

B S R & Co. LLP

Chartered Accountants

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The Board of Directors
 Strides Pharma Science Limited
 Strides House, Bilekahalli,
 Bannerghatta Road, Bengaluru

27 September 2023

Independent Auditors' Certificate in relation to proposed accounting treatment in the books of Strides Pharma Science Limited as specified in the proposed Scheme of Arrangement amongst Strides Pharma Science Limited ("Transferor Company 1") and Steriscience Specialties Private Limited ("Transferor Company 2") and Stelis Biopharma Limited ("Transferee Company") and their respective shareholders pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 ("the Act")

- 1 This certificate is issued in accordance with the terms of our engagement letter dated 20 September 2022 and addendum to the engagement letter dated 22 September 2023.
- 2 We, have been requested by the management of Strides Pharma Science Limited (the "Company" or "Transferor Company 1") to issue a certificate in relation to the proposed accounting treatment as specified in clause 12 of the Proposed Scheme of Arrangement ("Proposed Scheme") between the Strides Pharma Science Limited ("Transferor Company 1"), and Steriscience Specialties Private Limited ("Transferor Company 2") and Stelis Biopharma Limited ("Transferee Company") and their respective shareholders and reproduced under Annexure A to this certificate, in terms of the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act and other generally accepted accounting principles in India.
- 3 The Proposed Scheme is approved by the Board of Directors of the Transferee Company, Transferor Company 1 and Transferor Company 2 on 25 September 2023 and is subject to approval of the respective Shareholders, the National Company Law Tribunal ("NCLT") and Statutory and Regulatory Authorities, as applicable. The appointed date for the purpose of this Proposed Scheme is 1 April 2024.

Management's responsibility

- 4 The preparation of the Proposed Scheme and Annexure A and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Ind AS read with the rules made, issued thereunder and other generally accepted accounting principles in India, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents.
- 5 This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Proposed Scheme and Annexure A and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



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Independent Auditors' Certificate in relation to proposed accounting treatment in the books of Strides Pharma Science Limited as specified in the proposed Scheme of Arrangement amongst Strides Pharma Science Limited ("Transferor Company 1"), Steriscience Specialties Private Limited ("Transferor Company 2"), Stelis Biopharma Limited ("Transferee Company") and their respective shareholders pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 ("the Act")
(continued)

Management's responsibility (continued)

- 6 The Company's management is also responsible for ensuring that the Company complies with the requirements of the Act and provides all relevant information with respect to the Proposed Scheme to the NCLT.

Auditor's responsibility

- 7 Pursuant to the requirements of provisions of Section 232 of the Act, our responsibility is to provide a reasonable assurance on whether the proposed accounting treatment as specified in clause 12 of the Proposed Scheme, reproduced as an Annexure A to this Certificate is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and Ind AS prescribed under section 133 of the Act read with the rules issued thereunder and other generally accepted accounting principles in India.
- 8 We conducted our examination of the proposed accounting treatment referred to in clause 12 of the Proposed Scheme and reproduced under Annexure A to this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 9 We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- 10 As per Section 232(6) of the Act, the Proposed Scheme has to provide for the appointed date from which the Proposed Scheme shall be deemed to be effective. The Company has accordingly proposed the appointed date as 1 April 2024 in the Proposed Scheme.

Based on our examination and according to the information and explanations given to us and appropriate representations obtained from the Company:

- i. the proposed accounting treatment specified in clause 12 of the Proposed Scheme and reproduced in Annexure A to this Certificate, initialled and stamped by us for the purpose of identification only, is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and applicable Ind AS prescribed under Section 133 of the Act and other generally accepted accounting principles in India.
- ii. reduction of securities premium, i.e. adjustment to the securities premium to the extent of book value of net assets may be done only subject to confirmation by the NCLT. In absence of specific accounting standard dealing with reduction of the equity, if confirmed by the NCLT, the said adjustment as specified in clause 12 of the Proposed Scheme and reproduced in the Annexure A to this certificate, signed by us for the purpose of identification only, is in conformity with the generally accepted accounting principles in India.



