

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE QIP COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON DECEMBER 21, 2015

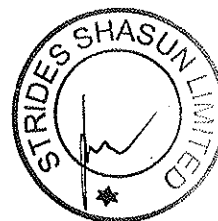
RESOLVED that in respect of the issue of equity shares of face value of Rs. 10/- each ("Equity Shares") of Strides Shasun Limited (the "Company") to qualified institutional buyers pursuant to a qualified institutions placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Issue") and as opened pursuant to the resolution passed by the QIP Committee on December 17, 2015, the Issue be and is hereby declared to be closed on the date of this resolution with immediate effect.

RESOLVED FURTHER that pursuant to the shareholders' approval received on December 12, 2015 permitting a discount to the floor price, the Issue Price shall be fixed at a final price of Rs. 1,278/- per Equity Share.

RESOLVED FURTHER that an issue price of Rs. 1,278/- (including a premium of Rs. 1,268/-) per Equity Share (the "Issue Price") in respect of the issue and allotment of 8,628,028 (Eight Million Six Hundred Twenty Eight Thousand Twenty Eight) Equity Shares aggregating to Rs. 11,026,619,784/- (Rupees Eleven Thousand Twenty Six Million Six Hundred Nineteen Thousand Seven Hundred Eighty Four Only) to qualified institutional buyers who are successful bidders to the Issue, *inter-alia* in accordance with the terms and conditions of the Preliminary Placement Document dated December 17, 2015, application forms, confirmation of allocation notes (the "CAN") and the Placement Document dated December 21, 2015 adopted through this resolution, in connection with this offering, and applicable contractual, statutory and/ or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved.

RESOLVED FURTHER that the Placement Document dated December 21, 2015 (which includes disclosures required under the Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI Regulations) be and is hereby adopted and approved for filing with BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER that the CANs, as per the copy circulated to the Committee for the purpose of identification, be and is hereby approved.



RESOLVED FURTHER that Mr. Arun Kumar - Managing Director, Mr. Abhaya Kumar – Executive Director and Mr. Badree Komandur, CFO & Company Secretary be and are hereby severally authorized to carry out amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to sign the Placement Document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the Placement Document, to execute the form of pricing notification, the CANs and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the National Stock Exchange of India Limited, the BSE Limited, the Securities and Exchange Board of India, the Registrar of Companies or any other governmental or regulatory authority in connection with the Issue.

RESOLVED FURTHER that the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible qualified institutional buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated.

RESOLVED FURTHER that Mr. Badree Komandur, CFO & Company Secretary be and hereby authorized to keep the record of private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

RESOLVED FURTHER that Mr. Badree Komandur, CFO & Company Secretary is authorized to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the BSE Limited and National Stock Exchange of India Limited and/or other concerned authorities for their record and necessary action.

**Certified True Copy
For Strides Shasun Limited**




Badree Komandur
CFO & Company Secretary