

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given to the Shareholders of OneSource Specialty Pharma Limited (“the Company”), in accordance with Sections 108, 110 and other applicable provisions, if any of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), read with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “General Circulars”), for seeking approval of the Shareholders of the Company, for the businesses set out hereunder through Postal Ballot by remote e-voting (“**Postal Ballot/ e-voting**”):

1. Appointment of Ms. Debarati Sen (DIN:07521172) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.
2. Appointment of Dr. Claudio Albrecht (DIN:10109819) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.
3. Appointment of Mr. Vijay Paul Karwal (DIN: 10905781) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

The statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the applicable provisions of the Act, Rules, SEBI (LODR) Regulations read with the General Circulars, the Company is providing e-voting facility only, to its Shareholders to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Postal Ballot Notice will also be placed on the website of the Company at <https://www.onesourcecdmo.com/>; website of the RTA at www.integratedregistry.in, the websites of the Stock Exchanges i.e., BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of the agency at www.evoting.nsdl.com.

The Board of Directors of the Company (“Board”) has appointed V Sreedharan & Associates, Practising Company Secretary (FCS: 7260, COP No. 7835), as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Shareholders may note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Shareholders of the Company and no physical ballot forms will be accepted.

Shareholders are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the e-voting process not later than 05:00 p.m. IST on Sunday, May 25, 2025. E-voting facility will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer’s Report will be announced by the Chairperson or such person as authorised, on or before Tuesday, May 27, 2025. The same will be displayed on the website of the Company at <https://www.onesourcecdmo.com/>; the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office for a period of three days and on the Company’s website at www.onesourcecdmo.com.

Key details regarding the Postal Ballot/ e-Voting

S. No.	Particulars	Details
1.	Cut-off date for eligibility for e-Voting	Friday, April 18, 2025
2.	Time period for e-voting	Commence: Saturday April 26, 2025, at 09:00 hrs IST End: Sunday, May 25, 2025 at 17:00 hrs IST
3.	Last date for publishing results of the e-Voting	On or before Tuesday, May 27, 2025
4.	In case of any grievances or queries, contact	National Securities Depository Limited. Toll Free No: 022 - 4886 7000 Email: evoting@nsdl.com
5.	Scrutinizer Details	V Sreedharan & Associates, Practising Company Secretary (FCS: 7260, COP No. 7835)
6.	Onesource contact details	Email: info@onesourcecdmo.com Contact No: +91 80 6784 0738

RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT**Item No. 1: Appointment of Ms. Debarati Sen (DIN:07521172) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.**

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (“the Act”); Regulation 17 (6) (a) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force); Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company in their meeting held on February 27, 2025, Ms. Debarati Sen (DIN:07521172), be and is hereby appointed as an Independent Director of the Company for a period of five years from February 27, 2025 up to February 26, 2030, not liable to retire by rotation.

RESOLVED FURTHER that Ms. Debarati Sen shall be eligible for sitting fees of INR 1,00,000/- (Indian Rupees One Lakh Only) per meeting of the Board/ Committee and an annual commission from financial year 2025-26, as may be payable to the Independent Directors, in compliance with the provisions of Section 197 of the Act, subject to recommendation/ approval of NRC, Board and Shareholders of the Company.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

Item No. 2: Appointment of Dr. Claudio Albrecht (DIN:10109819) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (“the Act”); Regulation 17 (6) (a) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force); Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company in their meeting held on February 27, 2025, Dr. Claudio Albrecht (DIN:10109819), be and is hereby appointed as an Independent Director of the Company for a period of five years from February 27, 2025 up to February 26, 2030, not liable to retire by rotation.

RESOLVED FURTHER that Dr. Claudio Albrecht (DIN:10109819), shall be eligible for sitting fees of INR 1,00,000/- (Indian Rupees One Lakh Only) per meeting of the Board/ Committee and an annual commission from financial year 2025-26, as may be payable to the Independent Directors, in compliance with the provisions of Section 197 of the Act, subject to recommendation/ approval of NRC, Board and Shareholders of the Company.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

Item No. 3: Appointment of Mr. Vijay Paul Karwal (DIN: 10905781) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

*To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (“the Act”); Regulation 17 (6) (a) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force); Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company in their meeting held on February 27, 2025, Mr. Vijay Paul Karwal (DIN: 10905781), be and is hereby appointed as an Independent Director of the Company for a period of five years from February 27, 2025 up to February 26, 2030, not be liable to retire by rotation.