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Independent Auditors' Certificate in relation to proposed accounting treatment in the books of Strides Pharma Science Limited as specified in the proposed Scheme of Arrangement amongst Strides Pharma Science Limited ("Transferor Company 1"), Steriscience Specialties Private Limited ("Transferor Company 2"), Stelis Biopharma Limited ("Transferee Company") and their respective shareholders pursuant to the provisions of Sections 230-232 of the Companies Act , 2013 ("the Act")
(continued)

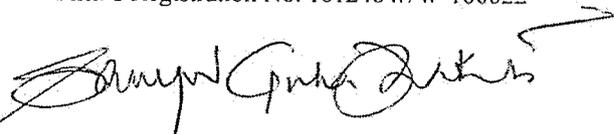
Restriction on use

- 11 This certificate is issued at the request of the Management of the Company solely for the purpose of onward submission to the NCLT, BSE, National Stock Exchange and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 230 to 232 of the Act and relevant rules issued thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

for B S R & Co LLP

Chartered Accountants

Firm's Registration No. 101248W/W-100022



Sampad Guha Thakurta

Partner

Membership No: 060573

ICAI UDIN: 23060573BGYNEN7981

Place: Bengaluru

Date: 27 September 2023



Annexure A

EXTRACT FROM THE PROPOSED SCHEME OF ARRANGEMENT AMONGST STRIDES PHARMA SCIENCE LIMITED ("TRANSFEROR COMPANY 1") AND STERISCIENCE SPECIALTIES PRIVATE LIMITED ("TRANSFEROR COMPANY 2") AND STELIS BIOPHARMA LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS PURSUANT TO THE PROVISIONS OF SECTIONS 230-232 OF THE COMPANIES ACT, 2013 ("THE ACT") APPROVED BY THE BOARD OF DIRECTORS OF TRANSFEROR COMPANY 1 ON SEPTEMBER 25, 2023

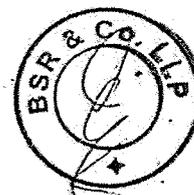
12. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY 1

- 12.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking 1 from the Transferor Company 1 to the Transferee Company shall be accounted for, in the books of the Transferor Company 1, in accordance with Appendix A of Ind AS 10 'Distribution of Non-Cash Assets to Owners' and other applicable Ind AS read with the Ind AS rules, as may be amended from time to time as follows:
- 12.1.1 The Transferor Company 1 shall measure a liability to distribute non cash assets to its owners to the extent of fair value of the Demerged Undertaking 1 to be distributed with a corresponding debit to the securities premium to the extent of book value of net assets (book value of assets minus book value of liabilities of Demerged Undertaking 1) and the balance amount (fair value of the Demerged Undertaking minus book value of net assets) shall be debited against the retained earnings of the Transferor Company 1.
- 12.1.2 The Transferor Company 1 shall reduce from its books of accounts, the carrying amount of assets and liabilities pertaining to the Demerged Undertaking 1, being transferred to the Transferee Company.
- 12.1.3 The book value of the net assets de-recognised as per clause 12.1.2 above will be adjusted against the carrying amount of the liability recognised as per clause 12.1.1 above, and the difference, if any, shall be recognised in the Statement of Profit and Loss.
- 12.1.4 The adjustment to the securities premium (as per clause 12.1.1 above) shall be effected as an integral part of the Scheme, pursuant to the order of the NCLT sanctioning this Scheme, under Section 230 of the Act. The order of the NCLT sanctioning this Scheme shall also include approval and confirmation of such reduction in the securities premium of the Transferor Company 1 to the extent so required. Accordingly, as provided in the second explanation in Section 230 of the Act, the provisions of Section 66 of the Act shall not apply to such reduction of securities premium of the Transferor Company 1, effected in pursuance of the said order of the NCLT. Notwithstanding the reduction in the securities premium of the Transferor Company 1, the Transferor Company 1 shall not be required to add "And reduced" as a suffix to its name.



