreement with Vivimed Labs Limited, India pursuant to which the Company made investment in Vivimed Life Sciences Private Limited, India. Accordingly, the Company's investment in Vivimed Life Sciences Private Limited, India ("Vivimed India") on May 18, 2017. Pursuant to this arrangement, the Company holds 50% equity interest in Vivimed India. The Company has accounted for its interest in Vivimed India under equity method (associate) in these consolidated results.

5 Arrow Pharmaceuticals Pty Limited, Australia a subsidiary of the Group entered into a definitive agreement effective on August 31, 2017 to acquire Amneal Pharmaceutical Pty Limited, Australia. The Company has completed the acquisition of 100% stake in Amneal Pharmaceutical Pty Limited, Australia. Consequent to the same, Amneal Pharmaceuticals Pty Limited and Amneal Pharma Australia Pty Limited became part of the Group. The Company has accounted for this acquisition as a purchase of business in accordance with Ind AS 103 "Business Combinations" in these consolidated results.

6 On March 20, 2017, the Board of Directors of the Company approved a Composite Scheme of Arrangement to be entered into between the Company, Sequent Scientific Limited (Sequent), and Solara Active Pharma Sciences Limited, India (Solara) and their respective shareholders and creditors (the scheme) under sections 230-232 of the Companies Act, 2013 for demerger of the Company's Commodity API business and Human API Business of Sequent into Solara with effect from the appointed date of October 1, 2017. The scheme is subject to approval by shareholders and other regulatory authorities.

7 On December 4, 2013, the Company and its wholly owned subsidiary, Strides Pharma Asia Pte Limited ("the Singapore Subsidiary"), completed the sale of investments in Agila Specialties Private Limited and Agila Specialties Global Pte Limited (together, "Agila") to Mylan Laboratories Limited and Mylan Institutional Inc. (together, "Mylan") pursuant to separate agreements, each dated as of February 27, 2013 (the "SPAs"). Pursuant to the SPAs, the Strides Group established escrow arrangements to fund certain potential indemnification liabilities, including specified employee, tax and regulatory remediation costs from such consideration. These escrow arrangements included a US$ 100 million 'General Claims Escrow' account and a US$ 100 million 'Regulatory Escrow' account. Pursuant to the SPAs, the Company has also provided a corporate guarantee to Mylan for US$ 200 million (valid up to December 4, 2020) on behalf of Singapore Subsidiary which can be used for discharging financial obligations, if any, of the Singapore Subsidiary to Mylan.

Under the terms of the SPAs, claims against the Company / the Singapore subsidiary (as the case may be) can only be made under specific provisions contained in the SPAs which include the procedures and timelines for submission of notifications of claims and actual claims and commencing arbitration proceedings. The Company had received a consolidated notification of claims from Mylan under the terms of the SPAs. These claims were related to third party claims, tax claims, claims against the regulatory escrows and general claims. In the previous years, a significant portion of these claims were settled out of the Regulatory Escrow deposit. Further, the Company and Mylan also agreed on full and final settlement of warranty and indemnity claims to be adjusted against the 'General Claims Escrow'.

Considering the terms of the SPAs, the nature of the pending claims that are in arbitration currently and the balance available in the General Claims Escrow account, the Company believes that any further outflow of resources is not probable.

8 During the half year ended September 30, 2017, 50,000 equity shares were allotted by the Company under the Strides Arcolab ESOP 2011 Scheme and 20,000 equity shares under the Strides Shasun ESOP 2016 Scheme were allotted by the Company, on exercising equal number of options.

9 In the previous year, the Group had two business segments viz., "Pharmaceutical business" and "Biotech business". With effect from 31 March 2017 pursuant to loss of control over Stelis Biopharma Private Limited, India ("Stelis", the only entity of the Group that was engaged in Biotech business) Stelis ceased to be subsidiary of the Group but became an associate of the Group. The Group's operations for the current period relate only to the "Pharmaceutical business".

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

10 Exceptional Item gain/ (loss) (net):

Rs. in Lakhs

Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
- Exchange gain/ (loss) on long-term foreign currency loans and intra-group loans	204	435	(108)	639	(580)	1,105
- Impairment of Goodwill	-	-	-	-	-	(794)
- Write down of inventories and other assets	(108)	-	(269)	(108)	(269)	(6,301)
- Business combination and restructuring expenses	(575)	(271)	(537)	(846)	(996)	(2,343)
- Recovery / (write off) of loans & advances given in earlier years (net)	-	-	-	-	487	(29)
- Unwincing of discount on gross obligations over written put options	(207)	-	(309)	(207)	(476)	(1,188)
- Fair valuation of derivative instruments	(700)	(435)	-	(1,135)	-	(632)
- Others	-	-	-	-	-	124
Total	(1,386)	(271)	(1,223)	(1,657)	(1,834)	(10,058)

11 Information on Standalone Results : -

Rs. in Lakhs

Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
Total Revenue	58,848	53,709	50,841	112,557	101,339	210,980
Profit before Tax from continuing operations	294	839	3,475	1,133	6,598	13,813
Profit after Tax from continuing operations	1,256	895	3,230	2,151	6,076	12,276

For and on behalf of the Board

Shashank Sinha

Managing Director

Bengaluru, October 31, 2017

B S R & Co. LLP
Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone +91 80 7134 7000
Fax +91 80 7134 7999

Limited Review report

Review report to
The Board of Directors of Strides Shasun Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Strides Shasun Limited ('the Company') for the quarter and half year ended 30 September 2017 ("Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations').

2. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, '*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. The comparative standalone financial results of the Company for the quarter and half year ended 30 September 2016 and for the year ended 31 March 2017 ('together referred to as the comparative financial results'), prepared in accordance with Indian Accounting Standards ("Ind AS") included in these financial results have been reviewed/audited by the predecessor auditor who had reviewed/audited the financial results for the relevant period and expressed an unmodified opinion as per the reports dated 28 October 2016 and 18 May 2017 respectively. Additionally, the report of the predecessor auditor on the financial results for the Quarter ended 30 June 2017, dated 11 August 2017 which have been included in this Statement, expressed an unmodified opinion whose report has been furnished to us and has been relied upon by us for the purpose of our review of the Statement.

5. Based on our review conducted as above and on consideration of reports of other auditors as stated in paragraph above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards i.e. Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of SEBI Regulations and SEBI Circular dated 5 July 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note 7 to the Statement regarding the notification of claims received from Mylan under the terms of the Share Purchase Agreements (SPAs) for sale of the investments in entities in the Specialties products business in an earlier year, which the Company had disputed. As stated in the Note, the Company has provided a guarantee in favour of Mylan and certain amounts have been set aside in escrows under the terms of the SPAs. As further explained in the aforesaid Note, given the nature of the pending claims against the Company and considering the amount held in escrow account, the Company believes that any further outflow of resources is not probable. Our report on the Statement is not modified in respect of this matter.

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sampad Guha Thakurta
Partner
Membership Number: 060573

Place: Bengaluru
Date: 31 October 2017

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.
Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS
FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Rs. in Lakhs

Sl. No.	Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
		(1)	(2)	(3)	(4)	(5)	(6)
	Continuing operations						
I	Revenue from operations	58,848	53,709	50,941	112,557	101,339	210,980
II	Other income	3,910	4,412	4,598	8,322	8,242	17,614
III	Total income (I + II)	62,758	58,121	55,539	120,879	109,581	228,594
IV	Expenses						
	(a) Cost of materials consumed	25,625	27,488	25,308	53,113	44,291	85,568
	(b) Purchases of stock-in-trade	2,612	2,167	2,291	4,779	4,673	15,030
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	3,413	624	270	4,037	(1,265)	(1,667)
	(d) Employee benefits expense	10,662	9,758	10,955	20,420	19,298	39,731
	(e) Finance costs	3,584	3,691	2,911	7,275	5,787	11,474
	(f) Depreciation and amortisation expense	3,476	3,362	3,043	6,838	5,935	12,663
	(g) Other expenses	12,520	12,115	11,933	24,635	22,306	44,116
	Total expenses (IV)	61,892	59,205	51,711	121,097	101,019	206,935
V	Profit/(loss) before exceptional items and tax (III - IV)	866	(1,084)	3,828	(218)	8,562	21,659
VI	Exceptional item gain/ (loss) (net) (Refer note 9)	(572)	1,923	(353)	1,351	(1,964)	(7,846)
VII	Profit/(loss) before tax (V + VI)	294	839	3,475	1,133	6,598	13,813
VIII	Tax expense						
	- Current tax	(17)	17	(207)	-	(100)	1,184
	- Deferred tax	(945)	(73)	452	(1,018)	622	353
	Total tax expense (VIII)	(962)	(56)	245	(1,018)	522	1,537
IX	Profit/(loss) after tax from continuing operations (VII -VIII)	1,256	895	3,230	2,151	6,076	12,276
X	Discontinued operations						
	- Profit/(loss) from discontinued operations	-	-	(158)	-	(286)	(311)
	-Gain/ (loss) on disposal of assets / settlement of liabilities attributable to the discontinued operations (net)	-	-	-	-	-	(1,112)
XI	Profit/(loss) before tax from discontinued operations	-	-	(158)	-	(286)	(1,423)
	- Tax expense of discontinued operations	-	-	-	-	-	-
XII	Profit/(loss) after tax from discontinued operations	-	-	(158)	-	(286)	(1,423)
XIII	Profit/(loss) for the period (IX + XII)	1,256	895	3,072	2,151	5,790	10,853

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Sl. No.	Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
		UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED
		(1)	(2)	(3)	(4)	(5)	(6)
XIV	Other comprehensive income						
A	(i) Items that will not be reclassified to statement of profit and loss	-	-	(1,492)	-	(1,563)	(1,440)
	(ii) Income tax relating to items that will not be reclassified to statement of profit and loss	-	-	516	-	541	498
B	(i) Items that may be reclassified to statement of profit and loss	(1,988)	(320)	934	(2,308)	441	2,002
	(ii) Income tax relating to items that may be reclassified to statement of profit and loss	688	111	(324)	799	(154)	(693)
	Total other comprehensive income for the period (XIV)	(1,300)	(209)	(366)	(1,509)	(735)	367
XV	**Total comprehensive income for the period (XIII + XIV)**	(44)	686	2,706	642	5,055	11,220
	Earnings per equity share (face value of Rs. 10/- each) (for continuing operations)						
	(a) Basic (Rs.)	1.40	1.00	3.61	2.40	6.80	13.74
	(b) Diluted (Rs.)	1.40	1.00	3.61	2.40	6.79	13.71
	Earnings per equity share (face value of Rs. 10/- each) (for discontinued operations)						
	(a) Basic (Rs.)	-	-	(0.18)	-	(0.32)	(1.59)
	(b) Diluted (Rs.)	-	-	(0.18)	-	(0.32)	(1.59)
	Earnings per equity share (face value of Rs. 10/- each) (for total operations)						
	(a) Basic (Rs.)	1.40	1.00	3.44	2.40	6.48	12.15
	(b) Diluted (Rs.)	1.40	1.00	3.44	2.40	6.47	12.12
	See accompanying notes to the Financial Results						

