

Date: May 27, 2025

BSE Limited Listing Department- Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 544292, ISIN: INE013P01021	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol: ONESOURCE
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Dear Sir/ Madam,

Subject: **Intimation of Annual Secretarial Compliance report for the FY 2024-25**

Pursuant to the provisions Regulation 24A of the SEBI(LODR) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance report for the FY 2024-25 issued by CS Vivek Kumar, Partner, DV & Associates, Practicing Company Secretary (PCS).

For and on behalf of
OneSource Specialty Pharma Limited

Trisha A
Digitally signed by
Trisha A
Date: 2025.05.27
12:14:34 +05'30'
Trisha A
Company Secretary and Compliance Officer
Membership Number: A47635



CS Dhanya Paul M.Com, FCS

CS Vivek Kumar M.Com,LL.B, FCS

Secretarial Compliance Report of OneSource Specialty Pharma Limited for the financial year ended 31st March 2025 Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

OneSource Specialty Pharma Limited

CIN: L74140MH2007PLC432497

Registered Office:

Unit No. 902, Cyber One, Plot No - 4 & 6, Sector 30A,

Vashi, Navi Mumbai, Sanpada, Thane, Thane, Maharashtra, India, 400703

Corporate Office:

Star 1, Opp IIM Bangalore Bilekahalli,

Bannerghatta Road Bangalore South

Karnataka 560076.

We have examined:

- All the documents and records made available to us and explanation provided by OneSource Specialty Pharma Limited ("the listed entity"),
- The filings/ submissions made by the listed entity to the Stock Exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the financial year ended 31st March 2025, in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and



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- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable during the period under review)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable during the period under review)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period under review:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
Annexed as Annexure 1 to the Report.										



- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 st March, 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviation and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Nil



3.	Maintenance and disclosures on Website: The listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) /section of the website.	Yes	Nil
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	The Company is not required to prior approval for related party transactions. Accordingly clause (b) is not applicable.



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Please refer to Annexure-1
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There were no resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	Nil


We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (Not Applicable for the Review Period)



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

*For DV & Associates
Company Secretaries*


CS Vivek Kumar
Partner



M. No. F9353, CoP: 11036
Peer Review Certificate No. 6353/2025


UDIN : F009353G000327693

Place: Ernakulam
Date: 13th May 2025

Please note that the Company had listed its secured, rated, redeemable, non-convertible debentures on BSE effective May 08, 2024. Accordingly, the fine mentioned below was levied under the applicable debt listing compliances.

Further, the Company became equity listed on BSE and NSE effective January 24, 2025. No fines have been levied since the date of equity listing. However, a clarification was sought by NSE regarding the composition of the Nomination and Remuneration Committee (Regulation 19 of SEBI (LODR) Regulations, 2015).

The issue pertained to the appointment of a Non-Executive Director as Chairperson of the Nomination and Remuneration Committee (NRC), which is not in compliance with Regulation 19, which mandates an Independent Director to chair the NRC. The Company has rectified the non-compliance by reconstituting the NRC on May 09, 2025, and appointing an Independent Director as the Chairperson of the NRC. A formal clarification in this regard has been submitted to both BSE and NSE.

Sr No.	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Issuers of NCDs / Certificate relating to fulfillment of payment obligation by issuers of Commercial Paper - For Month ended May 2024.	Regulation 57(1) Non-submission of information related to payment obligation.	BSE Limited	Fine	Regulation 57 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	60480.00	The Company has defaulted in fulfillment of payment obligation by issuers of Commercial Paper	Company inadvertently missed providing the intimation of the record date under Regulation 60 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Nil
									 <p>The debt securities were listed effective May 08, 2024, and since it</p>

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[illegible]

