

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 Mr. Colin Michael Bond (DIN: 10982819) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.
2. Revision in remuneration of Mr. Neeraj Sharma (DIN: 09402652), Managing Director (“MD”) of the Company.

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 Wednesday, July 30, 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 Friday, August 01, 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, June 27, 2025
2.	Time period for e-voting	Commence: Tuesday July 01, 2025, at 09:00 hrs IST End: Wednesday, July 30, 2025 at 17:00 hrs IST
3.	Last date for publishing results of the e-Voting	On or before Friday, August 01, 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

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Colin Michael Bond (DIN: 10982819) 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, Mr. Colin Michael Bond (DIN: 10982819), be and is hereby appointed as an Independent Director of the Company for a period of five years from June 23, 2025 up to June 22, 2030, not liable to retire by rotation.

RESOLVED FURTHER that Mr. Colin Michael Bond 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, 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: Revision in remuneration of Mr. Neeraj Sharma (DIN: 09402652), Managing Director (“MD”) of the Company.

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

“**RESOLVED** that pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and as approved by the Board at its meeting held on May 05, 2025, the approval of the Shareholders of the Company, be and is hereby accorded for revision in the remuneration of Mr. Neeraj Sharma (DIN: 09402652), Managing Director of the Company, as mentioned below:

- Revised remuneration, effective 1st April 2025: INR 65.87 million per annum (inclusive of fixed pay, target performance bonus not exceeding INR 16.87 million, and Long-term Incentive Plan [LTIP]).
- Mr. Neeraj Sharma will be entitled for annual increments for the remaining period of his tenure ending February 28, 2029, as may be recommended/approved by the Nomination and Remuneration Committee/ Board of Directors and such annual increment shall not exceed 30% of the then existing remuneration on CTC basis.

- Other benefits, terms and conditions shall remain in line with the appointment letter issued to him by the Company including such addendums/amendments, if any, as made in accordance with Company policies.

RESOLVED FURTHER that in addition to the remuneration stated above, Mr. Neeraj Sharma will also be eligible for perquisites arising out of exercise of Employee Stock Options that may be granted to him under any Employee Stock Option Plan of the Company.

RESOLVED FURTHER that the compensation has been calculated and proposed on the fixed components of the remuneration and excludes statutory and contractual benefits such as gratuity, insurance and others. These benefits shall continue to be extended additionally, as per the applicable policies and individual salary structures.

RESOLVED FURTHER that in terms of the applicable provisions and Schedule V of the Act, where in any financial year during the tenure of Mr. Neeraj Sharma, the Company has no profit or its profit is inadequate for payment of managerial remuneration as per Section 197 of the Act, the Company shall pay Mr. Neeraj Sharma, the remuneration as detailed above as Minimum Remuneration, including revision in remuneration, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER that any Director of the Company, Mr. Anurag Bhagania, Chief Financial Officer of the Company and Ms. Trisha A, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Place: Bangalore, KA
Date: June 30, 2025

Sd/-
Trisha A
Company Secretary

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, June 27, 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, June 27, 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 Tuesday July 01, 2025, 09:00 a.m. IST and will end on Wednesday, July 30, 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 Friday, August 01, 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 Wednesday, July 30, 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 cinward@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.

1. 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	<ol style="list-style-type: none"> 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 “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

	<p>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> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 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>2. 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.</p> <p>3. 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.</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
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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	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 and 2 of this Postal Ballot Notice.

Item No. 1: Appointment of Mr. Colin Michael Bond (DIN: 10982819) as an Independent Director of the Company for a term of five years, not liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through circular resolution, has appointed Mr. Colin Michael Bond as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), with effect from June 23, 2025.

The Board also appointed Mr. Colin Michael Bond as an Independent Director, not liable to retire by rotation, for a term of five consecutive years, i.e., from June 23, 2025 to June 22, 2030, subject to the approval of the shareholders by way of a special resolution.

Mr. Colin Michael Bond 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. Further, he 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, Mr. Colin Michael Bond 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.

Other Directorships:

Mr. Colin Michael Bond holds directorship in the following entities:

1. BioPharma Credit PLC, UK (Non-Executive Director)
2. Agomab Therapeutics NV, Belgium (Non-Executive Director)
3. Faron Pharmaceuticals Ltd., Finland (Non-Executive Director)
4. Oxford Biomedica PLC, UK (Non-Executive Director)
5. Medichem S.A., Spain (Non-Executive Director)
6. Formycon AG, Germany (Non-Executive Director)

He has not served on the Board of Directors nor resigned from any listed entity in India in the last three years.

