

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24222TN1992PLC022994

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACO0402B

(ii) (a) Name of the company

ORCHID PHARMA LIMITED

(b) Registered office address

ORCHID TOWERS, 313,VALLUVAR KOTTAM HIGH ROAD
NUNGAMBAKKAM
CHENNAI
Tamil Nadu
600034

(c) *e-mail ID of the company

corporate@orchidpharma.com

(d) *Telephone number with STD code

04428211000

(e) Website

www.orchidpharma.com

(iii) Date of Incorporation

01/07/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74899DL1994PLC061802

Pre-fill

Name of the Registrar and Transfer Agent

ABHIPRA CAPITAL LIMITED

Registered office address of the Registrar and Transfer Agents

G.F. 58-59, WORLD TRADE CENTRE, BARAKHAMBA LANE
CONNAUGHT PLACE

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	98.46

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

10

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DHANUKA LABORATORIES LIM	U24100DL1993PLC052285	Holding	89.96
2	BEXEL PHARMACEUTICALS INC		Subsidiary	100

3	ORCHID PHARMACEUTICALS II		Subsidiary	100
4	DIAKRON PHARMACEUTICALS		Subsidiary	100
5	ORCHID PHARMACEUTICALS S		Subsidiary	100
6	ORCHID EUROPE LIMITED		Subsidiary	100
7	ORGENUS PHARMA INC.,USA		Subsidiary	100
8	ORCHID PHARMA INC/KARALE		Subsidiary	100
9	ORCHID BIO-PHARMA LIMITED	U24230TN2022PLC150784	Subsidiary	100
10	ORBION PHARMACEUTICALS P	U24100TN2021FTC143806	Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,010,000	40,816,400	40,816,400	40,816,400
Total amount of equity shares (in Rupees)	1,500,100,000	408,164,000	408,164,000	408,164,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	150,010,000	40,816,400	40,816,400	40,816,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,500,100,000	408,164,000	408,164,000	408,164,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	3,544	40,812,856	40816400	408,164,000	408,164,000	
Increase during the year	0	17	17	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	17	17			
conversion of physical shares into demat						
Decrease during the year	17	0	17	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	17		17			
Conversion of physical shares into demat						
At the end of the year	3,527	40,812,873	40816400	408,164,000	408,164,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	14,300	100000	1,430,000,000
Fully convertible debentures	0	0	0
Total			1,430,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	1,430,000,000	0	0	1,430,000,000
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,658,984,000

(ii) Net worth of the Company

7,319,626,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	36,719,957	89.96	0	
10.	Others	0	0	0	
	Total	36,719,957	89.96	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	1,380,868	3.38	0	
	(ii) Non-resident Indian (NRI)	21,610	0.05	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,961	0	0	
4.	Banks	55,910	0.14	0	
5.	Financial institutions	13,401	0.03	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,000,001	2.45	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,182,770	2.9	0	
10.	Others (FPI, IEPF, Foreign Companies)	439,922	1.08	0	
	Total	4,096,443	10.03	0	0

Total number of shareholders (other than promoters)

29,522

**Total number of shareholders (Promoters+Public/
Other than promoters)**

29,523

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	33,697	29,522
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	1	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Ram Gopal Agarwal	00627386	Director	0	
Shri Manish Dhanuka	00238798	Managing Director	0	
Shri Mridul Dhanuka	00199441	Whole-time director	0	
Dr Dharam Vir	08771224	Director	0	
Shri Manoj Kumar Goyal	06361663	Director	0	
Shri Mudit Tandon	06417169	Director	0	
Ms. Tanu Singla	08774132	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Sunil kumar Gupta	ACFPG7868R	CFO	0	
Ms. Marina Peter	ARWPP8057H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Shri Arun Kumar Dhanu	00627425	Director	30/01/2023	Cessation
Ms Nikita K	ALAPN9804E	Company Secretar	22/07/2022	Cessation
Ms Marina Peter	ARWPP8057H	Company Secretar	14/11/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/07/2022	34,417	53	93.36
Extra Ordinary General Meeting	29/12/2022	31,657	49	89.98

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2022	8	6	75
2	14/06/2022	8	7	87.5
3	10/08/2022	8	7	87.5
4	14/11/2022	8	7	87.5
5	01/12/2022	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	09/02/2023	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/05/2022	3	3	100
2	Audit Committee	14/06/2022	3	3	100
3	Audit Committee	10/08/2022	3	3	100
4	Audit Committee	14/11/2022	3	3	100
5	Audit Committee	09/02/2023	3	3	100
6	Nomination and Remuneration	14/06/2022	3	3	100
7	Nomination and Remuneration	11/11/2022	3	2	66.67
8	Stakeholder Relationship	14/06/2022	3	3	100
9	Risk Management	13/06/2022	5	5	100
10	Risk Management	11/11/2022	5	3	60

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Shri Ram Gop	6	1	16.67	0	0	0	
2	Shri Manish D	6	6	100	5	5	100	
3	Shri Mridul Dh	6	6	100	10	9	90	
4	Dr Dharam Vir	6	6	100	3	3	100	
5	Shri Manoj Ku	6	6	100	8	8	100	

6	Shri Mudit Tar	6	4	66.67	2	1	50	
7	Ms.Tanu Singl	6	6	100	6	6	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Manish Dhanu	Managing Direct	8,050,503	3,750,000	0	10,000	11,810,503
2	Shri Mridul Dhanuka	Whole Time Dire	8,050,503	3,750,000	0	10,000	11,810,503
	Total		16,101,006	7,500,000	0	20,000	23,621,006

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Sunil Kumar G	CFO	0	0	0	0	0
2	Ms. Marina Peter	Company Sectre	636,000	0	0	0	636,000
	Total		636,000	0	0	0	636,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Ram Gopal Ag	Chairman & Nor	0	0	0	25,000	25,000
2	Shri Arun Kumar Dr	Non-executive d	0	0	0	135,000	135,000
3	DR Dharam Vir	Independent Dir	0	0	0	165,000	165,000
4	Shri Manoj Kumar C	Independent Dir	0	0	0	190,000	190,000
5	Shri Mudit Tandon	Independent Dir	0	0	0	105,000	105,000
6	Smt Tanu Singla	Independent Dir	0	0	0	180,000	180,000
	Total		0	0	0	800,000	800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

N Ramanathan

Whether associate or fellow

Associate Fellow

Certificate of practice number

11084

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

-
-
-
-

List of attachments

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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

1. Introduction
2. Methodology
3. Results
4. Discussion
5. Conclusion

The study was conducted in a laboratory setting. The participants were recruited from a local university. The experiment was designed to measure the effect of the independent variable on the dependent variable. The results showed a significant positive correlation between the two variables. The discussion highlights the implications of these findings for the field of research. The conclusion summarizes the main points of the study and suggests directions for future research.

The data was analyzed using statistical software. The results are presented in the following table. The table shows the mean values for each condition and the standard deviations. The differences between the conditions were statistically significant. The overall findings support the hypothesis of the study.

The study was limited by the sample size and the laboratory setting. Future research should aim to replicate the findings in a more naturalistic environment. The authors thank the funding agency for their support. The authors also thank the participants for their contribution to the study.