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

BALANCE SHEET AS AT SEPTEMBER 30, 2017 AND MARCH 31, 2017

	Particulars	As at September 30, 2017	As at March 31, 2017
		UNAUDITED	AUDITED
A	ASSETS		
I	Non-current assets		
	(a) Property, plant and equipment	84,308	83,787
	(b) Capital work in progress	15,537	9,962
	(c) Investment property	6,813	7,007
	(d) Goodwill	7,499	7,499
	(e) Other intangible assets	21,101	21,09[illegible]
	(f) Intangibles assets under development	4,908	5,812
	(g) Financial assets		
	(i) Investments	158,928	131,918
	(ii) Loans	2,500	3,509
	(iii) Other financial assets	2,031	1,972
	(h) Deferred tax assets (net)	3,750	1,934
	(i) Income tax assets (net)	12,042	10,421
	(j) Other non-current assets	3,644	3,821
	Total non-current assets	323,061	288,733
II	Current assets		
	(a) Inventories	33,127	40,953
	(b) Financial assets	-	
	(i) Investments	117,777	127,954
	(ii) Trade receivables	62,524	54,069
	(iii) Cash and cash equivalents	7,625	8,777
	(iv) Other balances with banks	738	715
	(v) Loans	4,958	864
	(vi) Other financial assets	2,753	5,919
	(c) Income tax assets (net)	-	1,475
	(d) Other current assets	24,280	19,665
	Total current assets	253,782	259,391
	Total assets	576,843	548,124

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

	Particulars	As at September 30, 2017	As at March 31, 2017
		UNAUDITED	AUDITED
5	EQUITY AND LIABILITIES		
I	Equity		
	(a) Equity share capital	8,949	8,942
	(b) Other equity	311,015	314,311
	Total Equity	319,964	323,253
II	Liabilities		
1	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	82,444	76,945
	(ii) Other financial liabilities	2,154	2,130
	(b) Provisions	2,183	1,792
	(c) Other non-current liabilities	2,526	2,381
	Total Non-current liabilities	89,307	83,248
2	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	88,804	64,744
	(ii) Trade payables	54,060	47,056
	(iii) Other financial liabilities	20,980	24,214
	(b) Other current liabilities	2,571	4,117
	(c) Provisions	1,157	1,492
	Total current liabilities	167,572	141,623
	Total equity and liabilities	576,843	548,124

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

Notes:

1. The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on October 31, 2017. The statutory auditors have carried out limited review of the above results for the quarter and half year ended September 30, 2017 and have issued an unmodified opinion.

2. During the half year ended September 30, 2017, Strides Lifesciences Limited, Nigeria and Arrow Life Sciences (Malaysia) Sdn Bhd, Malaysia, were incorporated as wholly owned subsidiaries of the Company's subsidiaries.

3. The Company had entered into definitive agreement with Perrigo Group for acquisition of Perrigo API India Private Limited in the previous year. On April 6, 2017, the Company has completed the acquisition of 100% equity interest in Perrigo API India Private Limited. Subsequently, Perrigo API (India) Private Limited has been renamed to Strides Chemicals Private Limited.

4. Strides Pharma Global Pte Limited, Singapore, a subsidiary of the Group, entered into an agreement with Vivimed Labs Limited, India to invest in Vivimed Global Generics Pte Limited, Singapore. Pursuant to the investment by Strides Pharma Global Pte Limited, Singapore on May 18, 2017, Vivimed Global Generics Pte Limited, Singapore became a subsidiary of the Group.

   Further, the Company also entered into a joint venture agreement with Vivimed Labs Limited, India pursuant to which the Company made investment in Vivimed Life Sciences Private Limited, India on May 18, 2017.

5. Arrow pharmaceuticals Pty Limited, Australia, a subsidiary of the Group entered into a definitive agreement effective on August 31, 2017 to acquire Amneal Pharmaceutical Pty limited, Australia. The Company has completed the acquisition of 100% stake in Amneal Pharmaceutical Pty limited, Australia. Consequent to the same, Amneal Pharmaceuticals Pty Limited and Amneal Pharma Australia Pty Limited became part of the Group.

6. On March 20, 2017, the Board of Directors of the Company approved a Composite Scheme of Arrangement to be entered into between the Company, Sequent Scientific Limited (Sequent), and Solara Active Pharma Sciences Limited, India (Solara) and their respective shareholders' and creditors (the scheme) under sections 230-232 of the Companies Act, 2013 for demerger of the Company's Commodity API business and Human API Business of Sequent into Solara with effect from the appointed date of October 1, 2017. The scheme is subject to approval by shareholders and other regulatory authorities.

7. On December 4, 2013, the Company and its wholly owned subsidiary, Strides Pharma Asia Pte Limited ("the Singapore Subsidiary"), completed the sale of investments in Agila Specialties Private Limited and Agila Specialties Global Pte Limited (together, "Agila") to Mylan Laboratories Limited and Mylan Institutional Inc. (together, "Mylan") pursuant to separate agreements, each dated as of February 27, 2013 (the "SPAs"). Pursuant to the SPAs, the Strides Group established escrow arrangements to fund certain potential indemnification liabilities, including specified employee, tax and regulatory remediation costs from such consideration. These escrow arrangements included a US$ 100 million 'General Claims Escrow' account and a US$ 100 million 'Regulatory Escrow' account. Pursuant to the SPAs, the Company has also provided a corporate guarantee to Mylan for US$ 200 million (valid up to December 4, 2020) on behalf of Singapore Subsidiary which can be used for discharging financial obligations, if any, of the Singapore Subsidiary to Mylan.

