

ORCHID PHARMA LIMITED

CIN: L24222TN1992PLC022994

Regd. Office: 'Orchid Towers', # 313, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034,
Tamil Nadu, India. Tel: +91-44-2821 1000 Fax: +91-44-2821 1002

E-mail: corporate@orchidpharma.com | Website: www.orchidpharma.com

NOTICE OF THE 28th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the Members of **Orchid Pharma Limited** will be held on Friday, **August 13, 2021 at 12:15 P.M.** Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021;
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021;
- The Reports of the Board of Directors ("the Board") and Auditors thereon;

In this regard, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting are hereby considered and adopted."

2. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425) Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, Mr. Arun Kumar Dhanuka (DIN: 00627425), who retires by rotation at this meeting and being eligible has offered himself for re- appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

3. Ratification of Remuneration to the Cost Auditor for the Financial year 2021-22

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and

other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable Rules, if any, the payment of remuneration of Rs.2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and re-imbursement of out of pocket expenses to Shri J Karthikeyan, Cost Accountant (Membership No. 29934, Firm Registration Number M - 102695) Chennai appointed as the Cost Auditor by the Board, to conduct the audit of the cost records of the Company with regard to Pharmaceuticals (Bulk Drugs & Formulations) for the financial year 2021- 2022, be and is hereby ratified and confirmed."

4. To approve the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed by the members through Postal Ballot on August 26, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules made thereunder, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit and as may be permitted by law from time to time by way of loans, issuance of bonds, debentures or other securities whether convertible into equity/ preference shares or not, or by any other means as deemed fit by the Board and as may be permitted by law from time to time from banks, financial or other institution(s), investors, mutual fund(s), or any other persons for an amount not exceeding Rs. 2,550 Crores (Rupees Two Thousand Five Hundred and Fifty Crores), notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being, of the paid up capital of the Company, free reserves and Securities Premium Account.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to finalize the terms and conditions for all such borrowings with respect to the interest, repayment, security or otherwise as it may deem fit in its absolute discretion and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution, from time to time."

5. Approval for creation of Charges/Mortgage properties of the Company under Section 180(1) (a) of the Companies Act, 2013.

To consider and if thought fit to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) for creating the mortgage/pledge/hypothecation/lien/charge whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company) in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, financial assistance or financial indebtedness availed/to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partially convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds and other debt instruments), issued/ to be issued by the Company, from time to time for an amount not exceeding Rs. 2,550 crores (Rupees Two Thousand Five Hundred and Fifty Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document

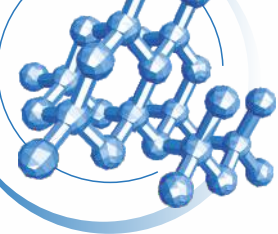
entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/agent(s)/trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings /papers/agreements as may be required and to do all acts, deeds and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage /charge as aforesaid and also to delegate all or any of the powers to the Committee of Directors or the Managing Director or the Principal officer of the Company and generally to do all such acts, deeds and things as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. Approval to make Investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013

To consider and if thought fit to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification (s) or re-enactment thereof for the time being in force), in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) of the Company as in their absolute discretion deem beneficial and in the interest of the Company, for upto an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores Only), notwithstanding that such investments, loans given or to be given and guarantees and security to be provided together with the Company's existing



investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to negotiate the terms and conditions of the above said investments, loans, securities, guarantees as they deem fit and in the best interest of the Company and take all such steps as may be necessary in that regard.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.

