

**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 MATERIALITY FOR  
DISCLOSURES**

## INTRODUCTION

Regulation 30 (4) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations). requires the companies listed on Stock Exchanges to frame a policy for determination of materiality for the purpose of disclosure to Stock Exchanges and such policy shall not dilute any requirement specified under the provisions of these regulations. Further, such a policy for determination of materiality shall assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub-regulation (5), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).]

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 date of listing of the equity shares of the Company on the Stock Exchanges.

## BASIC PRINCIPLES GOVERNING DISCLOSURES

The policy aims to execute the following principles:

- a. Disclosure of material information /event promptly without any delay.
- b. Ensure disclosures are adequate, accurate and explicit and presented in simple language.
- c. Ensure disclosure provided to stock exchanges and investor are not misleading and there is no misrepresentation.

## TYPE OF DISCLOSURES

1. Disclosures without applying the materiality criteria - Events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and listed entity shall make disclosure of such events
2. Disclosures based on materiality criteria - Events specified in Para B of Part A of Schedule III, of the Listing Regulations shall be made based on application of the guidelines for materiality, as specified in sub-regulation 30 (4) of the Listing Regulations, which are as under:
  - (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
  - (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
    - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
    - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;
  - (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material:

## MODE AND TIME-LINE FOR DISCLOSURE

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under the Listing Regulations, the listed entity shall, along with such disclosure provide the explanation for the delay.

The Company shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website. The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

## **DESIGNATED KMP**

The Board shall from time to time authorise one or more Key Managerial Personnel, who shall be known as “Designated KMPs” for the purpose of determining materiality of an event or information for the purpose of making disclosures to the stock exchanges and their contact details shall be made available on website and to the stock exchanges.

## **IDENTIFICATION OF POTENTIAL MATERIAL EVENTS/INFORMATION BY THE EMPLOYEES**

The Policy provides a broad framework for identification of the potential material event/information by laying down quantitative and qualitative criteria. Any event or information relating to the Company which might be material in accordance with this Policy, is required to be reported immediately by the employees of the Company and/or its Subsidiaries to the Designated KMPs whose contact details are specified in Annexure 3, with supporting information.

The employees of the Company and/or its Subsidiaries are required to adhere and take cognizance of the event or information that falls within the ambit of material disclosures as specified in this Policy and may seek appropriate guidance, as and when necessary, from the Designated KMPs.

The Designated KMPs shall ensure that adequate disclosures with respect to such material events / information are made to the stock exchanges within the prescribed timelines.

## **AMENDMENTS AND UPDATES**

### **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

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