Further, the Board also nominated him as the Chairperson of the Audit Committee, effective from June 23, 2025. 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. Colin Michael Bond as a Director and also as an Independent Director of the Company by way of a Special Resolution.

Except Mr. Colin Michael Bond 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.

Brief Profile:

A global finance executive, Mr. Colin Michael Bond has served as Chief Financial Officer for three publicly listed companies over a span of 15 years, across the Swiss, German, and U.S. markets. In addition to his CFO roles, he has completed full-term tenures as a Board Member and Audit Committee Chairman for listed companies in Switzerland, United Kingdom and Germany.

His career is distinguished by a strong track record of high-impact transactions, including two IPOs, a corporate spin-off, a sale to private equity, an acquisition followed by delisting, a sale and subsequent delisting, multiple public bond issuances and several material M&A activities.

Mr. Colin Michael Bond has deep experience in strategic and operational areas. These include leadership of Audit and Risk Committees, corporate finance and corporate governance, as well as deep expertise in strategy development and execution, mergers and acquisitions (M&A) and operational efficiency.

He has successfully led large-scale business transformation initiatives, digitalization and IT integration and ESG initiatives—aligning business performance with long-term stakeholder interests.

He earned his MBA from London Business School (1993–1996). Mr. Colin Michael Bond is a Fellow of the Institute of Chartered Accountants in England and Wales, underlining his expertise in financial management and compliance. Earlier, he became a Member of the Royal Pharmaceutical Society of Great Britain in 1985 after completing his BSc in Pharmacy with Upper Second Class Honours from the University of Aston in Birmingham in 1984.

Recommendation by the Board:

The Board believes that Mr. Colin Michael Bond's extensive experience as a CFO for multiple publicly listed companies, along with his proven leadership on Audit Committees and strong corporate governance credentials, will significantly enhance the strategic and financial oversight of the Company. Mr. Colin Michael Bond's expertise in driving large-scale transactions, business transformations and ESG initiatives aligns well with our long-term ambitions as a global CDMO.

Therefore, the Directors recommend the Resolution at **item no. 1** for approval by the Shareholders by way of a Special Resolution.

Item No. 2: Revision in remuneration of Mr. Neeraj Sharma (DIN: 09402652), Managing Director (“MD”) of the Company

Mr. Neeraj Sharma was appointed as the Managing Director of the Company w.e.f March 01, 2024 for a period of 5 (five) years and his appointment was duly approved by the shareholders on February 09, 2024.

At its meeting held on May 05, 2025, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the managerial remuneration of Mr. Neeraj Sharma (DIN: 09402652), subject to the approval of the shareholders.

Mr. Neeraj Sharma has been associated with the group for over four years, providing strategic and operational leadership to the group, prior to his appointment as Managing Director of the Company. His deep understanding of the sector and strong leadership acumen have contributed significantly to shaping the group's vision and execution.

In his current role, Mr. Neeraj Sharma has played a pivotal role in steering the Company through a phase of accelerated growth and strategic transformation. Under his leadership, the Company demonstrated a strong profitability and a robust upward trajectory in both financial and operational performance.

Key highlights during his tenure include:

- Strong revenue and profitability growth, FY25 revenue (up 30% year-on-year) and EBITDA (up 104% year-on-year), driven by enhanced market penetration and customer engagement. Improved profitability and operating margins through process efficiencies, cost optimization measures and strategic capital allocation.
- Consistent growth of the customer base and building strategic partnerships, firmly establishing the Company's position as a trusted CDMO (Contract Development and Manufacturing Organization) in the pharmaceutical sector
- Executing merger and subsequent integration of 3 entities to create OneSource: Global specialty pharma CDMO with an end-to-end differentiated platform across drug-device combination (DDC) including GLP-1 and other fast-growing segments of biologics, sterile injectables and soft gelatine capsules.
- Continuing exceptional quality track record and delivering strong operational performance, through continuous process improvement and digital enablement
- Strengthened governance and internal controls, ensuring long-term sustainability and adherence to regulatory frameworks.
- The Company's equity shares were listed on the National Stock Exchange of India Limited and BSE Limited on January 24, 2025.

