

## Appendix 11A

**Compliance Report to be submitted along with the draft Scheme of Arrangement**

It is hereby certified that the draft Scheme of Arrangement involving Strides Pharma Science Limited (“Strides” or “Transferor Company 1” or “Demerged Company 1”) and Steriscience Specialties Private Limited (“Steriscience” or “Transferor Company 2” or “Demerged Company 2”) and Stelis Biopharma Limited (“Stelis” or “Transferee Company” or “Resulting Company”) and their respective shareholders (“Draft Scheme”), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and SEBI Master Circular no. SEBI/ HO/ CFD/ POD-2/ P/ CIR/ 2023/ 93 dated June 20, 2023 as amended (“**SEBI Circular**”), including the following:

Sr. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied.  Corporate Governance Report for the quarter ended 30 <sup>th</sup> June 2023 filed with the Stock Exchanges is attached as <i>Annexure 11B</i>
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied.  The Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges.
<b>Requirements of SEBI Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied.  All the prescribed documents under Part (I) (A)(2) (a)-(k) of the SEBI Circular are being submitted, in addition to this Compliance Report.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.

(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	<p>Yes, complied.</p> <p>The valuation report dated September 25, 2023 issued by PwC Business Consulting Services LLP, a Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2022/158), is being submitted.</p> <p><b>Refer Appendix 3A</b></p>
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	<p>Yes, complied.</p> <p>The certificate dated September 27, 2023 from statutory auditors is being submitted.</p> <p><b>Refer Appendix 10A</b></p>
(e)	Para (I)(A)(9)	Explanatory Statement or notice or proposal accompanying resolution sent to shareholders for seeking approval of Scheme	<p>Yes, we will comply with this provision while seeking shareholders' approval.</p>
(f)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	<p>Yes, we will comply with this provision while seeking shareholders' approval.</p>

For **Strides Pharma Science Limited**,

MANJULA  
RAMAMURTHY  
HY

Digitally signed by  
MANJULA RAMAMURTHY  
Date: 2023.09.27 22:00:31  
+05'30'

**Manjula Ramamurthy**  
Company Secretary

ARUN KUMAR  
PILLAI

Digitally signed by  
ARUN KUMAR PILLAI  
Date: 2023.09.27  
22:08:57 +05'30'

**Arun Kumar**  
Executive Chairperson & Managing Director

**Strides Pharma Science Limited**

CIN: L24230MH1990PLC057062

Corp Off: Strides House, Bilekahalli, Bannerghatta Road, Bengaluru - 560 076, India | Tel: +91 80 6784 0000 Fax: +91 80 6784 0700

Regd Off: 201, Devavrata, Sector 17, Vashi, Navi Mumbai - 400 703, India | Tel: +91 22 2789 2924 / 3199 Fax: +91 22 2789 2942

corpcomm@strides.com, www.strides.com



Certified that the transactions/ accounting treatment provided in the draft Scheme of Arrangement involving Scheme of Arrangement involving Strides Pharma Science Limited (“Strides” or “Transferor Company 1” or “Demerged Company 1”) and Steriscience Specialties Private Limited (“Steriscience” or “Transferor Company 2” or “Demerged Company 2”) and Stelis Biopharma Limited (“Stelis” or “Transferee Company” or “Resulting Company”) and their respective shareholders (“Scheme”), are in compliance with all the Accounting Standards applicable to a listed entity.

For **Strides Pharma Science Limited,**

**KOMANDU** Digitally signed by  
KOMANDUR BADREE  
**R BADREE** Date: 2023.09.27  
22:07:23 +05'30'

**Badree Komandur**  
**Executive Director – Finance &**  
**Group CFO**

**ARUN KUMAR PILLAI** Digitally signed by ARUN  
KUMAR PILLAI  
Date: 2023.09.27 22:09:53  
+05'30'

**Arun Kumar**  
**Executive Chairperson & Managing Director**

**Date: September 27, 2023**

**Strides Pharma Science Limited**

CIN: L24230MH1990PLC057062

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## APPENDIX 11B

Corporate Governance Report for the quarter ended June 30, 2023

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General information about company	
Scrip code	532531
NSE Symbol	STAR
MSEI Symbol	NOTLISTED
ISIN	INE939A01011
Name of the entity	STRIDES PHARMA SCIENCE LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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Disclosure of notes on composition of board of directors explanatory									
Whether the listed entity has a Regular Chairperson						Yes			
Whether Chairperson is related to MD or CEO						Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?
1	Mr	Arun Kumar Pillai	AFBPP0461L	00084845	Executive Director	Chairperson related to Promoter	MD	25-03-1961	No
2	Mr	Srinivasan Sridhar	AAKPS1464M	00004272	Non-Executive - Independent Director	Not Applicable		09-05-1951	No
3	Mr	Bharat Dhirajal Shah	AADPS4345K	00136969	Non-Executive - Independent Director	Not Applicable		18-02-1947	No
4	Mr	Homi R Khusrakhan	AFQPK7415N	00005085	Non-Executive - Independent Director	Not Applicable		15-12-1943	No
5	Mrs	Kausalya Santhanam	AZLPS0588F	06999168	Non-Executive - Independent Director	Not Applicable		05-05-1967	No
6	Mr	Badree Komandur	AFIPB5934R	07803242	Executive Director	Not Applicable		30-11-1970	No