7. Approval for Material Related Party Transactions with M/s Otsuka Chemicals (India) Private Limited

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Provisions of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Company's policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions", all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into Material related party transactions with M/s. Otsuka Chemicals (India) Private Limited being 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the expected value of the transactions of Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) for the financial year 2021-2022 (which is expected to exceed 10% of the Annual Consolidated Turnover as per the last audited financial statements of the Company) provided that the said transactions to be entered into / carried out are in the Ordinary course of business and are on arm's length basis on

such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and M/s. Otsuka Chemicals (India) Private Limited more particularly enumerated in the Explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto"

8. Approval for Material Related Party Transaction with M/s OrBion Pharmaceuticals Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, enabling provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, pursuant to the Consent of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the Members of the Company be and hereby accord their approval for the Business Transfer Agreement (BTA) and consent to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) for Sale/transfer/disposal of the Company's Operating Formulations unit (IKKT), "Orchid Healthcare", A division of Orchid Pharma Limited situated at Plot Nos. B5 (Pt) & B6 (Pt), SIPCOT Industrial Park, Irungattukottai, Sriperumbudur Taluk - 602117, Kancheepuram District, Tamil Nadu, India ("Undertaking") together with all its assets and liabilities including the concerned licenses, permits, consents, approvals and the employees, as a going concern / on a slump

sale basis on an “as is where is basis” or in any other manner as the Board may deem fit in the interest of the Company to M/s. OrBion Pharmaceuticals Private Limited being ‘Related Party’ within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a lump sum consideration of up to Rs.170 Crores (Rupees One Hundred and Seventy Crores Only) within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a lump sum consideration of up to Rs.170 Crores (Rupees One Hundred and Seventy Crores Only) including equity stake of 26% in M/s. OrBion Pharmaceuticals Private Limited (which is expected to exceed 10% of the Annual Consolidated Turnover as per the last audited financial statements of the company) on such terms and conditions as may be deemed fit by the Board of Directors.”

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and are hereby authorized to execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

9. Approval for material Related party transaction(s) with M/s Dhanuka Laboratories Limited (“Promoter Company”)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with applicable Rules made thereunder, (Including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related party transactions and also on dealing with Related party transactions” as amended from time to time and all other

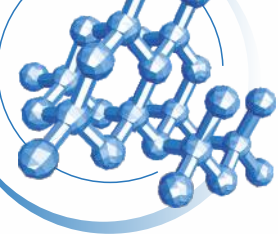
applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) for borrowing/ availing of loans/advances within the limits approved by the Members pursuant to Section 180(1) (c) of the Companies Act, 2013, in one or more tranches, for an aggregate amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only) (which is expected to exceed 10% of the Annual Consolidated Turnover as per the last audited financial statements of the Company) from M/s Dhanuka Laboratories Limited (“Promoter”) being ‘Related Party’ within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as more particularly set out in the Explanatory statement annexed to this Notice, on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and are hereby authorized to do all necessary acts, deeds, things and matters and execute all such documents, as may be deemed necessary or expedient to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors of
Orchid Pharma Limited

Manish Dhanuka
Managing Director
DIN: 00238798

Date: July 15, 2021
Place: Gurgaon



NOTES:

1. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs has issued a General Circular bearing No 20/2020 dated May 5, 2020, read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, Circular No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.orchidpharma.com
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the Special Businesses to be transacted at the 28th Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at cspmuthukumaran@gmail.com with a copy marked to RTA- yuvraj@integratedindia.in and Ms. Nikita K (nikitak@orchidpharma.com) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting.
4. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide

notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 24th Annual General Meeting held on September 13, 2017. M/s. CNGSN & Associates LLP, Chartered Accountants, continue to be the Statutory Auditors of the Company for the Current Financial Year 2021-2022.

5. The Register of Members and the Share Transfer Books will remain closed from **Friday, August 06, 2021 to Friday, August 13, 2021 (both days inclusive)** for the purpose of Annual General Meeting for the financial year 2020-2021.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. The Company draws your attention to the notification issued by SEBI dated June 08, 2018 and the press release dated December 3, 2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the amended provisions, any request for effecting transfer of shares in physical form shall not be processed except in case of transmission or transposition of shares unless the shares are held in demat form. Hence, the Company / Registrar and Share Transfer Agent would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 01.04.2019. As such, SEBI had mandated transfer of shares in dematerialised form alone. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or M/s Integrated Registry Management Services Private Limited (IRMSPL) for assistance in this regard.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /IRMSPL.