   Under the terms of the SPAs, claims against the Company / the Singapore subsidiary (as the case may be) can only be made under specific provisions contained in the SPAs which include the procedures and timelines for submission of notifications of claims and actual claims and commencing arbitration proceedings. The Company had received a consolidated notification of claims from Mylan under the terms of the SPAs. These claims were related to third party claims, tax claims, claims against the regulatory escrows and general claims. In the previous years, a significant portion of these claims were settled out of the Regulatory Escrow deposit. Further, the Company and Mylan also agreed on full and final settlement of warranty and indemnity claims to be adjusted against the 'General Claims Escrow'.

   Considering the terms of the SPAs, the nature of the pending claims that are in arbitration currently and the balance available in the General Claims Escrow account, the Company believes that any further outflow of resources is not probable.

8. During the half year ended September 30, 2017, 50,000 equity shares under the Strides Arcolab ESOP 2011 Scheme and 20,000 equity shares under the Strides Shasun ESOP 2016 Scheme were allotted by the Company, on exercising equal number of options.

Strides Shasun

STRIDES SHASUN LIMITED

Regd. Office: No. 201 Devavrata, Sector 17, Vashi, Navi Mumbai 400 703.

Corp. Office: "Strides House", Bilekahalli, Bannerghatta Road, Bangalore-560 076.

STATEMENT OF STANDALONE UNAUDITED RESULTS

FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2017

9 Exceptional Item gain/ (loss) (net):

Rs. in Lakhs

Sl. No.	Particulars	3 Months ended September 30, 2017	Preceeding 3 Months ended June 30, 2017	Corresponding 3 Months ended in the previous year September 30, 2016	Year to date figures for the current period ended September 30, 2017	Year to date figures for the previous period ended September 30, 2016	Previous year ended March 31, 2017
a	Exchange gain/(loss) on restatement and settlement of long term foreign currency loans and intra-group loans	(505)	234	259	(271)	(1,207)	118
b	Business combination and restructuring expenses	(66)	(122)	(343)	(188)	(488)	(997)
c	Write down of inventory and other assets	(96)	-	(269)	(96)	(269)	(6,301)
d	Impairment of investment	-	-	-	-	-	(187)
e	Dividend income from subsidiaries	-	2,038	-	2,038	-	
f	Fair valuation of derivative instruments	95	(227)	-	(132)	-	(422)
g	Gain/ (loss) on sale of long term investment						(164)
h	Others	-	-	-	-	-	7
	Total	(572)	1,923	(353)	1,351	(1,964)	(7,846)

For and on behalf of the Board

Shashank Sinha

Managing Director

Bengaluru, October 31, 2017

Strides Shasun

STRIDES SHASUN LIMITED
STANDALONE BALANCE SHEET AS AT SEPTEMBER 30, 2017

Rs. In Million

		30-Sep-17	31-Mar-17
A	**ASSETS**		
I	**Non-current assets**		
	(a) Property, plant and equipment	8,430.81	8,378.66
	(b) Capital work in progress	1,553.69	996.25
	(c) Investment property	681.29	700.72
	(d) Goodwill	749.90	749.90
	(e) Other intangible assets	2,110.13	2,109.08
	(f) Intangibles assets under development	490.79	581.22
	(g) Financial assets		
	(i) Investments	15,892.78	13,191.82
	(ii) Loans	250.00	350.85
	(iii) Other financial assets	203.14	197.20
	(h) Deferred tax assets (net)	375.03	193.38
	(i) Income tax assets (net)	1,204.16	1,042.10
	(j) Other non-current assets	364.39	382.09
	Total non-current assets	**32,306.11**	**28,873.27**
II	**Current assets**		
	(a) Inventories	3,312.69	4,095.30
	(b) Financial assets		
	(i) Investments	11,777.69	12,795.38
	(ii) Trade receivables	6,252.43	5,406.85
	(iii) Cash and cash equivalents	762.46	877.70
	(iv) Other balances with banks	73.78	71.49
	(v) Loans	495.80	86.46
	(vi) Other financial assets	275.33	591.89
	(c) Income tax assets (Net)	-	147.54
	(d) Other current assets	2,428.00	1,866.50
	Total current assets	**25,378.18**	**25,939.11**
	TOTAL ASSETS	**57,684.29**	**54,812.38**
B	**EQUITY AND LIABILITIES**		
I	**Equity**		
	(a) Equity Share capital	894.93	894.23
	(b) Other equity	31,101.46	31,431.04
	Total Equity	**31,996.39**	**32,325.27**
II	**Liabilities**		
1	**Non-current liabilities**		
	(a) Financial liabilities		
	(i) Borrowings	8,244.36	7,694.53
	(ii) Other financial liabilities	215.42	212.98
	(b) Provisions	218.32	179.23
	(c) Deferred tax liabilities (net)	-	-
	(d) Other non-current liabilities	252.60	238.05
	Total Non-current liabilities	**8,930.70**	**8,324.79**
2	**Current liabilities**		
	(a) Financial liabilities		
	(i) Borrowings	8,880.36	6,474.42
	(ii) Trade payables	5,406.04	4,705.64
	(iii) Other financial liabilities	2,098.01	2,421.41
	(b) Other current liabilities	257.08	411.68
	(c) Provisions	115.71	149.17
	Total current liabilities	**16,757.20**	**14,162.32**
	TOTAL EQUITY AND LIABILITIES	**57,684.29**	**54,812.38**