In recognition of his substantial contributions and in alignment with industry benchmarks for comparable leadership roles, the Board has approved a revision in his remuneration as follows:

- Revised remuneration, effective 1st April 2025: INR 65.87 million per annum (inclusive of fixed pay, target performance bonus not exceeding INR 16.87 million, and Long-term Incentive Plan [LTIP]).
- Mr. Neeraj Sharma will be entitled for annual increments for the remaining period of his tenure ending February 28, 2029, as may be recommended/approved by the Nomination and Remuneration Committee/ Board of Directors and such annual increment shall not exceed 30% of the then existing remuneration on CTC basis.

- Other benefits, terms and conditions shall remain in line with the appointment letter issued to him by the Company including such addendums/amendments, if any, as made in accordance with Company policies.

Revised Remuneration Structure:

- Fixed salary and perquisites, in accordance with applicable Company policies
- Performance-linked bonus, payable annually based on measurable criteria including, but not limited to, revenue growth, profitability, operational efficiency, business expansion, and other key strategic deliverables. The Nomination and Remuneration Committee shall assess the performance and determine the quantum of bonus payable at the end of the financial year.
- Mr. Neeraj Sharma will be entitled to annual increments for the remaining period of his tenure ending February 28, 2029, as may be recommended/approved by the Nomination and Remuneration Committee/ Board of Directors and such annual increment shall not exceed 30% of the then existing remuneration on CTC basis.
- In addition to the remuneration stated above, Mr. Neeraj Sharma will also be eligible for perquisites arising out of exercise of Employee Stock Options that may be granted to him under any Employee Stock Option Plan of the Company.

Additional disclosures in line with the requirements of Schedule V, part II, Section II, Clause B (iv) of Companies Act, 2013 in respect of revision in remuneration forms part of *Annexure II*.

This revision does not involve any variation in terms of appointment or tenure. All other terms and conditions of Mr. Neeraj Sharma's appointment as Managing Director shall remain unchanged.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Neeraj Sharma, is in any way concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the Resolution at item no. 2 for approval by the Shareholders by way of a Special Resolution.

Place: Bangalore, KA
Date: June 30, 2025

By Order of the Board

For **Onesource Specialty Pharma Limited**

Sd/-

Trisha A
Company Secretary & Compliance Officer

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	Mr. Colin Micheal Bond
Date of Birth	January 26, 1960
Date of appointment / re-appointment in the Company	June 23, 2025
Experience in specific Functional areas	Strong corporate governance, ESG, mergers and acquisitions (M&A), financial management, strategic and operational expertise. Detailed profile is available in the explanatory statement.
Qualifications	MBA from London Business School. A Fellow of the Institute of Chartered Accountants in England and Wales.
Key terms and conditions of appointment / reappointment	As stated in the resolution
The number of Meetings of the Board attended during the FY 2024-25	No Board Meetings were held post appointment of Mr. Colin Michael Bond i.e., after the effective date of appointment.
Directorship held in other companies	<ul style="list-style-type: none"> • BioPharma Credit PLC, UK (Non-Executive Director) • Agomab Therapeutics NV, Belgium (Non-Executive Director) • Faron Pharmaceuticals Ltd., Finland (Non-Executive Director) • Oxford Biomedica PLC, UK (Non-Executive Director) • Medichem S.A., Spain (Non-Executive Director) • Formycon AG, Germany (Non-Executive Director)
Membership / Chairmanship of Committees of other public companies	Does not hold position of Chairperson or Member in any committee of other company.
Resignation from the directorship of the listed companies in the past three years	Nil
Number of Equity Shares held in the Company	Nil
Shareholding in the Company as a beneficial owner	Nil
Remuneration sought to be paid	Sitting fees and commission, if any, as per resolution at Item no. 01
Remuneration last Drawn	NA
Relationships with other Directors / Managers / KMP's	None

Annexure – II

Additional disclosures as per Section 197 read with Schedule V of the Act in respect of Item No. 2 of the Notice.

