



**STRIDES SHASUN LIMITED**  
(formerly Strides Arcolab Limited)  
CIN : L24230MH1990PLC057062

Regd. Office: 201, 'Devavrata', Sector – 17, Vashi, Navi Mumbai – 400 703.

Tel No.: +91 22 2789 2924, Fax No.: +91 22 2789 2942

Corp. Office: 'Strides House', Bilekahalli, Bannerghatta Road, Bangalore – 560 076.

Tel No.: +91 80 6784 0000/ 6784 0290, Fax No.: +91 80 6784 0800

Website: [www.stridesarco.com](http://www.stridesarco.com); Email: [investors@stridesshasun.com](mailto:investors@stridesshasun.com)

### **NOTICE OF POSTAL BALLOT AND E-VOTING**

Dear Member(s),

#### **Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014**

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules"), Strides Shasun Limited (the "Company") is seeking consent of its Members for the Special Business to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

- 1) Approval of "Strides Shasun Employee Stock Option Plan 2016" and grant of employee stock options to Employees of the Company under the Plan; and
- 2) Approval to grant stock options to the Employees of the Company's subsidiaries under the "Strides Shasun Employee Stock Option Plan 2016".

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

Mr. Binoy Chacko, Practicing Company Secretary, Bangalore has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer by Wednesday, April 20, 2016 before 5.00 p.m. Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member.

#### **E-Voting**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and provisions of Section 110 of the Companies Act, 2013 read with the Rules, e-voting facility is being provided to all the Members.

The Company has engaged Karvy Computershare Pvt Ltd., Hyderabad (Karvy) for providing e-voting facility through its platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/ she is not required to vote through Postal Ballot. In case a member votes through e-voting facility as well as sends his/ her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through Postal Ballot shall not be considered by the Scrutinizer.

E-voting will commence on Tuesday, March 22, 2016 at 9.00 a.m and will end on Wednesday, April 20, 2016 by 5.00 p.m.

The results of Postal Ballot and e-voting, together with the Scrutinizer's Report, will be announced by Friday, April 22, 2016 at the registered office of the Company and will be displayed on the website of the Company i.e., [www.stridesarco.com](http://www.stridesarco.com) and also on the website of Karvy i.e., <https://evoting.karvy.com>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

## RESOLUTIONS PUT THROUGH POSTAL BALLOT & E-VOTING

### Item No. 1

#### **Approval of “Strides Shasun Employee Stock Option Plan 2016” and Grant of Employee Stock Options to the Employees of the Company under the Plan**

*To consider and if thought fit, to assent/dissent to the following Special Resolution:*

**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (the "Regulations") and such other approval as may be required including approval of the Foreign Investment Promotion Board (“FIPB”), if applicable and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) entered into with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Compensation Committee/ Nomination and Remuneration Committee), consent of the Members of the Company be and is hereby accorded to the Board to introduce and implement the "Strides Shasun Employees Stock Option Plan – 2016" ("ESOP 2016"/ the "Plan") and to create, offer, grant, issue and allot from time to time upto 30,00,000 (Thirty Lakhs) Options to employees of the Company (including Executive Directors and Non-Executive Directors, but excluding Independent Directors, Promoters and Promoter Directors) of the Company who may or may not be the Members of the Company, (hereinafter collectively referred to as "Employees") as may be decided by the Board under the Plan, convertible into 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs. 10/- each fully paid up, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Plan and the provisions of the law or regulations issued by the relevant authority, from time to time.

**RESOLVED FURTHER** that the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER** that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue or offer, allocation, allotment and utilization of the proceeds (including power to amend or modify any terms of such issue or allotment) without being required to seek any further consent or approval of the Members, as it may in its absolute discretion deem fit and further to execute all documents and writings as may be necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions of the Plan.

**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman or the Executive Vice Chairman of the Company with a power to further delegate to any Officers/ Executives of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

**RESOLVED FURTHER** that any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

**Item No. 2**

**Approval to grant stock options to the Employees of the Company's subsidiaries companies under the "Strides Shasun Employee Stock Option Plan 2016"**

*To consider and if thought fit, to assent/dissent to the following Special Resolution:*

**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (the "Regulations") and such other approval as may be required including approval of the Foreign Investment Promotion Board ("FIPB"), if applicable and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") entered into with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Compensation Committee/ Nomination and Remuneration Committee), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of the "Strides Shasun Employees Stock Option Plan – 2016" ("ESOP 2016"/ the "Plan") referred in Item 1 above, subject to the overall limits specified under the Plan to such employees (whether in India or abroad) (including Executive Directors and Non-Executive Directors, but excluding Independent Directors, Promoters and Promoter Directors) of the subsidiaries companies who may or may not be the Members of the Company, (hereinafter collectively referred to as "Employees").

**RESOLVED FURTHER** that the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER** that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue or offer, allocation, allotment and utilization of the proceeds (including power to amend or modify any terms of such issue or allotment) without being required to seek any further consent or approval of the Members, as it may in its absolute discretion deem fit and further to execute all documents and writings as may be necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions of the Plan.