RESOLVED FURTHER that Mr. Vijay Paul Karwal (DIN: 10905781), shall be eligible for sitting fees of INR 1,00,000/- (Indian Rupees One Lakh Only) per meeting of the Board/ Committee and an annual commission from financial year 2025-26, as may be payable to the Independent Directors, in compliance with the provisions of Section 197 of the Act, subject to recommendation/ approval of NRC, Board and Shareholders of the Company.

RESOLVED FURTHER that any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

By Order of the Board
For **Onesource Specialty Pharma Limited**

Sd/-
Trisha A
Company Secretary

Place: Bangalore, KA
Date: April 23, 2025

NOTES:

1. The statement pursuant to Section 102 of the Act pertaining to the resolutions set out in this Notice, setting out the material facts and related particulars along with the disclosures as required as per the applicable laws are annexed hereto.
2. In compliance with the General Circulars, this Notice along with the instructions regarding e-voting is being sent by electronic mode only to those Shareholders whose names appear in the Register of Shareholders / list of Beneficial Owners, maintained by the Depositories as at close of business hours on Friday, April 18, 2025 (i.e., Cut-off date), and whose e-mail ids are registered with the Depository Participants (“DPs”) or with the Registrar and Transfer Agent (“RTA”) as on the Cut-off date. For Shareholders who have not registered their e-mail ids, please follow the instructions given in Note no. 13.
3. To support the ‘Green Initiative’, Shareholders who have not yet registered their e-mail ids are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with the RTA in case the shares are held by them in physical form.
4. As per the General Circulars, physical copies of this Notice and Postal Ballot forms and are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to record their assent or dissent through e-voting only. The Company has engaged the services of NSDL to provide e-voting facility to its members.
5. This Notice will also be placed on the website of the Company at <https://www.onesourcecdmo.com/>; website of the RTA at www.integratedregistry.in, the websites of the Stock Exchanges i.e., BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of the agency at www.evoting.nsdl.com.
6. The documents referred to in the Notice will be available for inspection electronically, during business hours (9:00 a.m. IST to 5:00 p.m. IST) on all working days, without any fee by the Shareholders, from the date of circulation of this Notice up to the closure of the e-voting period. Shareholders seeking to inspect such documents may send a request to investor-relations@onesourcecdmo.com at least one working day before the date on which they intend to inspect the document.
7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of Shareholders as on close of business hours on Friday, April 18, 2025 (i.e., Cut-off date). Shareholders whose names appear in the Register of Shareholders / List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of e-voting and those Shareholders would be able to cast their votes and record their assent or dissent to the proposed resolutions only through the e-voting process. Any person who is not a Shareholders as on the Cut-off date should treat this Notice for information purpose only. A Shareholders cannot exercise his vote by proxy on Postal Ballot.
8. The e-voting period will commence on Saturday April 26, 2025, 09:00 a.m. IST and will end on Sunday, May 25, 2025, 05:00 p.m. IST. E-voting will be blocked by the agency immediately thereafter and will not be allowed beyond the said date and time.
9. Once the vote on a resolution is cast by a Shareholders, the Shareholders will not be allowed to modify it subsequently or cast the vote again.

10. The Board of Directors of the Company (“Board”) has appointed V Sreedharan & Associates, Practising Company Secretary (FCS: 7260, COP No. 7835), as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
11. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer’s Report will be announced by the Chairperson or such person as authorised, on or before Tuesday May 27, 2025. The same will be displayed on the website of the Company at www.onesourcecdmo.com, the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, May 25, 2025, i.e., the last date specified for receipt of votes through the e-voting process.
13. Process for those Shareholders whose e-mail ids are not registered with the DPs / the RTA for registration of e-mail ids:

Shareholders holding shares in physical form and who have not updated their e-mail ids with the Company are requested to register / update their e-mail ids by sending either physical copy of duly filled in Form ISR-1 to Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agent of the Company, at 2nd Floor, "Kences Towers", No.1 Ramakrishna street, North Usman Road, TNagar, Chennai - 600017 or by sending the same by e-mail at einward@integratedindia.in

Shareholders holding shares in dematerialized (demat) mode are requested to register / update their e-mail ids with the relevant DPs. In case of any queries / difficulties in registering the e-mail id, members may write to investor-relations@onesourcecdmo.com.

- The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of two steps as mentioned below.





Step 1: Access to NSDL e-voting system

A) Login method for e-voting for individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email id in their demat accounts in 123 order to access e-voting facility.

Login methods for individual shareholders holding securities in demat mode are given below.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under

	<p>“Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login

	<p>Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Shareholders who are unable to retrieve their User ID / Password are advised to use Forget User ID and Forget Password options available at above-mentioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL, are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How do I login to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices *i.e.*, IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 for casting your vote electronically.

