

Jefferies India Private Limited

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Jefferies.com

September 25, 2023

The Board of Directors

Strides Pharma Science Limited

Strides House

Opposite IIM-B, Bilekahalli

Bannerghatta Road, Bangalore 560076

India

Members of the Board of Directors:

I. Engagement Background:

Strides Pharma Science Limited, an Indian public limited company, incorporated in India (the “**Company**” or “**Demerged Company 1**” or “**Transferor Company 1**”) has requested Jefferies India Private Limited (“**we**” or “**us**”) to provide a fairness opinion on the fair share entitlement ratio recommended by PwC Business Consulting Services LLP (IBBI Registration No. IBBI/RV-E/02/2022/158) (“**Registered Valuer**”) in its fair equity share entitlement ratio report dated September 25, 2023 (“**Valuation Report**”) in relation to the transfer by the Company by way of demerger of its business of manufacturing of oral soft gelatins for its customers and under contract development and manufacturing arrangement (more particularly set out as “**Demerged Undertaking 1**” under the Scheme (*as defined hereinafter*)), into Stelis Biopharma Limited (“**Stelis**” or “**Resulting Company**” or “**Transferee Company**”) pursuant to a scheme of arrangement amongst the Company, Stelis and Steriscience Specialties Private Limited (“**Steriscience**” or “**Demerged Company 2**” or “**Transferor Company 2**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Scheme**”). The Company, Stelis and Steriscience are hereinafter collectively referred to as “**Companies**”.

We understand from the form of the draft Scheme received on September 24, 2023, the Scheme provides among other things, for: (i) demerger of the Demerged Undertaking 1 of the Company into Stelis and issuance of equity shares by Stelis to the equity shareholders of the Company in consideration thereof alongwith automatic cancellation of the equity shares of Stelis held by the Company (which are part of Demerged Undertaking 1), without any further application, act, instrument or deed and reduction of share capital of Stelis to the extent of the face value of such shares (“**Demerger**” or “**Transaction**”); and (ii) demerger of the business of Steriscience in relation to the contract development and manufacturing of sterile injectables (more particularly described as “**Demerged Undertaking 2**” in the Scheme) into Stelis and issuance of equity shares by Stelis to the equity shareholders of Steriscience in consideration thereof. The terms and conditions of the Demerger are more fully set out in the Scheme to be placed before the Company’s Board of Directors for their approval.



SEBI Registration: Stock Broker (NSE & BSE) – INZ000243033, Research Analyst – INH000000701, Merchant Banker – INM000011443
CIN – U74140MH2007PTC200509



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As more particularly set out in the Scheme, pursuant to the Demerger, Stelis will issue 1 equity share of face value INR 1/- each credited as fully paid-up in Stelis for every 2 equity shares of the Company of face value of INR 10/- each fully paid-up ("**Share Entitlement Ratio**") as of the Record Date 1 (*as defined in the Scheme*). The Share Entitlement Ratio has been recommended by the Registered Valuer.

We understand that the appointed date for the Demerger is fixed as April 1, 2024. This opinion ("**Opinion**") is issued pursuant to the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India ("**SEBI Scheme Circular**") and is being delivered at the Company's request in connection with its obligations under the SEBI Scheme Circular.

You have asked for our Opinion as of the date hereof, as to whether the Share Entitlement Ratio pursuant to the Scheme is fair, from a financial point of view, to the shareholders of the Company. For the avoidance of doubt, in rendering this Opinion, we have not taken into account, with your consent, the effect of any other corporate actions as part of the Scheme or the proposed Demerger and this Opinion is only in respect of the Share Entitlement Ratio in respect of the proposed Demerger. This Opinion does not address any other aspects or implications related to the proposed Demerger or any other transactions. This Opinion should not be construed as an offer or invitation or solicitation of any offer or invitation for the sale or purchase of any securities, assets, business or undertaking of any entity or company specified therein.

This Opinion is accordingly being provided solely for the use and benefit of the Company's Board of Directors (in its capacity as such), in connection with and for the purposes of the requirement under the SEBI Schemes Circular and is not rendered to or for the benefit of, and shall not confer rights or remedies upon, any person other than the Company's Board of Directors.