**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman or the Executive Vice Chairman of the Company with a power to further delegate to any Officers/ Executives of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

**RESOLVED FURTHER** that any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges, where the existing securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

**By Order of the Board  
For Strides Shasun Limited**

Sd/-

**Place:** Bengaluru  
**Date:** February 8, 2016

**Badree Komandur  
Group CFO & CS**

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the Members by email/ registered post/ courier whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent (“Karvy”) as at Friday, March 11, 2016 at their respective registered/ last known address. The Notice will be displayed on the website of the Company ([www.stridesarco.com](http://www.stridesarco.com)) and of Karvy (<https://evoting.karvy.com>)
3. Members have the option either to vote through the e-voting process or through the postal ballot form.
4. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members 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 Company’s website ([www.stridesarco.com](http://www.stridesarco.com)) or seek duplicate postal ballot form from the Company or Karvy.
5. 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.
6. The postal ballot form should be completed and signed by the Member (as per specimen signature registered with Karvy and/or furnished to NSDL/ CDSL). 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 Member 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. 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/ authorization giving the requisite authority to the person voting on the postal ballot form.
7. In compliance with provisions of Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to its Members holding equity shares as at Friday, March 11, 2016 (being the cut-off date), to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with Karvy for facilitating e-voting.
8. The instructions for the Members for voting electronically are as under:-
  - (i) To use the following URL for e-voting: <https://evoting.karvy.com/>
  - (ii) Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/ DP ID/ Client ID will be your user ID.

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

- (iii) After entering the details appropriately click on LOGIN.
- (iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.

Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.

The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) Login again with the new credentials.
  - (vi) On successful login, system will prompt to select the 'EVEN' (E-voting Event Number) i.e., the Company's name 'Strides Shasun Limited'.
  - (vii) On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/ AGAINST/ ABSTAIN' from voting.
  - (viii) Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the member does not want to cast his vote, select 'ABSTAIN'.
  - (ix) Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
  - (x) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
  - (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - (xii) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to [binoy@cnpartners.in](mailto:binoy@cnpartners.in) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com).
  - (xiii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Raju S.V. of Karvy at +91 40 67162222 or at 1800 345 4001 (toll free).
  - (xiv) Members are eligible to cast vote electronically only if they are holding shares as on Friday, March 11, 2016.
  - (xv) The voting period shall commence at 9.00 a.m. on Tuesday, March 22, 2016 and will end at 5.00 p.m. on Wednesday, April 20, 2016. The e-voting module shall be disabled by Karvy at 5.00 p.m. on Wednesday, April 20, 2016.
9. Members have the option to vote either through e-voting or through physical postal ballot form. If a Member has opted for e-voting, then he/she should not vote by physical postal ballot form also and *vice-versa*. However, in case Members cast their vote both *via* physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
10. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced by Friday, April 22, 2016.
11. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Company and on the website of the Company ([www.stridesarco.com](http://www.stridesarco.com)) and also on the website of Karvy (<https://evoting.karvy.com>) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

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

**Item No. 1 & Item No. 2**

The Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company to remunerate them for their service and the expertise they bring to the organization. The scheme is titled 'Strides Shasun Employee Stock Option Plan 2016' ("ESOP 2016" or the "Plan")

Board of Directors ("the Board") of the Company in their meeting held on February 8, 2016 approved introduction of 'Strides Shasun Employee Stock Option Plan 2016' ("ESOP 2016" or the "Plan") subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (the "SEBI Regulations") and authorized the Compensation Committee/ Nomination & Remuneration Committee to formulate the terms and conditions of ESOP 2016 and to administer and implement the same in accordance with the provisions of the SEBI Regulations.

Approval of the Members is sought for issue of stock options to the Employees and Directors of the Company and its Subsidiaries (in or outside India) under the Plan.

This Plan would be in addition to the existing Employee Stock Option Schemes of the Company viz., 'Strides Arcolab ESOP 2011' and 'Strides Arcolab ESOP 2015'.

**a) Brief description of the Plan**

This Plan shall be called the "Strides Shasun ESOP – 2016" or "ESOP 2016" or the "Plan".

It applies only to the permanent Employees and Directors (excluding Independent Directors) of the Company and its Subsidiaries, whether in India or outside India.

It shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Plan are exercised or have been extinguished or unless the Plan is terminated in accordance with the Plan.

Principal Objectives of the Plan are as under:

- i. To grant Options to the Employees of Company Group to enable them to acquire Shares directly from the Company as per eligibility and terms under this Plan, and to be allotted Shares of the Company upon Exercise of such Options.
- ii. To attract, retain and motivate talented and critical Employees;
- iii. To reward Employee performance with ownership in the Company.
- iv. To encourage Management Employees to create shareholder value.

**b) Total number of options to be granted under ESOP 2016**

The total number of Options that may be granted under ESOP 2016 are 30,00,000 (Thirty Lakhs) in aggregate which would result in additional 30,00,000 (Thirty Lakhs) equity shares of Rs.10/- each.