I. General Information

1.	Nature of Industry	Pharmaceutical
2.	Date or expected date of commencement of commercial production	Not applicable as the Company is an existing Company.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable as the Company is an existing Company.
4.	Financial performance based on given Indicators	Mentioned below

Particulars	Standalone (INR in Millions)		Consolidated (INR in Millions)	
	2024-25	2023-24*	2024-25	2023-24*
Total Revenue	13,172.71	1,761.44	14,623.27	1,761.44
Total Expense (excluding exceptional items)	12,264.76	4,251.44	14,185.48	4,258.99
Profit After Tax (PAT)	193.10	(3,904.02)	(179.71)	(3,911.65)

**Pursuant to the Scheme of Arrangement, the identified CDMO business and Soft Gelatin business of Strides Pharma Science Limited ('Strides') and identified CDMO business of Steriscience Specialities Private Limited ('Steriscience') are merged with the company, with effect from the appointed date of April 01, 2024. The prior year results therefore may not be comparable.*

Please refer the detailed financial statements and earning release as uploaded on the website of the Company. (https://www.onesourcecdmo.com/investor-relations/financial-reports/?_documents_groups=investor-presentations)

5.	Foreign Investment or collaborations, if any	<p>The Company is listed at National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).</p> <p>As on March 31, 2025, foreign holding in the company was at 27.27%</p>
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II. Information about the Appointee: Mr. Neeraj Sharma

1. Background details, Recognition/ Awards, Job Profile and Suitability to the role

Mr. Neeraj Sharma, aged 53, is a Dutch citizen with a career spanning over 30 years in the global pharmaceutical industry. He has lived and worked across diverse markets, including India, South-East Asia, Latin America, and Europe, bringing a rich cross-cultural perspective to his leadership roles.

A seasoned professional, Mr. Neeraj Sharma has extensive experience in General Management and P&L leadership, having successfully navigated businesses through critical phases such as market entry, expansion, business turnarounds, transformation and M&A integration. His comprehensive exposure to both highly regulated and emerging markets enables him to approach challenges with a balanced and strategic outlook.

His core areas of expertise include General management & P&L leadership, market entry and expansion, business turnarounds and transformation, M&A Integration and regulatory and market access strategy.

In his previous role as the Head of Generics Business for Western Europe for Sun Pharma, Neeraj successfully spearheaded the establishment of a significant sterile injectables business in Europe, including numerous pioneering ready-to-use products. He also headed the injectables business at Steriscience Specialties Private Limited, further strengthening his leadership credentials in the injectables segment.

2. Past Remuneration, Proposed Remuneration & Comparative remuneration and Pecuniary relationship, if any

- Past Remuneration: INR. 58.50 million (inclusive of fixed, target performance bonus and long-term incentive plan) in total was paid as remuneration during the financial year 2024-25.
- Proposed Remuneration: Please refer to the resolution at Item no. 02.
- Comparative remuneration: Considering Mr. Neeraj Sharma's experience and the requirements of skills and effective leadership required to drive the challenging business, remuneration proposed for him is considered moderate, compared to the remuneration of similar positions in similar companies in the industry.

Proposed remuneration recommended by NRC and approved by the Board is in line with the guidelines of the Nomination and Remuneration Policy of the Company and aligns with the short-term and long-term goals of the Company.

- Pecuniary relationship: Mr. Neeraj Sharma does not have any pecuniary relationship with the Company other than the remuneration he received/will receive as an employee of the Company and is not related to any director/ key managerial personnel of the Company.

III. Other information

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The company's past losses were primarily due to substantial investments in capacity expansion, (to build scale and capability) restructuring costs, from demerger and integration activities.

The company reported 30% revenue increase, driven by all-round robust growth. EBITDA grew significantly due to product mix of Drug Device Combinations (DDCs) and Biologics, and higher operational efficiencies.

The business witnessed strong customer acquisition and new MSAs. With the successful on-going integration of the acquired businesses, the company was able to realize cross-selling opportunities, and cost synergies, leading to greater value for customers and shareholders.

With a strong growth in sales, and improved operational efficiency, and successful integration of acquired businesses, the company turned profitable in FY25.

Looking ahead, it expects sustainable growth driven and profitability profile.

Key Highlights:

- FY25 net profit of INR. 936 million.
- Sales FY25 revenues of INR. 14,449 million, up 30% YoY.
- EBITDA margin expanded by 1,165 basis points to 32.3% for FY25; with Q4FY25 EBITDA margins at 43%.
- Integration unlocking cross-selling and cost synergies.
- Continued focus on operating cash flows and revenue expansion.