For STRIDES PHARMA SCIENCE LIMITED

Manjula R.
Company Secretary



Strides Pharma Science Limited

CIN 124230MH1996PLC057062

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Deloitte Haskins & Sells

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Karnataka, India

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To
The Board of Directors
Steriscience Specialties Private Limited
152/6 and 154/16, Dorasani Palya,
Begur Hobli, Bannerghatta Road,
Bangalore - 560076

Independent Auditor's Certificate certifying the accounting treatment contained in the Proposed Scheme of Arrangement amongst Strides Pharma Science Limited ("Transferor Company 1" or "Demerged Company 1"), Steriscience Specialties Private Limited ("Transferor Company 2" or "Demerged Company 2" or "Company") and Stelis Biopharma Limited ("Transferee Company" or "Resulting Company") and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013

1. This Certificate is issued in accordance with the terms of our engagement letter dated September 22, 2023.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of Steriscience Specialties Private Limited (the "Transferor Company 2"/ the "Company"), have examined the proposed accounting treatment specified with regard to the Proposed Scheme of Arrangement (hereinafter referred as 'the Scheme') amongst Strides Pharma Science Limited ("Transferor Company 1"), the Company and Stelis Biopharma Limited ("Transferee Company") and their respective shareholders in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

Management's responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards read with the rules made there under and other generally accepted accounting principles in India as aforesaid, is that of the Boards of Directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

4. Our responsibility is only to examine and report whether the proposed accounting treatment referred to in the Scheme comply with the applicable Indian Accounting Standards. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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Deloitte Haskins & Sells

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further, our examination did not extend to any other parts and aspects of legal or proprietary nature in the aforesaid Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the accounting treatment mentioned in Clause 21 of the Scheme, is in compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015, and other generally accepted accounting principles, as applicable.
8. For ease of references, Clause 21 of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure to this Certificate and is initialled by us only for the purposes of identification.

Restriction of Use

9. This certificate is issued at the request of the Company pursuant to the requirements of provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for onward submission by the Company to the National Company Law Tribunal, Securities and Exchange Board of India and other regulatory bodies as applicable. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)



Sathya P. Koushik
(Partner)
(Membership No. 206920)
(UDIN: 23206920BGYMHS6843)

Place: Bangalore
Date: September 25, 2023
Ref: SPK/291



ANNEXURE TO OUR INDEPENDENT AUDITOR'S CERTIFICATE

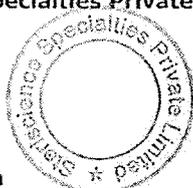
Extracts from the Scheme

21. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY 2

21.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking 2 from the Transferor Company 2 to the Transferee Company shall be accounted for, in the books of the Transferor Company 2, in accordance with Appendix A of Ind AS 10 'Distribution of Non-Cash Assets to Owners' read with the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, other Indian accounting standards and other generally accepted accounting principles as applicable.

For Sterisience Specialties Private Limited

Tarun Kumar Singh
Director
DIN: 08854953



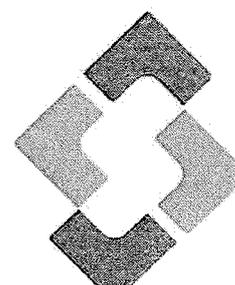
Place: Bangalore
Date: September 25, 2023



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Sterisience Specialties Private Limited
(Formerly Sterisience Pharma Private Limited)
CIN - U24304KA2020PTC137884
Reg & Corp Off: No. 152/6 and 154/16
Doresani Palya, Begur Hobli
Bannerghatta Road
Bengaluru - 560 076, India



The Board of Directors
Stelis Biopharma Limited
Star 1, Opp IIM Bangalore, Bilekahalli,
Bannerghatta Road
Bangalore - 560076

Independent Auditor's Certificate certifying the accounting treatment contained in the Proposed Scheme of Arrangement amongst Strides Pharma Science Limited ("Transferor Company 1" or "Demerged Company 1"), Steriscience Specialties Private Limited ("Transferor Company 2" or "Demerged Company 2") and Stelis Biopharma Limited ("Transferee Company" or "Resulting Company" or "Company") and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013

1. This certificate is issued in accordance with the terms of our engagement letter dated September 22, 2023.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S), the statutory auditors of Stelis Biopharma Limited ("Transferee Company" or "Company"), have examined the proposed accounting treatment specified in Clause 13 and 23 of the Proposed Scheme of Arrangement (hereinafter referred as 'the Scheme') amongst Strides Pharma Science Limited ("Transferor Company 1"), Steriscience Specialties Private Limited ("Transferor Company 2") and the Transferee Company and their respective shareholders in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles.