4. Your User ID details are given below:

Manner of holding shares - Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Shareholders holding shares in Physical Form	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your e-mail id is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your Email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.*, a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your e-mail id is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details / Password**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address *etc.*
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

How do I cast my vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options *i.e.*, assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

1. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter *etc.*, with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@sreedharancs.com with a copy marked to evoting@nsdl.com Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) can also upload their Board Resolution / Power of Attorney / Authority Letter *etc.*, by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request to Mr. Gopalkrishnan A, Officer, National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India, at evoting@nsdl.com.

Process for procuring user id and password for e-voting for those shareholders whose e-mail ids are not registered with the depositories

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investor-relations@onesourcecdmo.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investor-relations@onesourcecdmo.com.
3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) *i.e.*, Login method for e-voting for individual shareholders holding securities in demat mode.
4. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail id correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 (Act), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the applicable Secretarial Standards, the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item No. 1 to 3 of this Postal Ballot Notice.

Item No. 1: Appointment of Ms. Debarati Sen (DIN:07521172) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on February 27, 2025, have appointed Ms. Debarati Sen (DIN:07521172) as an Additional Director of the Company with effect from February 27, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act'). At the same meeting, the Board of Directors also appointed Ms. Sen as an Independent Director of the Company not liable to retire by rotation, for a term of five years with effect from February 27, 2025 to February 26, 2030, subject to approval by the Shareholders of the Company.

Other Directorships held by Ms. Sen:

- Ms. Sen is an Independent Director in Nortech Systems, Maple Grove, Minnesota, USA, listed at NASDAQ.
- Ms. Sen has not resigned from any listed entity in the past three years.

Further, the Board also nominated to the following Committees, effective from February 27, 2025

- Audit Committee: Member
- Nomination and Remuneration Committee: Member
- Risk Management Committee: Member and
- Corporate Social Responsibility: Chairperson

About Ms. Sen:

Ms. Debarati Sen is a highly accomplished global business leader with experience driving transformative business performance through operating and financial expertise. She is currently the Group President for HMTX Industries, a global luxury vinyl tile flooring manufacturer. Ms. Sen has accelerated growth across diversified industrial and consumer businesses, spearheaded turnarounds, strategic M&A and partnerships, and built deep and diverse teams internationally.

Most recently Ms. Sen led the largest division in 3M's Consumer Business Group with household brands such as Filtrete™ filters, Command™ hanging solutions and ScotchBlue™ tapes, a profitable portfolio of brands totalling \$2.8 billion in annual sales. Previously as the president of 3M's heritage business of Industrial Abrasives, she led the strategy for robotics and automation redefining prior boundaries in the metal fabrication industry and has been in demand as a speaker in diversified industrials and industrial automation forums.

As the CEO and Managing Director, she also led 3M India Ltd. (NSE/BSE - 3MINDIA), 3M Co's public entity in India from June of 2016 to June of 2019. As Treasurer and Trustee of the Women's Foundation of Minnesota, Ms. Sen leads the Financial Leadership Committee of that organization. She is also currently serving on the Senior Advisory Board of the Global Women's Network, Carlson School of Management, University of Minnesota. She has a bachelor's degree in Electronics from Maulana Azad National Institute of Technology in Bhopal, India and an MBA in Marketing and Finance from XLRI Jamshedpur in India. She has also been inducted into the Fortune India, Most Powerful Women list in 2018 and won the Business Standard Star MNC of the Year award in 2017.

Ms. Sen fulfils the conditions specified in the Act for appointment as an Independent Director and her appointment as such would be in the interest of the Company. Ms. Sen meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect.

In the opinion of the Board, Ms. Sen is independent of the management. She has conveyed her consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from her.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Shareholders and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Shareholders at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Shareholders by way of a special resolution is required for the appointment of an Independent Director.

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is attached as Annexure I.

Accordingly, approval of the Shareholders is being sought for the appointment of Ms. Sen as a Director and also as an Independent Director of the Company by way of a Special Resolution. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Shareholders on the website of the Company at the link www.onesourcecdmo.com.

Except Ms. Sen and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Item No. 2: Appointment of Dr. Claudio Albrecht (DIN:10109819) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on February 27, 2025, have appointed Dr. Claudio Albrecht (DIN:10109819) as an Additional Director of the Company with effect from February 27, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act'). At the same meeting, the Board of Directors also appointed Dr. Claudio Albrecht as an Independent Director of the Company not liable to retire by rotation, for a term of five years with effect from February 27, 2025 to February 26, 2030, subject to approval by the Shareholders of the Company.