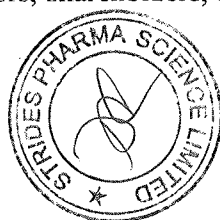
II. Basis of Opinion:

In arriving at our Opinion, we have:

- (a) reviewed a draft of the Scheme received on September 24, 2023;
- (b) reviewed the Valuation Report;
- (c) reviewed certain information furnished to us by the Company's management, including financial forecasts and analyses;
- (d) reviewed and compared valuation multiples of certain publicly traded companies that we deemed relevant;
- (e) reviewed the transaction structure as provided by the Company along with relevant shareholding data to arrive at the Share Entitlement Ratio; and
- (f) performed such other analyses and reviewed such other information and considered such other factors as we have deemed appropriate.

III. Scope and Review, Limitations and Qualifications:

Our Opinion and analysis are limited to the extent of review of documents as mentioned above. Whilst we have reviewed the above information, neither Jefferies India Private Limited, nor its affiliates, officers, partners, directors, shareholders, managers, employees or agents of any of



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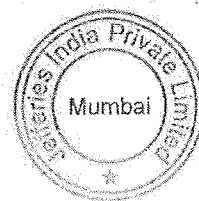
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them makes any representation or warranty, express or implied, as to the information or documents provided to us, based on which the Opinion has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or resulting to any such information contained therein.

We have not undertaken a detailed analysis of the Scheme or the conditions, rights and obligations thereunder, since our Opinion is limited to the fairness of the Share Entitlement Ratio, from a financial point of view to the shareholders of the Company.

In our review and analysis and in rendering this Opinion, we have assumed and relied upon, but have not assumed any responsibility to independently investigate or verify and have not independently investigated or verified, the accuracy, sufficiency and completeness of all financial and other information including, without limitation, assumptions, operations and forecasts that was supplied or discussed with us or otherwise made available by the Company or that was publicly available to us (including, without limitation, the information described above), or that was otherwise reviewed by us. We have not reviewed any internal management information statements for the purposes of this Opinion. We have not assumed and do not assume any responsibility or liability for any such information and have relied on assurances of the management of the Company that (i) it is not aware of any facts and/ or circumstances that would make such information inaccurate or misleading and (ii) it is not aware of any material information that has been omitted or that remains undisclosed to us that would make the information or data examined by, provided to, reviewed by, or discussed with, us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at our Opinion. The management of the Company have been provided an opportunity to review factual information in our draft opinion to make sure that factual errors are avoided in our final opinion. With respect to the Valuation Report, we have assumed, with your consent, that it has been reasonably prepared in good faith on bases reflecting the best currently available estimates and judgments of the Valuer. In our review, we did not independently carry out any due diligence or obtain any independent evaluation or valuation or appraisal of any of the assets or liabilities of, the Companies. We have not conducted a physical inspection of any of the assets or properties or facilities of, the Companies, nor have we been furnished with any evaluations or appraisals of such physical inspections, nor do we assume any responsibility to obtain any such evaluations or appraisals. We have also not evaluated the solvency or fair value of the Companies under any laws relating to bankruptcy, insolvency or similar matters. With your consent, we have only reviewed limited information regarding the Demerged Undertaking 1 solely to the extent specified herein. We have not held any discussions with the management of Stelis or Steriscience.

With respect to the financial forecasts provided to and examined by us, we note that projecting future results of any company is inherently subject to uncertainty. The Company has informed us, however, and we have assumed, that such financial forecasts were reasonably prepared on bases reflecting (and continuing to reflect) the best currently available estimates and good faith judgments of the management of the Company as to the future financial performance of the Companies. We express no opinion as to the Companies' financial forecasts or the respective assumptions on which they are made. It may be noted that actual results during the forecast period often differ from the forecasts.



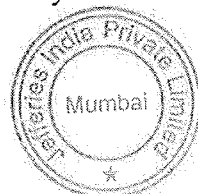
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Our Opinion is based on economic, monetary, regulatory, market and other conditions existing and which can be evaluated and the information made available to us as of, the date hereof. It should be understood that subsequent developments including in relation to any contingent liabilities, change in share capital and any effect on market prices of trading volumes of shares in the Company after announcement of the Scheme and other information that becomes available after the date of our Opinion and we do not have any obligation to update, revise or reaffirm our Opinion. Delivery of our Opinion does not create any fiduciary, equitable or contractual duties on us (including, without limitation, any duty of trust or confidence). Our opinion does not take into account any corporate actions of the Companies after the date hereof, including payment of any dividends. We note that the Scheme provides for a potential fund raise by Stelis through the issuance of shares during the period between the date of approval of the Scheme by boards of the Companies till the date of allotment of shares by Stelis pursuant to Scheme. Such fund raise may have a dilutive impact on the post Scheme shareholding of Stelis and this Opinion does not purport to cover any impact of any such fund raise. Accordingly, we expressly disclaim any undertaking or obligation to advise any person of any change in any fact or matter affecting our Opinion of which we become aware after the date hereof and we have not assumed any responsibility to update, revise or reaffirm our Opinion. Our Opinion does not factor overall economic environmental risk and other risks, and we have not assumed the risk of any material adverse change having an impact on the business of the Companies in arriving at this opinion.