Strides Shasun

STRIDES SHASUN LIMITED
CONSOLIDATED BALANCE SHEET

		As at 30-Sep-17	As at 31-Mar-17
A	**ASSETS**		
I	**Non-current assets**		
	(a) Property, plant and equipment	10,768.54	9,783.00
	(b) Capital work-in-progress	3,275.16	2,045.00
	(c) Investment property	686.87	705.97
	(d) Goodwill	10,196.52	9,669.50
	(e) Other intangible assets	10,256.95	9,678.94
	(f) Intangibles assets under development	6,088.91	5,756.79
	(g) Investment in associates and joint ventures	2,707.71	2,135.63
	(h) Financial assets		
	(i) Investments	165.37	315.02
	(ii) Loans	250.00	350.85
	(iii) Other financial assets	269.64	224.56
	(i) Deferred tax assets (net)	623.46	701.15
	(j) Income tax assets (net)	1,261.64	1,042.13
	(k) Other non-current assets	1,018.45	594.05
	Total non-current assets	**47,569.22**	**43,002.59**
II	**Current assets**		
	(a) Inventories	6,294.23	7,379.94
	(b) Financial assets		
	(i) Investments	11,777.69	12,795.39
	(ii) Trade receivables	11,641.05	9,970.52
	(iii) Cash and cash equivalents	2,566.92	3,223.27
	(iv) Other balances with banks	74.20	71.49
	(v) Loans	114.58	85.98
	(vi) Other financials assets	540.20	1,243.84
	(c) Income tax assets (net)	-	170.11
	(d) Other current assets	4,175.88	3,224.57
	Total current assets	**37,184.75**	**38,165.11**
	TOTAL ASSETS	**84,753.97**	**81,167.70**
B	**EQUITY AND LIABILITIES**		
I	**Equity**		
	(a) Equity share capital	894.93	894.23
	(b) Other equity	26,280.48	26,210.22
	Equity attributable to owners of the Company	**27,175.41**	**27,104.45**
	Non- controlling interests	1,387.57	1,639.90
	Total Equity	**28,562.98**	**28,744.35**
II	**Liabilities**		
1	**Non-current liabilities**		
	(a) Financials liabilities		
	(i) Borrowings	16,431.65	16,377.09
	(ii) Other financial liabilities	4,070.40	4,301.57
	(b) Provisions	280.52	246.84
	(c) Deferred tax liabilities (net)	888.15	789.02
	(d) Other non-current liabilities	341.14	306.90
	Total non-current liabilities	**22,011.86**	**22,021.42**
2	**Current liabilities**		
	(a) Financials liabilities		
	(i) Borrowings	16,543.58	13,939.56
	(ii) Trade payables	8,956.49	7,456.61
	(iii) Other financial liabilities	7,306.89	7,377.81
	(b) Other current liabilities	645.22	743.78
	(c) Provisions	183.10	183.44
	(d) Current income tax liabilities	543.85	700.73
	Total current liabilities	**34,179.13**	**30,401.93**
	TOTAL EQUITY AND LIABILITIES	**84,753.97**	**81,167.70**

SOLARA ACTIVE PHARMA SCIENCES LIMITED
(formerly known as SSL Pharma Sciences Limited)
Balance Sheet

Rs. in Lakhs

	Particulars	Note No.	As at September 30, 2017	As at March 31, 2017
A	**ASSETS**			
1	**Non-current assets**			
	(a) Other assets	3	3,544.50	-
	Total non-current assets		3,544.50	-
2	**Current assets**			
	(a) Financial Assets			
	(i) Cash and cash equivalents	4	103.30	1.00
	Total current assets		103.30	1.00
	Total Assets		**3,647.80**	**1.00**
B	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	5	1.00	-
	(b) Other Equity	6	(37.98)	0.67
	Total equity		**(36.98)**	**0.67**
2	**Non-Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	7	3,647.60	-
	Total non-current liabilities		**3,647.60**	-
3	**Current liabilities**			
	(a) Financial liabilities			
	(i) Trade payables	8	-	0.33
	(ii) Other financial liabilities	9	33.43	-
	(b) Other current liabilities	10	3.75	-
	Total current liabilities		**37.18**	**0.33**
	Total Equity and liabilities		**3,647.80**	**1.00**

See accompanying notes forming part of the Special Purpose Comparative Ind AS Financial Statements

SOLARA ACTIVE PHARMA SCIENCES LIMITED
(formerly known as SSL Pharma Sciences Limited)
Statement of Profit and Loss

Rs. in Lakhs except Earnings per equity share

Particulars	Note No.	For the six months period ended September 30, 2017	For the period February 23, 2017 to March 31, 2017
I EXPENSES			
(a) Finance costs	11	37.14	-
(b) Other expenses	12	0.51	0.33
Total Expenses		37.65	0.33
II Loss before tax		(37.65)	(0.33)
III Tax Expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
Total tax expense		-	-
IV Loss for the period		(37.65)	(0.33)
V Other comprehensive income			
A (i) Items that will not be recycled to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that may be reclassified to profit or loss		-	-
(ii) Income tax on items that may be reclassified to profit or loss		-	-
VI Total comprehensive loss for the period (IV +V)		(37.65)	(0.33)
VII Earnings per equity share :			
(1) Basic		(376.50)	(3.30)
(2) Diluted		(376.50)	(3.30)

See accompanying notes forming part of the Special Purpose Comparative Ind AS Financial Statements

Non-current assets

Note - 3: Other assets

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Capital advances	3,544.50	-
Total	**3,544.50**	-

Current assets

Note - 4: Cash and cash equivalents

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Cash and bank balances		
Balance with banks:		
- In current account	103.30	-
Cheques on hand	-	1.00
Total	**103.30**	**1.00**

Note - 5: Equity share capital

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Authorised		
10,000 Equity shares of Rs. 10/- each with voting rights	1.00	1.00
Total	**1.00**	**1.00**
Issued, subscribed and fully paid up capital		
10,000 Equity shares of Rs. 10/- each with voting rights	1.00	-
Total	**1.00**	-

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at September 30, 2017		As at March 31, 2017	
Particulars	**Number of Shares**	**Rs**	**Number of Shares**	**Rs**
Equity share capital				
Opening balance	-	-	-	-
Issue of shares during the period	10,000	1.00	-	-
Balance as at September 30, 2017	**10,000**	**1.00**	-	-

10,000 equity shares of Rs. 10/- each were issued on 24-Apr-2017 to its Holding Company - Strides Shasun Limited and its nominees, who are the subscribers to the Company's memorandum of association.

