

**OneSource Specialty Pharma Limited
(Formerly Stelis Biopharma Limited)**

CIN: U74140MH2007PLC432497

201, Devavrata, Sector 17, Vashi, Navi Mumbai,
Sanpada, Thane, Thane, Maharashtra, India, 400703

**POLICY FOR DETERMINING MATERIAL SUBSIDIARIES
[Pursuant to Regulation 16(1)(c) of the Securities and
Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015]**

INTRODUCTION

Regulation 16 (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations). Regulation 16(c) requires the companies listed on Stock Exchanges to frame Policy for determining 'Material Subsidiary' of the Company

In compliance to the aforesaid regulations, the Board of Directors (the "Board") of OneSource Specialty Pharma Limited (the "Company"), has adopted this Policy for determination of "Material Subsidiaries" at its meeting held on December 10, 2024 and the policy is effective from the said date.

The Policy sets out the approach for determination of Material Subsidiaries of the Company.

DEFINITIONS:

'Act' means Companies Act, 2013 and Rules made thereunder.

'Audit Committee' means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

'Board of Directors' or **'Board'** means the Board of Directors of the Company, as constituted from time to time.

'Company' means OneSource Specialty Pharma Limited.

'Independent Director' means Director of the Company, not being Whole-Time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 read with Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

'Subsidiary Company' or **'Subsidiary'** will have the meaning ascribed to it under Section 2(87) of the Act, means a Company in which the Holding Company –

'Material Subsidiary' as defined under regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall mean a Subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

'Unlisted Material Subsidiary' as per provisions of Reg. 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, means an unlisted subsidiary, incorporated in India or not, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

‘Significant Transaction or Arrangement’ as defined under regulation 24(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

Any other term not defined herein shall have same meaning as defined in the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.

GOVERNANCE FRAMEWORK WITH RESPECT TO SUBSIDIARY OF THE COMPANY:

- Since the policy is only for dealing with material subsidiary, have removed reference to listed subsidiary and its compliance which will come from SEBI LODR.

At least one (01) Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not.

Every material unlisted subsidiary incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity.

RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY:

The Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under Section 31 of Insolvency and Bankruptcy Code 2016 and such an event is disclosed to the recognized Stock Exchanges within one (1) day of the resolution plan being approved.

RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY BY THE LISTED ENTITY:

The listed entity shall not sell, dispose off and lease assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of Shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the recognized Stock Exchanges within one day of the resolution plan being approved.

IDENTIFICATION OF MATERIAL SUBSIDIARY:

The subsidiary shall be identified in terms of the provisions of Listing Regulations as applicable for each case. The Audit Committee shall, on an annual basis, review such details/information as may be required to determine the 'Material Subsidiaries'.

"Material Subsidiary" and "Unlisted Material Subsidiary" of the Company would be identified, if any, as a onetime exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee and the Board of the Company. The identification should happen soon after preparation of annual accounts and the outcome should be placed before the Audit Committee or Board, as the case may be, in the meeting where the annual audited accounts of the Company are considered.

DISCLOSURE:

The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company as per Regulation 30 of the Listing Regulations.

This Policy shall be disclosed on the website of the Company pursuant of Regulation 46(2) (h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a web link thereto shall be provided in the Annual Report of the Company.

AMENDMENTS AND MODIFICATION IN THE POLICY:

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the policy entirely with a new policy as it may deem necessary.

The Board may also establish further rules and procedures, from time to time, to give effect to this policy and to ensure governance of Material Subsidiary Companies.

In the event of any conflict between the provisions of this Policy and of the Listing Regulations or any other applicable legal requirement ("Applicable Law"), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.