Other Directorships held by Dr. Claudio:

- Dr. Claudio is a Director in Dr. Reddy's Laboratories Limited, Hyderabad, Telangana as on date.
- Dr. Claudio has not resigned from any listed entity in the past three years.

Further, the Board also nominated to the following Committees, effective from February 27, 2025

- Nomination and Remuneration Committee: Member

About Dr. Claudio Albrecht:

Dr. Claudio Albrecht, co-founder and managing partner of Albrecht, Prock & Partners was until August 31, 2018 CEO of the publicly listed STADA AG. Before this assignment Claudio worked in and with the Generic industry for more than 30 years. He also holds a PhD in law.

Dr. Claudio started his pharmaceutical career at Sandoz in 1987 in Austria and became General Manager of its generic businesses in the Netherlands, in Germany and the USA, before leaving to become CEO of the Ratiopharm Group in 2000. In his time as CEO of the Ratiopharm Group he was driving the internationalization process of the German drug maker beyond Europe and was material for the initiation of the development, manufacturing and commercialization project of Ratiopharm's Biosimilars program. Ratiopharm was first to market with the Biosimilar Filgrastim in Europe.

In 2007, Dr. Claudio founded together with Peter Prock the strategy consulting firm CoMeth in Slovakia before he was asked to assume the role of CEO and Chairman of the Board of the Actavis Group. Actavis was operating in over 50 countries worldwide with standalone 2012 revenues in excess of € 2billion.

Under his leadership, Actavis was sold to Watson for 6 bio US\$, which represented an above average industry multiple. As CEO of Actavis Claudio initiated a total turn around process and started a joint venture for the development and commercialization of recombinant Insulin and its Analogues with the objective to build the first Generic "one stop shop" in Diabetes. After the divestiture of Actavis, Dr. Claudio founded with Peter Prock the Zug/Switzerland based Albrecht, Prock & Partners AG. Together with Private Equity and strategic investors AP&P worked on numerous acquisition projects amongst which the take private initiative for STADA AG was the most significant. STADA AG was the largest leveraged buyout of a German listed company ever.

Dr. Claudio fulfils the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration.

Dr. Claudio meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect.

In the opinion of the Board, Dr. Claudio is independent of the management. He has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Shareholders and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Shareholders at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Shareholders by way of a special resolution is required for the appointment of an Independent Director.

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is attached as Annexure I.

Accordingly, approval of the Shareholders is being sought for the appointment of Dr. Claudio as a Director and also as an Independent Director of the Company by way of a Special Resolution. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Shareholders on the website of the Company at the link www.onesourcecdmo.com.

Except Dr. Claudio and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Item No. 3: Appointment of Mr. Vijay Paul Karwal (DIN: 10905781) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors at its meeting held on February 27, 2025, appointed Mr. Vijay Paul Karwal (DIN: 10905781) as an Additional Director of the Company with effect from February 27, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act'). At the same meeting, the Board of Directors also appointed Mr. Karwal as an Independent Director of the Company not liable to retire by rotation, for a term of five years with effect from February 27, 2025 to February 26, 2030, subject to approval by the Shareholders of the Company.

Other Directorships held by Mr. Karwal:

- Mr. Karwal is an Independent Director of Mega Lifesciences PCL and a Non-Executive Director of AffaMed Therapeutics Ltd. and AffaMed Technologies.
- Mr. Karwal has not resigned from any listed entity in the past three years.

Further, the Board also nominated to the following Committees, effective from February 27, 2025

- Audit Committee: Chairperson
- Nomination and Remuneration Committee: Member
- Risk Management Committee: Chairperson
- Corporate Social Responsibility: Member

About Mr. Vijay Paul Karwal:

A native of the Netherlands, Vijay was educated at the University of Southampton, UK, and the University of Groningen, the Netherlands, holds a M.Sc. in Economics, and is also a CFA charter holder.

Mr. Karwal is a Managing Director of CBC Group, based in Singapore, with over 25 years of global management and advisory experience in the healthcare industry, including an extensive background in strategy, business development, M&A and capital raising gained in roles in industry and as a senior investment banker.

He also serves as an Independent Director of Mega Lifesciences PCL, one of the largest pharmaceutical groups in Southeast Asia, stock exchange listed and headquartered in Bangkok, Thailand, and as a Non-Executive Director of AffaMed Therapeutics Ltd. and AffaMed Technologies, the joint venture between AffaMed Therapeutics and SIFI SpA, a leading international ophthalmology company headquartered in Italy, to develop, manufacture and commercialize premium Intra Ocular Lenses in the Greater China market.