Our Opinion does not address any legal, regulatory, tax or accounting matters. We have made no independent investigation of, and assume no responsibility or liability in connection with, any legal, regulatory, tax or accounting matters affecting the Companies or any of their respective affiliates, and we have assumed the correctness in all respects material to our analysis of all legal, regulatory, tax and accounting advice given to Companies and their respective affiliates and the Company and its Board of Directors or Companies and their respective Board of Directors, including, without limitation, advice as to the legal, regulatory, accounting and tax consequences of the terms of, and transactions contemplated by, the Scheme to the Companies and their respective affiliates. We understand that the Companies have obtained such advice as they deemed necessary from qualified professionals with respect to the Transaction, and otherwise. Further, we have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities to which the Companies are or may be party or are or may be subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which the Companies are or may be a party or is or may be subject. We are not actuaries and our services did not include actuarial determination or evaluations by us or any attempts by us to evaluate any actuarial assumptions.

In addition, in preparing this Opinion, we have not taken into account any accounting or tax consequences of the transaction to the Companies or any of their respective affiliates. Our Opinion also does not address any matters other than as expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. Our Opinion also does not cover any aspects pertaining to any specific shareholders of the Companies. To the extent that there may be existing, directly or indirectly, any common ownership of shares of the Companies, we have not considered any aspects pertaining to the same, since our Opinion is only limited to the fairness, from a financial point of view, of the Share Entitlement Ratio arrived at by the Valuer. We also have assumed,



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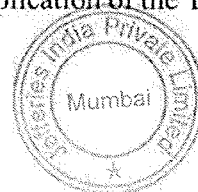
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with your consent, that the Transaction will be treated as a tax-free reorganization for Indian income tax purposes.

We have not expressed any opinion on the impact of any contractual terms under the Scheme on the valuation of the Companies. We have assumed with your consent that the final forms of the Scheme will be substantially similar to the last drafts reviewed by us and that the Scheme will be consummated in accordance with, and on the basis of, the terms of the Scheme, in compliance with applicable laws and regulations, without any waiver, amendment or breach of any term or condition thereof. We have also assumed that in the course of obtaining the necessary regulatory or shareholder or third party (including creditor) approvals, consents and releases for the Scheme, or in the implementation of the same, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on any party to the Transaction, the Companies, the contemplated benefits of the Transaction. Further, we have assumed that there will not be any adverse rulings or proceedings whatsoever (whether of any court, regulatory body or otherwise) arising out of or in relation to the Scheme or the Transaction as contemplated.

In addition, we were not requested to and did not provide advice concerning the structure, the specific amount of the consideration to be offered, or any other aspects of the Transaction or the Scheme, or to provide services other than the delivery of this Opinion. We were not requested to, and we did not, participate in the negotiations for the Transaction or the Scheme. In light of the nature of the Scheme, we were not authorised to and did not solicit any expressions of interest from any other parties with respect to the sale of all or any part of the Company or any other alternative transaction and we did not participate in the structuring or any negotiations with respect to the terms of the Scheme and related transactions. Consequently, we have assumed that such terms are the most beneficial terms from the Company's perspective that could under the circumstances be achieved, and no opinion is expressed whether any alternative transaction might result in consideration more favourable to the Company than that contemplated by the Scheme.