**c) Identification of Classes of Employees entitled to participate in ESOP 2016**

Following classes of employees are entitled to participate in ESOP 2016 subject to the fulfilment criteria as specified under the Plan and determined by the Compensation Committee from time to time:

- i. A permanent employee of the Company and its subsidiaries, whether in India or outside India; or
- ii. A Director of the Company and its subsidiaries, whether whole time Director or not but excluding Independent Directors and Promoter Directors.

However the following classes of employees are not eligible to participate in ESOP 2016 :

- i. An employee who is a Promoter or a person belonging to the Promoter Group;
- ii. A Director who either himself or through his Relative or through any bodies corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

**d) Requirements of vesting and period of vesting**

The vesting period shall commence after the expiry of one year from the date of grant of the option to the Employee and shall vest over a period of three years. The Compensation Committee shall decide on the vesting schedule.

**e) Maximum period within which the Options shall be vested**

The maximum period within which the Options shall vest will be three years from the date of grant (or such other period as decided by the Compensation Committee from time to time) and shall be provided in the Letter of Grant to the Employees.

**f) Exercise price or pricing formula**

The exercise price of an option that shall be fixed shall not be less than seventy five percent (75%) of the "Market Price" as per the ESOP Regulations.

**g) Exercise period and process of exercise**

The exercise period of the options shall be 60 days from the date of vesting of the options. In order to exercise the options, the option grantee shall give a written application to the designated officer with the full consideration of the option to be exercised. The options shall not be permitted to be exercised after the expiry of the above mentioned exercise period. After this date, all the options vested and remains unexercised under the scheme will lapse.

**h) Appraisal process for determining the eligibility of employees to the ESOP**

- i. The Compensation Committee shall, based on the various criteria for selection of the Employees (which criteria shall be decided from time to time by the Compensation Committee for assessing the contribution of the Employees) decide on the Employees who qualify under the Plan and the number of Options of the Company that may be issued to them.
- ii. The appraisal process shall include evaluation of an employee based on one or more criteria for determining eligibility of the employees to be granted options, including but not limited to the following:
  - (a) Work related or academic performance of the employee
  - (b) Length of service
  - (c) Potential of the employee to contribute to the Company's/ Subsidiary's performance
  - (d) Position held
  - (e) The extent of contribution made by the employee towards business results, achievement of medium to long term performance plans, processes, and customer satisfaction or employee satisfaction.
  - (f) High market value /difficulty in replacement.
  - (g) High risk of losing the employee to competition.

**i) Maximum number of options to be issued per Employee and in aggregate**

The number of options that may be granted per employee of the Company under ESOP 2016, in any financial year shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions).

The total number of equity shares to be allotted to employees of the Company and its subsidiaries pursuant to the exercise of stock options under the ESOP 2016 shall not exceed 30,00,000 equity shares.

**j) Maximum quantum of benefits to be provided per employee under ESOP 2016**

The Maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the option Exercise Price and the Market Price of the shares on the exercise date.

**k) Administration of ESOP 2016**

ESOP 2016 shall be administered by the Company through its Compensation Committee under the broad policy and framework laid down by the Board of Directors in accordance with the authority delegated to the Compensation Committee in this regard from time to time.

**l) Whether ESOP 2016 involves new issue of shares by the Company or secondary acquisition by the Trust or both**

ESOP 2016 involves new issue of shares by the Company and does not contemplate secondary acquisition.

**m) The amount of loan to be provided for implementation of ESOP 2016 by the Company to the Trust, its tenure, utilization, repayment terms, etc**

Grant of loan is not contemplated under the Plan.

**n) Maximum percentage of secondary acquisition (subject to limits specified in the regulations) that can be made by the Trust for the purpose of ESOP 2016.**

This is not relevant under the present Plan.

**o) Accounting Policies**

The Company shall comply with the accounting policies specified in the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

**p) Method of Valuation**

To calculate the employee compensation cost, the Company shall use Fair Value Method for the valuation of the stock options granted.

As ESOP 2016 provides for issue of shares to be offered to persons other than existing Members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As per the SEBI Regulation, a separate resolution is required to be passed if the benefits of the Employee Stock Option Scheme are to be extended to the employees of subsidiary companies of the Company and/ or such other persons as may from time to time be allowed to enjoy the benefits of ESOP 2016 in the same manner and subject to terms and conditions as mentioned herein.

The draft copy of ESOP 2016 is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11.00 am to 1.00 pm upto the date of closing of e-voting/ last date of receipt of Postal Ballot Forms i.e., Wednesday, April 20, 2016.

Accordingly the resolutions set as Item No.1 and Item No.2 are being placed for the approval of Members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of their entitlements, if any, under the Plan and to the extent of their shareholding as Members, if any.

The Board of Directors recommend the passing of the proposed resolutions stated at Item 1 and Item 2 as Special Resolutions.

**By Order of the Board  
For Strides Shasun Limited**

**Sd/-**

**Badree Komandur  
Group CFO &CS**

**Place:** Bengaluru

**Date:** February 8, 2016