(ii) Detail of the rights, preferences and restrictions attaching to each class of shares outstanding equity shares of Rs. 10/- each:

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. Dividends proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Company, the repayment of capital will be in the proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by each shareholder holding 5% or more shares:

Particulars	As at September 30, 2017		As at March 31, 2017	
	No. of Shares	%	No. of Shares	%
Strides Shasun Limited, holding company	9,994	99.94%	-	-

Note - 6: Other equity

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Shares pending allotment	-	1.00
Surplus / (deficit) in Statement of Profit and Loss		
Opening balance	(0.33)	-
Add: Profit/(loss) for the period	(37.65)	(0.33)
Closing balance	**(37.98)**	**(0.33)**
Total	**(37.98)**	**0.67**

Non-current liabilities

Note - 7: Borrowings

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Unsecured loans		
- from related party (Refer note below)	3,647.60	-
Total	**3,647.60**	-

Note

The loan is obtained from the holding company and the same is repayable in full on or before completion of 5 years or such other date as may be mutually agreed by the borrower and lender. The rate of interest payable is 9% p.a.

Current liabilities

Note - 8: Trade payables

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Trade payables:		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro and enterprises	-	0.33
Total	-	**0.33**

Note - 9: Other financial liabilities

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Interest accrued on long-term borrowings	33.43	-
Total	**33.43**	-

Note - 10: Other current liabilities

Rs. in Lakhs

Particulars	As at September 30, 2017	As at March 31, 2017
Payable towards statutory remittances	3.75	-
Total	**3.75**	-

Note - 11: Finance costs

Rs. in Lakhs

Particulars	For the six months period ended September 30, 2017	For the period February 23, 2017 to March 31, 2017
Interest expense on borrowings	37.14	-
Total	**37.14**	**-**

Note - 12: Other expenses

Rs. in Lakhs

Particulars	For the six months period ended September 30, 2017	For the period February 23, 2017 to March 31, 2017
Rates and taxes	0.08	0.16
Bank charges and commission	0.06	-
Professional & legal expenses	0.37	0.17
Total	**0.51**	**0.33**

Note - 13: Financial instruments

The carrying amount of financial instruments by categories as at March 31, 2017

Rs. in Lakhs

Particulars	Carrying Value as at September 30, 2017	Fair Value as at September 30, 2017	Carrying Value as at March 31, 2017	Fair Value as at March 31, 2017
Financial assets				
Cash and cash equivalents	103.30	103.30	1.00	1.00
Financial liability				
Amortised cost				
Borrowings	3,647.60	3,647.60	-	-
Other financial liabilities	33.43	33.43	-	-
Trade payables	-	-	0.33	0.33

The management assessed that fair value of the above current assets and current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Difference between carrying amounts and fair values of borrowings subsequently measured at amortised cost is not significant.

Note - 14: Contingent liability

There was no contingent liability of a significant amount outstanding as at September 30, 2017 and as at March 31, 2017.

Note - 15: In accordance with the Composite Scheme of Arrangement between Strides Shasun Limited (Strides), Sequent Scientific Limited (Sequent) and the Company, as approved by the Board of Directors of the respective Companies, the Commodity API business of Strides and the Human API business of Sequent will be demerged to the Company with the appointed date of October 1, 2017 for a consideration of equity shares to be issued by the Company to the equity shareholders of Strides and Sequent in the proportion of agreed share entitlement ratio. The Scheme is subject to various statutory approvals as of this date.

Note - 16: Related party disclosure

List of related parties:

Description of relationship	Name of related parties
Holding Company	Strides Shasun Limited
Key Management Personnel (KMP)	Hariharan Subramaniam, Director Jitesh Devendra, Director Sathyanarayan P, Director
Entity in which KMP of the Company is a KMP	Sovizen Life Sciences Private Limited

Details of related party transactions during the period

Rs. in Lakhs

Particulars	For the six months period ended September 30, 2017	For the period February 23, 2017 to March 31, 2017
Issue of equity shares of the Company to Strides Shasun Limited	1.00	-
Loan taken from Strides Shasun Limited	3,647.60	-
Interest expenses on loan taken from Strides Shasun Limited	37.14	-
Capital advances given to Sovizen Life Sciences Private Limited	3,544.50	-

SOLARA ACTIVE PHARMA SCIENCES LIMITED
(formerly known as SSL Pharma Sciences Limited)
Notes to the Special Purpose Comparative Ind AS Financial Statements

Details of related party balances outstanding *Rs. in Lakhs*

Particulars	As at September 30, 2017	As at March 31, 2017
Shares pending allotment to Strides Shasun Limited	-	1.00
Borrowings from Strides Shasun Limited	3,647.60	-
Interest accrued on borrowings from Strides Shasun Limited	33.43	-
Advances outstanding from Sovizen Life Sciences Private Limited	3,544.50	-

Note - 16: Accounting Ratios: Net Assets Value and Return on Net worth

Particulars	30-Sep-17	31-Mar-17
Net Asset Value (Net worth), at the period end (Rs. in Lakhs)	(36.98)	0.67
Number of equity shares outstanding outstanding at the period end	10,000	10,000
Net Assets Value per equity share (Rs.)	(369.80)	6.70
Net Profit / (loss) after tax, attributable to equity share holders for the period (Rs. in Lakhs)	(37.65)	(0.33)
Net worth as at the period end (Rs. in Lakhs)	(36.98)	0.67
Return on net worth	-102%	-49%

A The ratios have been computed as per the following formulae:

(i) Net Assets Value (NAV)

$$\frac{\text{Net Asset Value (Net worth) at the period end}}{\text{Number of equity shares outstanding at the period end}}$$

(ii) Return on Net worth (%)

$$\frac{\text{Net Profit / (loss) after tax, attributable to equity share holders for the period}}{\text{Net worth as at the period end}}$$

Net-worth means the aggregate value of the paid-up share capital (including shares pending allotment) and Surplus / (deficit) in Statement of Profit and Loss

B Net Assets Value in brackets indicate negative net worth.