Mr. Karwal was previously an Operating Partner of CBC in which capacity he served as Executive Director and CEO of AffaMed Therapeutics, a Shanghai headquartered CBC portfolio company developing innovative solutions for ophthalmic disorders which he first joined as CFO. He joined CBC from Nomura International in Hong Kong, where he served as Managing Director and Head of Healthcare Investment Banking for the Asia (ex-Japan) region. Prior to Nomura, he was Chief Development Officer, Asia Pacific, as well as General Manager of China operations for DaVita Inc., the NYSE-listed global provider of kidney care services. Vijay previously held several senior investment banking roles globally, including as Co-Head of M&A at CIMB Investment Bank, Asia Pacific Head of Consumer, Retail & Healthcare coverage at RBS, Head of Healthcare Banking in North America at ABN AMRO and RBS, and as a senior member of ABN AMRO Rothschild - the global equity capital markets joint venture between the Rothschild and ABN AMRO groups. Throughout his career he has been involved in a wide variety of advisory and financing transactions in the healthcare sector representing over \$95 billion in transaction value, gaining extensive global experience across postings in London, Chicago, New York, Hong Kong and Singapore.

In the opinion of the Board, Mr. Karwal fulfils the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration.

Mr. Karwal meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect.

Mr. Karwal is independent of the management. He has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Shareholders and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Shareholders at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Shareholders by way of a special resolution is required for the appointment of an Independent Director.

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is attached as Annexure I.

Accordingly, approval of the Shareholders is being sought for the appointment of Mr. Vijay Karwal, as a Director and also as an Independent Director of the Company by way of a Special Resolution. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Shareholders on the website of the Company at the link www.onesourcecdmo.com.

Except Mr. Karwal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Place: Bangalore, KA

Date: April 23, 2025

By Order of the Board

For Onesource Specialty Pharma Limited

Sd/-

Trisha A
Company Secretary

Annexure - I

Details of the Directors seeking appointment and/or fixation of remuneration of Directors pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India, as applicable.

Name of Director	Ms. Debarati Sen	Dr. Claudio Albrecht	Mr. Vijay Pual Karwal
Date of Birth	26/04/1968	05/05/1959	18/08/1970
Date of appointment / re-appointment in the Company	27/02/2025	27/02/2025	27/02/2025
Experience in specific Functional areas	Operation and financial expertise and for more details refer profile in explanatory statement	Pharmaceutical business and for more details refer profile in explanatory statement	Management & advisory experience in healthcare industry, for more details refer profile in explanatory statement
Qualifications	Bachelor's degree in Electronics and an MBA in Marketing and Finance.	Ph.D. in Law	MSc. in Economics, and also a CFA charter holder
Key terms and conditions of appointment / reappointment	As stated in the resolution	As stated in the resolution	As stated in the resolution
The number of Meetings of the Board attended during the FY 2024-25	No Board Meetings were held post February 27, 2025, for the financial year 2024-25, i.e., after the effective date of appointment.	No Board Meetings were held post February 27, 2025, for the financial year 2024-25, i.e., after the effective date of appointment.	No Board Meetings were held post February 27, 2025, for the financial year 2024-25, i.e., after the effective date of appointment.
Directorship held in other companies	Nortech Systems, Maplegrove, Minnesota, USA, listed at NASDAQ.	Dr. Reddy's Laboratories Limited, Hyderabad, Telangana (Listed in BSE and NSE)	Independent Director of Mega Lifesciences PCL. And non-executive Director of AffaMed Therapeutics Ltd.
Membership / Chairmanship of Committees of other	Member of Audit Committee and Science & Technology	Chairperson of Science, Technology and Operations (STO)	He is Chairperson and member of Mega Life Science PLC as stated

public companies	committee in Nortech Systems	Committee and Member of Risk Management Committee of Dr. Reddy's Laboratories Limited	below: Chairperson: • Nomination Committee • Remuneration Committee Member: • Audit Committee
Resignation from the directorship of the listed companies in the past three years	Nil	Nil	Nil
Number of Equity Shares held in the Company	Nil	Nil	Nil
Shareholding in the Company as a beneficial owner	Nil	Nil	Nil
Remuneration sought to be paid	Sitting fees and commission, if any, as per resolution at Item no. 01	Sitting fees and commission, if any, as per resolution at Item no. 02	Sitting fees and commission, if any, as per resolution at Item no. 03
Remuneration last Drawn	NA	NA	NA
Relationships with other Directors / Managers / KMP's	None	None	None