9. Members holding shares in Dematerialized form are requested to intimate any changes pertaining to their Bank details change of address / name etc., to their respective Depository Participant. Kindly quote Client ID and DPID numbers in all your correspondences. Members who hold shares in physical form are requested to notify any change in their particulars like changes in address, bank particulars etc., to the

Company's Registrar and Share Transfer Agents (RTA) viz., M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in). Kindly quote the ledger folio number in all your correspondences.

10. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in) or to the Company at its Registered Office at Orchid Towers, No.313 Valluvarkottam High Road, Nungambakkam, Chennai-600034, Tamil Nadu, India

11. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

12. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 28th AGM along with the Annual Report for the financial year 2020-2021 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes.

13. In line with the MCA circulars the Notice convening 28th AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2020-2021 is available on the Company's website on <https://www.orchidpharma.com>. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send request to the following mail id : nikitak@orchidpharma.com.

14. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during 28th AGM of the Company.

15. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

16. Facility of joining the AGM through VC / OAVM shall be open

before Fifteen (15) minutes of the time scheduled for the AGM and will be kept open till the expiry of Fifteen (15) minutes after such scheduled time of commencement of meeting as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. are allowed to attend the Meeting without restriction on account of first-come first-served basis.

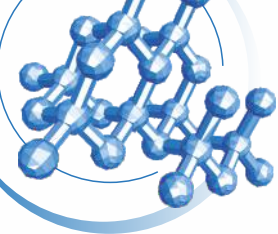
17. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through Cisco Webex platform. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of CDSL. The link/tab will be available in Member login where the EVEN of the Company will be displayed.

18. The Board of Directors of the Company at their Meeting held on July 15, 2021 has appointed CS Muthukumaran, Practising Company Secretary, M/s. P MUTHUKUMARAN AND ASSOCIATES having address at No. 16/58, 1st Floor, 4th Cross Street, Ganga Nagar, Kodambakkam, Chennai - 600 024 as the Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.

19. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.

20. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.orchidpharma.com and on www.evotingindia.com. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to stock exchanges, where the Company's shares are listed.

21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the



Notice will be available for inspection by Members in electronic mode upto the date of the 28th Annual General Meeting of the Company.

The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards-2 (SS-2) notified by Ministry of Corporate Affairs of the directors seeking re-appointment as Directors, at the forthcoming AGM is appended as Annexure-1 to this notice.

22. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice.

23. Pursuant to Section 124 of the Companies Act, 2013, the amounts, which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. As per Section 124 (6) of the Companies Act, 2013 ("Act"), all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholder are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the Act.

24. For receiving the Notice and all other communications from the Company electronically

a. Members holding shares in physical mode and who

have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, e-mail id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card.

b. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

c. If there is any change in the e-mail ID already registered with the Company / RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

25. All relevant documents referred to in the Notice and the Explanatory Statement will also be available electronically for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. August 13, 2021. Members seeking to inspect such documents can send an email to the Company at nikitak@orchidpharma.com

26. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before **August 06, 2021** through email on nikitak@orchidpharma.com. The same will be replied by the Company suitably through email

CALENDAR-AGM		
S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Friday, August 06 , 2021
2.	Book Closure Dates	From Friday, August 06, 2021 to Friday, August 13, 2021 (both days inclusive)
3.	Remote E-Voting Period	From 9:00 A.M (IST) on Monday, August 09 , 2021 till 5:00 P.M. (IST) on Thursday, August 12 , 2021
4.	Date & Time of AGM	Friday, August 13, 2021 at 12:15 P.M. (IST)

Voting through Electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility provided by CDSL for all items of business to be transacted at the AGM as set forth in the Notice convening the 28th Annual General Meeting to be held on Friday, August 13, 2021 through CDSL. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM through VC or OAVM will be provided by CDSL.

The e-voting facility is available at the link <https://www.evotingindia.com>

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Friday, August 13, 2021.

The instructions to Shareholders for remote e-voting & e-voting during AGM & joining meeting through VC/OAVM are as under:

1. The remote e-voting period commences at 9.00 A.M. (IST) on Monday, August 09, 2021 and ends at 05.00 P.M (IST) on Thursday, August 12, 2021. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, i.e. August 06, 2021 may cast their votes electronically. The e- voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The shareholders who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. A person whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e., August 06, 2021 only shall be entitled to avail the facility of remote evoting/voting at

the AGM. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the Cut Off date i.e. Friday, August 06, 2021 may obtain the login ID and password by sending a request in writing at helpdesk.evoting@cdslindia.com.

4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, August 06, 2021.

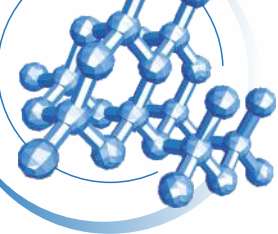
5. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of depositories/ depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI CIRCULAR NO. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 e-voting 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 with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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/IdeasDirectReq.jsp</p> <p>3) 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 eVoting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</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. After successful login, you will be able to see e-Voting option. Once you 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 eVoting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM.

1. The Shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders/Members" module.
3. Now enter your User ID

For Members holding shares in demat form

- a. For CDSL: 16 digits beneficiary ID
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company

4. Next enter the Image Verification as displayed and Click on Login
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used
6. If you are a first-time user follow the steps given below:

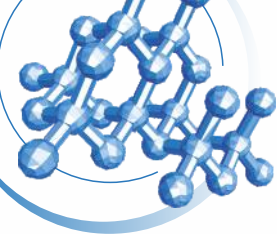
PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

7. After entering these details appropriately, click on "SUBMIT" tab
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Orchid Pharma Limited on which you choose to vote
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS - REMOTE VOTING

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- d. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- e. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nikitak@orchidpharma.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSLhelpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDLhelpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote evoting.
3. Shareholders who have voted through Remote eVoting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast seven days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nikitak@orchidpharma.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nikitak@orchidpharma.com. **These queries will be replied to by the company suitably by email.**
7. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing

so, shall be eligible to vote through eVoting system available during the AGM.

9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to nikitak@orchidpharma.com / yuvraj@integratedindia.in
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, AWing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying Notice dated July 15, 2021

Item No. 3 – Ratification of remuneration to Cost Auditor

The Audit Committee and the Board of Directors of the Company at their Meetings held on May 22, 2021 have approved the appointment of Shri J Karthikeyan, Cost Accountant [Membership No. 29934, Registration Number - 102695], Chennai, as the Cost Auditors of the Company to conduct the audit of the Cost records of the Company with regard to Pharmaceuticals (Bulk Drugs & Formulations) for the Financial Year 2021-2022.

In accordance with the Provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice to ratify the remuneration of Rs.2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and re-imbursement of out of pocket expenses to Shri J Karthikeyan, Cost Auditor towards audit of the Cost records of the Company with regard to Pharmaceuticals (Bulk Drugs & Formulations) for the Financial Year 2021-2022 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on May 22, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Resolution set out in Item No. 3 to the shareholders of the Company.

Item No. 4 – To approve the Borrowing Powers Of the Company under Section 180(1)(c) of the Companies Act, 2013

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public Limited Company cannot except with the consent of the Members at General Meeting by a Special resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Members of the Company vide the Special resolution passed through Postal Ballot on August 26, 2014 authorised the Board of

Directors of the Company to borrow monies, from time to time, upto Rs.2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).

The Board of Directors at their meeting held on July 15, 2021 have accorded their consent subject to approval from the Members of the Company by way of passing Special Resolution at the ensuing General Meeting for obtaining loans and also approved increase in borrowings limits for Rs.50 Crores (Rupees Fifty Crores Only) in addition to the existing approved borrowing limits of Rs.2,500 Crores, (Total borrowing limits aggregating to Rs.2550 Crores) notwithstanding that the outstanding borrowings as on March 31, 2021 have not crossed the existing approved borrowing limits of Rs.2,500 Crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs.2,500 crores to Rs.2,550 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Resolution set out in Item No. 4 to the shareholders of the Company.

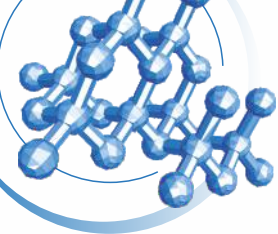
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of this Notice except to the extent of their shareholding in the Company, if any.

Item No. 5 – Approval for creation of Charges/Mortgage on properties of the Company under Section 180(1) (a) of the Companies Act, 2013

The Members of the Company accorded their consent through resolution passed through Postal Ballot dated August 26, 2014 to Create charges, mortgages, hypothecation and dispose off of the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 up to Rs. 2,500 (Rupees Two thousand five hundred crores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. In terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The proposed borrowings of the Company may, if necessary, be secured by way of Charge/mortgage/hypothecation on the Company's assets in favour of the lenders. Consequent to the proposed increase in the borrowing limits of the Company from



Rs.2,500 Crores to Rs.2,550 Crores as clearly defined in Item No.4 of the explanatory statement, it would be necessary to revise the approval for creation of charges/mortgage on properties of the Company given by the Members of the Company vide the Special resolution passed through Postal Ballot on August 26, 2014 pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Therefore, the Board of Directors of the Company recommends the passing of the proposed Special Resolution as contained in this Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of this Notice except to the extent of their shareholding in the Company, if any.

Item No. 6 - Approval to make Investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more without prior approval of Members by means of a Special Resolution passed at a general meeting.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for limit up to Rs.100 Crores (Rupees One Hundred Crores Only) under Section 186 of the Companies Act, 2013, by way of special resolution. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

Item No. 7 - Approval for Material Related Party Transactions with M/s Otsuka Chemicals (India) Private Limited

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and

its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. However, Pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the Annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

M/s. Otsuka Chemicals (India) private Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has existing transactions with M/s. Otsuka Chemicals (India) private Limited, which is in the ordinary course of business and at arm's length basis. Otsuka Chemical (India) Private Limited is the only approved source of the Key Raw Material GCLE for Orchid. Even before the takeover by Dhanuka group, Otsuka was the only approved source for this product. It is only incidental that after Dhanuka's takeover, this transaction has become a related party transaction by virtue of Mr. Manish Dhanuka, Managing Director of Orchid Pharma Limited is also a Director in Otsuka Chemical (India) Private Limited & Mr. Mridul Dhanuka, Whole Time Director is a Member of Otsuka Chemical (India) Private Limited. Moreover, Otsuka also buys the end product produced from GCLE for its global requirements from Orchid under a long-term supply contract. The above related party transaction is in the best interest of the Company.

However, the estimated value of transaction in respect of transactions with M/s. Otsuka Chemicals (India) private Limited for the financial year 2021-2022 is likely to exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to

enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties during the Financial year 2021-2022 subject to the limits mentioned in the table below:

Name of the related party	M/s. Otsuka Chemicals (India) private Limited
Name of the director or Key Managerial Personnel who is related, if any;	Shri Manish Dhanuka, Managing Director and Shri Mridul Dhanuka, Whole Time Director
Nature of relationship	Shri Manish Dhanuka is a Director on M/s. Otsuka Chemicals (India) Pvt. Ltd. Shri Mridul Dhanuka is a Member of M/s. Otsuka Chemicals (India) Pvt. Ltd.
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Aggregate Upto Rs.75 Crores (Rupees Seventy Five Crores Only) for the financial year 2021-2022
Nature, material terms, monetary value and particulars of the contract or arrangements	The proposed transactions relate to supply of raw material which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Members. The purchase value per month is around Rs.6 Crores.
Any other information relevant or important for the members to take a decision on the proposed resolution.	All the transactions are on recurring basis and on arm's length basis and in the ordinary course of business. The transactions are based on Purchase Orders issued from time to time.

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.7.

Mr. Mridul Dhanuka, Whole Time Director of the Company holds shares in Otsuka Chemicals (India) private Limited, however, his shareholding is not in excess of 2% of total shareholding of Otsuka Chemicals (India) private Limited

Except for Mr. Manish Dhanuka, Managing Director (Director on Board of M/s. