

Date: April 11, 2025

The Department of Corporate Services- Listing BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 001 Scrip Code: 544292	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol: ONESOURCE
---	--

Dear Sir / Madam,

Subject: Submission of Report of Audit Committee and Independent Directors of Onesource Specialty Pharma Limited pursuant to Para D of Part-I of SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, certifying that Onesource Specialty Pharma Limited has compensated the Shareholders eligible for Fractional Entitlements pursuant to Scheme of Arrangement amongst Strides Pharma Science Limited and Steriscience Specialties Private Limited and Onesource Specialty Pharma Limited and their respective shareholders ('Scheme')

Reference: Scheme of Arrangement amongst Strides Pharma Science Limited ('Strides' or Transferor Company 1' or 'Demerged Company 1') and Steriscience Specialties Private Limited ('Steriscience' or 'Transferor Company 2' or 'Demerged Company 2') and Onesource Specialty Pharma Limited ('Onesource' or 'Transferee company' or 'Resulting Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Scheme')

Pursuant to Para D of Part-I of SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Circular**"), the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI. The listed company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders. Both the reports shall be submitted within 7 days of compensating the shareholders.

In accordance with the aforesaid provisions of the SEBI Circular, we hereby submit that the Company has compensated the shareholders of Strides who were eligible for fractional shares of the Onesource pursuant to the Scheme in accordance with Clause 11.4 of the Scheme.

Reports of Audit Committee and Independent Directors of the Company certifying that the Company has compensated the shareholders of Strides eligible for fractional entitlements pursuant to the Scheme, as required by the SEBI Circular, are enclosed herewith.

We request you to take the same on record and note the compliance under the SEBI Circular.

Thanking you.

For **Onesource Specialty Pharma Limited**

Digitally signed by
Trisha A
Date: 2025.04.11
17:09:03 +05'30'

Trisha A
Company Secretary & Compliance Officer

Encl:

1. Report of the Audit Committee of Onesource Specialty Pharma Limited
2. Report of the Independent Director of Onesource Specialty Pharma Limited

REPORT OF AUDIT COMMITTEE OF ONESOURCE SPECIALTY PHARMA LIMITED ('COMPANY') CERTIFYING THAT THE COMPANY HAS COMPENSATED THE SHAREHOLDERS ELIGIBLE FOR FRACTIONAL ENTITLEMENTS PURSUANT TO SCHEME OF ARRANGEMENT AMONGST STRIDES PHARMA SCIENCE LIMITED AND STERISCIENCE SPECIALTIES PRIVATE LIMITED AND ONESOURCE SPECIALTY PHARMA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME")

Name of Audit Committee Members

1. **Mr. Vijay Karwal: Chairperson**
2. **Ms. Debarati Sen: Member**
3. **Mr. Neeraj Sharma: Member**

Background:

Pursuant to Para D of Part-I of SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Circular**"), the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI. The listed company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders. Both the reports shall be submitted within 7 days of compensating the shareholders.

Audit Committee Members of Onesource Specialty Pharma Limited ('**Company**' / '**Transferee Company**') on April 11, 2025, reviewed and certified that the Company has compensated the shareholders of M/s Strides Pharma Science Limited ('**Strides**' / '**Transferor Company 1**') who were eligible for fractional shares of the Company pursuant to Scheme of Arrangement amongst Strides Pharma Science Limited and Sterisience Specialties Private Limited and Onesource Specialty Pharma Limited and their respective shareholders ('**Scheme**') in accordance with Clause 11.4 of the Scheme.

The report of the Audit Committee is made in order to comply with the requirements of the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('**SEBI Circular**') after considering the following documents:

1. Resolution passed by the Management Committee of the Company dated December 10, 2024 approving allotment of shares of the Company to the shareholders of Strides pursuant to the Scheme
2. Resolution passed by Circulation by Board of Directors of the Company dated November 26, 2024 appointing M/s. Catalyst Trusteeship Limited as a trustee for the purpose of allotting fractional shares
3. The Scheme of Arrangement, approved by the Hon'ble NCLT, Mumbai Bench on November 14, 2025 (order copy received on November 26, 2025)
4. Demat statement of Catalyst Trusteeship Limited reflecting the fractional shares credited to them.
5. Contract Note issued by IDBI Capital Markets and Securities Limited for sale of consolidated fractional shares

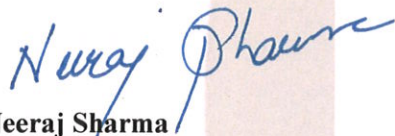
6. List of the shareholders of Strides eligible for fractional shares, the total number of fractional shares entitled to each eligible shareholder and the net sale proceeds to be transferred to each eligible shareholder in proportion to fractional shares.
7. Confirmation received from Ms. Trisha A., Company Secretary that the Company has compensated the eligible shareholders net of tax (as applicable) and expenses with respect to the fractional share.