C Since the entity has incurred losses in both the periods reported above, return on net worth ratio is negative.

This Page is Intentionally Left Blank

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. 878 OF 2017

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013;

And

In the matter of SeQuent Scientific Limited;

And

In the matter of the Composite Scheme of Arrangement between Strides Shasun Limited (**"Demerged Company 1"**) and Sequent Scientific Limited (**"Demerged Company 2"**) and Solara Active Pharma Sciences Limited (**"Resulting Company"**).

SeQuent Scientific Limited [CIN: L99999MH1985PLC036685], a company incorporated under the Companies Act, 1956, having its registered office at 301, 3rd Floor, Dosti Pinnacle, Plot No.E7 Road No. 22, Wagle Industrial Estate, Thane West – 400604, Maharashtra.)))) …Applicant Company/ Demerged Company 2

FORM OF PROXY

Name of the member(s) :

Registered Address :

Email :

Folio No. / Client ID :

DP ID :

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

Name:_____; Email:_____

Address:_____

Signature: _____ Or failing him/ her

Name:_____; Email:_____

Address:_____

Signature: _____ Or failing him/ her

Name:_____; Email:_____

Address:_____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Tribunal Convened Meeting of the Company, convened under the directions of the Mumbai Bench of the NCLT, vide order dated November 17, 2017, passed in Company Scheme Application No. 878 of 2017 to be held on Tuesday, December 26, 2017 at 12.00 noon at Hotel Satkar Grande, Wifi Park, Opp. Aplab Industries, Wagle Estate, Thane (West) - 400604 and at any adjournment thereof in respect of Composite Scheme of Arrangement between the Company and Strides Shasun Limited and Solara Active Pharma Sciences Limited and their respective shareholders and creditors and at such meeting and any adjournment thereof, to vote, for me / us and in my /our name(s) _____ (Here ,'if for' insert 'for'; 'if against' insert 'against', and in the latter case, strike out the words below after the word 'Arrangement') the said Scheme of Arrangement as my/ our proxy may approve.

Affix revenue stamp

Signed this _____ day of _____ 2017

_____ _____

Signature of the Member **Signature of the Proxy**

Notes:

1. Please affix Revenue Stamp
2. The proxy must be deposited at the Registered Office of the Applicant Company, not later than 48 (Forty eight) hours before the date of meeting.
3. A person can act as proxy on behalf of shareholders not exceeding fifty and/or holding in aggregate not more than ten percent of the total share capital of the Applicant Company carrying voting rights. In case a proxy is proposed to be appointed by shareholder(s) holding more than ten percent of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
4. All alterations made in the Form of Proxy should be initialed.
5. In case multiple proxies are received not less than 48 (Forty Eight) hours before the time of holding the aforesaid meeting, the proxy later in time shall be accepted.
6. A person who is a minor cannot be appointed as proxy.
7. The proxy need not be a member of the Applicant Company.

Sequent
Proven Ability In Life Sciences

Sequent Scientific Limited

CIN : L99999MH1985PLC036685
Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22,
Wagle Industrial Estate, Thane West - 400 604
Tel No: +91 22 4111 4777| **Website:** www.sequent.in | **Email :** investors@sequent.in

Attendance Slip

Tribunal Convened Meeting - Tuesday, December 26, 2017

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

Name of the Member	
Address of the Member	
Folio / DP & Client ID No.	
No. of shares held	
Name of the Proxy holder / Authorised representative (if any)	

I certify that I am a member/ proxy of the member of the Company. I further declare that above particulars are true and correct to the best of my knowledge.

I hereby record my presence at the Tribunal Convened Meeting of the Company, convened under the directions of the Mumbai Bench of the NCLT, vide order dated November 17, 2017, passed in Company Scheme Application No. 878 of 2017 held at 12.00 noon at at Hotel Satkar Grande, Wifi Park, Opp. Aplab Industries, Wagle Estate, Thane (West) - 400604 on Tuesday, December 26, 2017.