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation
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			Active	NA		28-06-1990	07-04-2022	
			Active	NA		09-09-2014	30-07-2019	
			Active	Yes	14-01-2022	15-06-2016	15-06-2021	
			Active	Yes	18-05-2022	18-05-2017	18-05-2022	
			Active	NA		11-12-2019	11-12-2019	
			Active	NA		18-05-2017	18-05-2023	



Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
	2	0	1	0		
105.70	4	4	7	5		
84.50	3	3	4	2		
73.40	2	2	3	2		
42.63	3	3	4	1		
	1	0	0	0		

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Annexure 1  
**II. Composition of Committees**  
 Disclosure of notes on composition of committees explanatory

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004272	Srinivasan Sridhar	Non-Executive - Independent Director	Chairperson	27-07-2012		
2	00136969	Bharat Dhirajlal Shah	Non-Executive - Independent Director	Member	25-07-2014		
3	00005085	Homi R Khurokhan	Non-Executive - Independent Director	Member	18-05-2017		
4	06999168	Kausalya Santhanam	Non-Executive - Independent Director	Member	09-01-2020		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00136969	Bharat Dhirajlal Shah	Non-Executive - Independent Director	Chairperson	18-05-2017		
2	00004272	Srinivasan Sridhar	Non-Executive - Independent Director	Member	18-05-2017		
3	00005085	Homi R Khurokhan	Non-Executive - Independent Director	Member	18-05-2017		
4	06999168	Kausalya Santhanam	Non-Executive - Independent Director	Member	09-01-2020		
5							
6							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



1	00136969	Bharat Dhirajjal Shah	Non-Executive - Independent Director	Chairperson	18-05-2017		
2	00004272	Srinivasan Sridhar	Non-Executive - Independent Director	Member	18-05-2017		
3	00084845	Arun Kumar Pillai	Executive Director	Member	18-05-2017		
4							
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005085	Homi R Khurokhan	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00004272	Srinivasan Sridhar	Non-Executive - Independent Director	Member	01-04-2019		
3	00136969	Bharat Dhirajjal Shah	Non-Executive - Independent Director	Member	01-04-2019		
4	06999168	Kausalya Santhanam	Non-Executive - Independent Director	Member	15-11-2022		
5	07803242	Badree Komandur	Executive Director	Member	01-04-2019		
6	07669095	Sormishtha Ghosh	Group General Counsel and Chief Risk Officer	Member	01-04-2019		1
7	07486080	Umesh Kale	Chief Quality Officer	Member	01-04-2019		2
8	99999999	Chritoph Funke	Chief Operations officer	Member	04-02-2021		3
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06999168	Kausalya Santhanam	Non-Executive - Independent Director	Chairperson	09-01-2020		
2	00005085	Homi R Khurokhan	Non-Executive - Independent Director	Member	18-05-2017		
3	00084845	Arun Kumar Pillai	Executive Director	Member	23-05-2014		
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Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Add Notes			
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	10-01-2023			Yes	6	6	4
2	24-01-2023	13		Yes	6	6	4
3	22-04-2023	87		Yes	6	6	4
4	24-05-2023	31		Yes	6	6	4
5	25-05-2023	0		Yes	6	6	4

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\* to be filled in only for the current quarter meetings



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Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-01-2323				Yes	4	4	4	0
2	Audit Committee	24-01-2323	13			Yes	4	4	4	0
3	Audit Committee	31-03-2323	65			Yes	4	4	4	0
4	Audit Committee	25-05-2323	54			Yes	4	4	4	0
5	Nomination and Remuneration Committee	24-01-2323				Yes	4	4	4	0
6	Nomination and Remuneration Committee	25-05-2323	120			Yes	4	4	4	0
7	Stakeholders relationship Committee	24-01-2323				Yes	3	3	2	0
8	Stakeholders relationship Committee	25-05-2323	120			Yes	3	3	2	0
9	Risk Management Committee	12-01-2323				Yes	5	5	4	4
10	Corporate social responsibility Committee	24-01-2323	11			Yes	3	3	2	0
11	Corporate social responsibility Committee	25-05-2323	120			Yes	3	3	2	0

\* to be filled in only for the current quarter meetings



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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1



Sr	Subject	Compliance status
1	Name of signatory	Manjula Ramamurthy
2	Designation	Company Secretary and Compliance Officer



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Signatory Details	
Name of signatory	Manjula Ramamurthy
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	30-06-2023

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