It is understood that our Opinion is for the use and benefit of the Board of Directors of the Company in its consideration of the Share Entitlement Ratio, and shall not be used for any other purpose. Our Opinion should not be construed as an investment proposition to buy or hold or sell shares in the Companies the context of the Scheme, or any business or commercial decision to vote in favour of, or against, the Scheme. Our Opinion does not constitute an opinion or recommendation as to whether any holder of shares or securities in the Companies should vote in favour of, or against, the Scheme or any matter related thereto. Furthermore, our Opinion does not address any term (other than the Share Entitlement Ratio to the extent expressly specified herein) or other aspects or implication of the Scheme, including without limitation, the form or structure of the Scheme, any voting agreement, indemnification agreement or any other agreement, arrangement or understanding to be entered into in connection with or contemplated by the Scheme. We express no opinion or view with respect of the financial implication of the Transaction or Scheme for any stakeholders, including creditors of the Companies. In addition, you have not asked us to address, and this Opinion does not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of the Companies. Our Opinion addresses only the fairness, from a financial point of view, of the Share Entitlement Ratio to the shareholders of the Company and does not address any other aspect or implication of the Transaction including



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the likelihood of the consummation of the Transaction, in particular it also does not address the share entitlement ratio for the demerger of Demerged Undertaking 2 from Steris Science to Stelis; corporate governance; shareholders rights or any other equitable considerations. We express no opinion as to the price at which shares of the Company or the Resulting Company will trade at any time. Specifically, we are expressing no opinion herein as to the value of the equity shares of the Company or the Resulting Company or the price at which the equity shares of the Company or the Resulting Company will trade following the announcement or consummation of the Transaction (including the Scheme) or as to the financial performance of the Companies following the consummation of the proposed Scheme. Furthermore, we do not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any consideration to be paid in connection with the Transaction to the holders of any other class of securities, creditors or other constituencies of any party to the Transaction. Further, we express no opinion or view with respect to the fairness (financial or otherwise) of the amount or nature of any compensation payable or to be received by any of the Companies' or their affiliates' respective officers, directors or employees, or any class of such persons, in connection with the Transaction. As you are aware, the credit, financial and stock markets have experienced volatility and we express no opinion or view as to any potential effects of such volatility on the shares of the Company or the Resulting Company or the Scheme (including the contemplated benefits thereof). Our Opinion is not to be treated as a valuation of shares in the Companies under any law.

We will receive a fee for issuance of this Opinion, which shall be payable upon delivery of this Opinion. The fee for our services is not contingent upon the results of the Transaction nor on the conclusion contained in this Opinion. The Company has agreed to reimburse our actual out of pocket expenses and to indemnify us against liabilities arising out of or in connection with the services rendered and to be rendered by us under such engagement. We have, in the past, provided financial advisory to the Company and /or its affiliated parties and may continue to do so and have received, and may receive, fees for the rendering of such services. In the ordinary course of our business, we and our affiliates may trade or hold securities of the Company or the Resulting Company and/or their respective affiliates for our own account and for the accounts of our customers and, accordingly, may at any time hold long or short positions in those securities. In addition, we may seek to, in the future, provide financial advisory and financing services to the Company or the Resulting Company and/or their respective affiliates for which we would expect to receive compensation.

This Opinion is to be read in totality, and not in parts, and should also be read in conjunction with the relevant documents referred to herein.

Except as otherwise expressly provided herein or in our Engagement Letter, our Opinion shall not be used or referred to by the Company or any of its affiliates, or quoted or disclosed or reproduced, referred to, or communicated to any person in any manner or for any purpose whatsoever, in whole or in part, without our prior written consent except that a copy of this Opinion may be in its entirety (i) included in any filing the Company is required to make with the Securities and Exchange Board of India, the National Company Law Tribunal(s), BSE Limited, National Stock Exchange of India Limited and other statutory authorities in connection with the Demerger if such inclusion is mandatorily required by applicable law, (ii) disclosed on the website of the Company in accordance with SEBI Scheme Circular, and (iii) made part of the explanatory statement to be circulated to the shareholders and creditors of the



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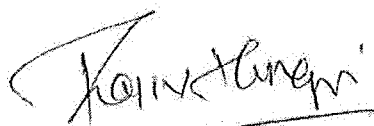
Companies. We accept no responsibility to any person other than the Company's Board of Directors in relation to the contents of this Opinion even if it is disclosed to such person with our consent. We specifically disclaim any responsibility to any third party to whom this Opinion may be shown or who may acquire a copy of this Opinion. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person including any fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents. The final responsibility for the determination and approval of the Share Entitlement Ratio will be with the Board of Directors of the Company who should take into account all relevant factors including their own assessment of the Scheme and inputs of other advisors.

IV. Conclusion:

Based upon and subject to the foregoing, we are of the opinion that, as of the date hereof, the Share Entitlement Ratio recommended by the Registered Valuer in the Valuation Report is fair, from a financial point of view, to the shareholders of the Company.

Sincerely,

JEFFERIES INDIA PRIVATE LIMITED



Authorised Signatory