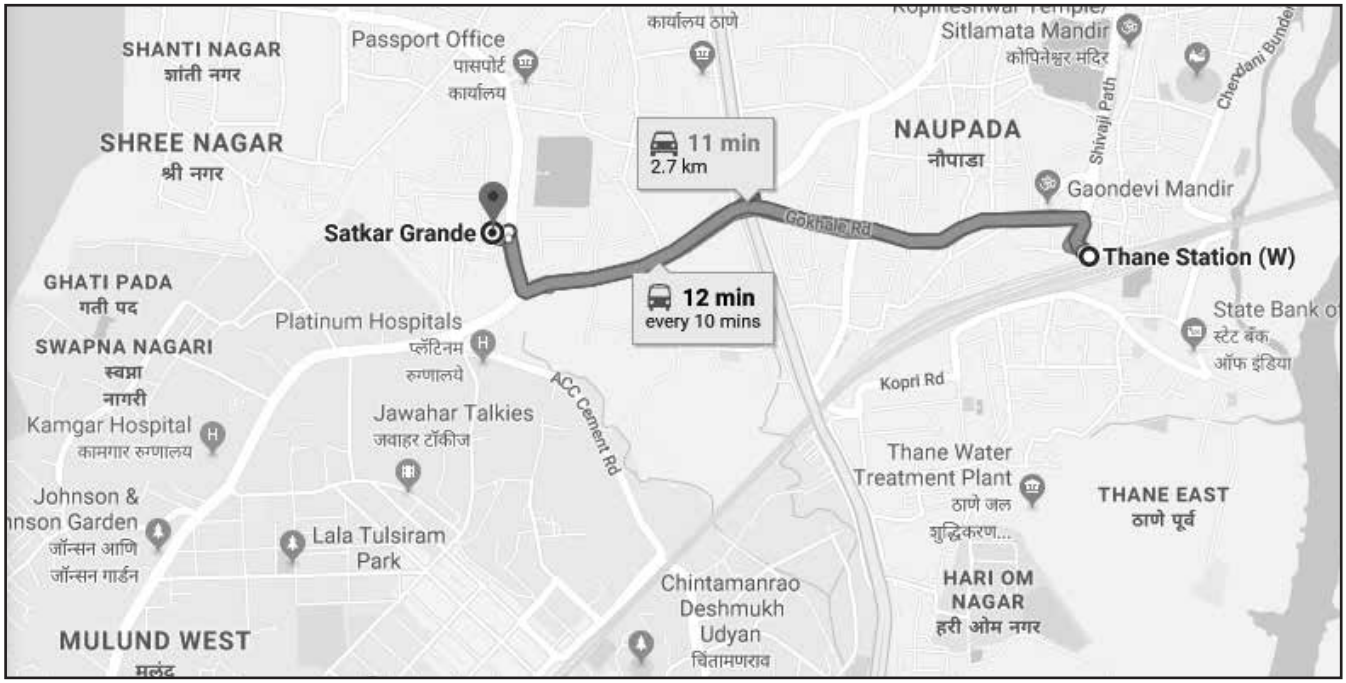
Name of the attending Member/ Proxy (In BLOCK Letters)

Signature of the attending Member/ Proxy

Note:

1. Equity Shareholder, proxy holder or the Authorized Representative attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
2. Equity Shareholder, proxy holder or the Authorized Representative are requested to bring their copy of notice for reference at the meeting.
3. Equity Shareholders are requested to hand over the enclosed Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Applicant Company for admission to the meeting hall.
4. The authorized representative of a body corporate which is an equity shareholder of the Applicant Company and any person voting by proxy is requested to bring (i) a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the said meeting, and (ii) valid proof of identity at the Meeting.

ROUTE MAP



www.sapprints.com

Sequent
Proven Ability In Life Sciences

Sequent Scientific Limited

CIN : L99999MH1985PLC036685
Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22
Wagle Industrial Estate, Thane West - 400 604
Tel No: +91 22 4111 4777| **Website:** www.sequent.in | **Email :** investors@sequent.in

POSTAL BALLOT FORM

(Please read the instructions before filling this form)

Postal Ballot No.

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

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

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 November 21, 2017 by sending my/ our Assent (FOR) or dissent (AGAINST) to the said Resolutions by placing a tick mark (✓) at the appropriate box below:

Brief Description	Number of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
To approve the Composite Scheme of Arrangement between Strides Shasun Limited and Sequent Scientific Limited and Solara Active Pharma Sciences Limited and their respective shareholders and creditors pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013.			

Date:
Place:

(Signature of the Member)

EVENT (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Last date for receipt of postal ballot form by the Scrutinizer is Monday, December 25, 2017

A. GENERAL INSTRUCTIONS

1. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form or voting by way of ballot paper at the meeting.

2. The members attending the meeting who have not already cast their vote by remote e-voting or postal ballot shall be able to exercise their vote at the meeting. Members who have cast their vote through remote e-voting or postal ballot prior to the meeting may attend the meeting but shall not cast their votes again. However, in case members cast their vote both via remote e-voting or postal ballot and voting at the meeting, then voting through remote e-voting or postal ballot shall prevail and voting done at the meeting shall be treated as invalid. In case Members have cast their vote by both e-voting and postal ballot, then voting through e-voting shall prevail.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice which is being dispatched/ e-mailed to the members whose names appear in the Register of Members as on close of business hours on Friday, November 10, 2017. The Notice has also been placed on the website of the Company viz. www.sequent.in and on NSDL website viz., https://evoting.nsdl.com.

4. The Scrutinizer will submit his/ her consolidated report to the Chairperson of the meeting after scrutinizing the voting made by members, including Public Shareholders, of the Company through postal ballots, remote e-voting and poll.

5. The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through Postal Ballot Form and votes polled at the meeting to declare the final result for the resolutions forming part of the Notice.

6. Voting Rights in the Postal Ballot Form/ e-voting cannot be exercised by proxy.

B. Process and manner for members opting to vote by using Ballot Form

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. Envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.

2. The Self-addressed envelope bears the address of the Scrutinizer, Mr. Nilesh Shah, Practicing Company Secretary, who was appointed by the Board of Directors of the Company in their Meeting held on March 20, 2017.

   The Postal Ballot form should be completed and signed by the Member (as per the Specimen signature registered with the Company), and 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 member and in his/ her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary.

3. Incomplete, unsigned or incorrectly ticked Postal Ballot forms will be rejected.

4. 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.

5. There will be one postal ballot form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.

6. You may 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 Scrutinizer not later than 5.00 p.m. on Monday, December 25, 2017. Postal Ballot form received after this date will be strictly treated as if the reply from the member has not been received.

7. 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.

8. Members 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.

9. The Scrunitizer's decision on the validity of the Postal Ballot will be final.