In accordance with the requirements of the SEBI circular, the Trustee has sold the consolidated fractional shares in the market on February 24, 2025 (i.e., within 90 days from the date of allotment) at a price of INR.1,275.04 (gross) per share and the Company has distributed the net sale proceeds on, (after deduction of the expenses incurred and applicable income tax) to the eligible shareholders in the proportion of their fractional entitlements.

Recommendation of the Audit Committee

The Audit Committee, after taking into consideration the aforementioned documents presented to it, certify that the Company has compensated the shareholders of Strides who are eligible to fractional shares issued pursuant to the Scheme.

For and on behalf of the Audit Committee of the Board of Onesource Specialty Pharma Limited



Neeraj Sharma
Member of Audit Committee

DIN: 09402652

Place: Bangalore

Date: April 11, 2025

REPORT OF INDEPENDENT DIRECTORS OF ONESOURCE SPECIALTY PHARMA LIMITED ('COMPANY') CERTIFYING THAT THE COMPANY HAS COMPENSATED THE SHAREHOLDERS ELIGIBLE FOR FRACTIONAL ENTITLEMENTS PURSUANT TO SCHEME OF ARRANGEMENT AMONGST STRIDES PHARMA SCIENCE LIMITED AND STERISCIENCE SPECIALTIES PRIVATE LIMITED AND ONESOURCE SPECIALTY PHARMA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME")

Name of Independent Directors:

1. **Dr. Rashmi H Barbhaiya**
2. **Dr. Claudio Albrecht**
3. **Ms. Debarati Sen**
4. **Mr. Vijay Karwal**

Background:

Pursuant to Para D of Part-I of SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Circular**"), the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI. The listed company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders. Both the reports shall be submitted within 7 days of compensating the shareholders.

Independent Directors of Onesource Specialty Pharma Limited ('**Company**' / '**Transferee Company**') on April 11, 2025, reviewed and certified that the Company has compensated the shareholders of M/s Strides Pharma Science Limited ('**Strides**' / '**Transferor Company 1**') who were eligible for fractional shares of the Company pursuant to Scheme of Arrangement amongst Strides Pharma Science Limited and Sterisience Specialties Private Limited and Onesource Specialty Pharma Limited and their respective shareholders ('**Scheme**') in accordance with Clause 11.4 of the Scheme.

The report of the Independent Directors is made in order to comply with the requirements of the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('**SEBI Circular**') after considering the following documents:

1. Resolution passed by the Management Committee of the Company dated December 10, 2024 approving allotment of shares of the Company to the shareholders of Strides pursuant to the Scheme
2. Resolution passed by Circulation by Board of Directors of the Company dated November 26, 2024 appointing M/s. Catalyst Trusteeship Limited as a trustee for the purpose of allotting fractional shares
3. The Scheme of Arrangement, approved by the Hon'ble NCLT, Mumbai Bench on November 14, 2025 (order copy received on November 26, 2025)
4. Demat statement of Catalyst Trusteeship Limited reflecting the fractional shares credited to them.
5. Contract Note issued by IDBI Capital Markets and Securities Limited for sale of consolidated fractional shares

In accordance with the requirements of the SEBI circular, the Trustee has sold the consolidated fractional shares in the market on February 24, 2025 (i.e., within 90 days from the date of allotment) at a price of Rs.1,275.04 (gross) per share and the Company has distributed the net sale proceeds on, (after deduction of the expenses incurred and applicable income tax) to the eligible shareholders in the proportion of their fractional entitlements.

Recommendation of the Independent Directors

The Independent Directors, after taking into consideration the aforementioned documents presented, certify that the Company has compensated the shareholders of Strides who are eligible to fractional shares issued pursuant to the Scheme.

For and on behalf of the Independent Directors of Onesource Specialty Pharma Limited

Vijay Paul Karwal

Vijay Paul Karwal
11 Apr 2025 04:52:12 PM (UTC+05:30)
eSign by SignDesk

Mr. Vijay Paul Karwal

DIN: 10905781

Place:

Date: April 11, 2025



Certificate Of Signature Completion

Document Details

Document ID:	67f8f61ec1eba25f09dcaaaf
Document name:	OS_Independent Directors Report_Fractional entitlements
Signature algorithm:	SHA-256 With RSA

Signer details

Vijay Paul Karwal

vpk@highmoorcapital.com (OTP : 919977)

eSign Service Type: **electronic**

Signature method & algorithm

Electronic Signature by SignDesk.com
SHA-256 With RSA

Signed time & IP

11 Apr 2025 04:52 PM
103.137.210.112

Consent and Consent ID

I understand that by clicking the "Sign Now" button I would be electronically signing the said document. I have read and understood the said document. I agree to electronically sign all the pages of the said document and agree to be bound by them.

ID: 5e25847f109eee1bec6320fd

History

Document created	George Payikad	11 Apr 2025 04:29 PM IST (UTC+05:30)
Signer invited	Vijay Paul Karwal vpk@highmoorcapital.com	11 Apr 2025 04:31 PM IST (UTC+05:30)

Document signed

Vijay Paul Karwal
vpk@highmoorcapital.com

11 Apr 2025 04:52 PM
IST (UTC+05:30)