Management's responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations is that of the Boards of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The responsibility for complying with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Transferee Company.

Auditor's responsibility

4. Our responsibility is only to examine and report whether the accounting treatment referred to in Clause 13 and 23 of the Scheme referred to above comply with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.



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Haskins & Sells**

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the accounting treatment contained in Clause 13 and 23 of the Scheme, is in compliance with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015, and other generally accepted accounting principles, as applicable.
8. For ease of references, Clause 13 and 23 of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure to this Certificate and is stamped and initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at the request of the Company pursuant to the requirements of provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for onward submission by the Company to the National Company Law Tribunal, Securities and Exchange Board of India and other regulatory bodies as applicable. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)



Parthesh Thaker

Parthesh Thaker
Partner

(Membership No. 620126
(UDIN: 23620126BHAZGF3903)

Place: Bengaluru
Date: September 25, 2023



ANNEXURE TO OUR INDEPENDENT AUDITOR'S CERTIFICATE

Extracts from the Scheme of the Clauses covering the proposed accounting treatment

Demerger of the Demerged Undertaking 1 of the Transferor Company 1 into the Transferee Company

13. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY

13.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company will account for the demerger of Demerged Undertaking 1 of the Transferor Company 1 in its books of accounts using the principles laid down in Indian Accounting Standard 103 - Business Combinations and other applicable generally accepted accounting principles as follows:

13.1.1 Upon the Scheme becoming effective, the Transferee Company shall record the assets and liabilities transferred to and vested in it pertaining to the Demerged Undertaking 1 of the Transferor Company 1 pursuant to this Scheme at the fair values as on the Appointed Date.

13.1.2 The shareholding in the Transferee Company held by Transferor Company 1 as on the Appointed Date shall stand cancelled. Upon cancellation, the Transferee Company shall debit to its equity share capital the aggregate face value of such cancelled equity shares with a corresponding credit to the investments recognised as part of 13.1.1. The difference (if any) would be adjusted against the securities premium of the Transferee Company.

13.1.3 The Transferee Company shall credit the aggregate face value of the equity shares of Transferee Company issued and allotted by it as per clause 11 above to the members of the Transferor Company 1, to its share capital in its books of account. The excess, if any, of the fair value of the equity shares over the face value of the equity shares shall be credited to the securities premium of the Transferee Company.

13.1.4 Upon the Scheme becoming effective, the intercompany balances between the Transferee Company and the Demerged Undertaking 1 of the Transferor Company 1, if any appearing in the books of the Transferee Company shall stand cancelled.



Stelis Biopharma Limited

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13.1.5 The excess/deficit of the fair value of net assets pertaining to the Demerged Undertaking 1, vested in the Transferee Company and the fair value of equity shares issued as per clause 13.1.3, after considering the effect of clause 13.1.2 above, shall be adjusted to the capital reserve/ goodwill of the Transferee Company, as applicable.

13.1.6 In case of any difference in accounting policy between the Demerged Undertaking 1 of the Transferor Company 1 and the Transferee Company, the accounting policies followed by the Transferee Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

Demerger of the Demerged Undertaking 2 of the Transferor Company 2 into the Transferee Company

23. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY

23.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking 2 from the Transferor Company 2 to the Transferee Company shall be accounted for, in the books of the Transferee Company, in accordance with the Indian Accounting Standard 103 - Business Combinations and other applicable generally accepted accounting principles.

23.2 Upon the Scheme becoming effective, the intercompany balances between the Transferee Company and the Demerged Undertaking 2 of the Transferor Company 2, if any appearing in the books of the Transferee Company shall stand cancelled.

23.3 In case of any difference in accounting policy between the Demerged Undertaking 2 of the Transferor Company 2 and the Transferee Company, the accounting policies followed by the Transferee Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

For Stelis Biopharma Limited

P R Kannan
CFO and Executive Director
DIN: 03435209

Place: Bangalore
Date: September 25, 2023



Stelis Biopharma Limited

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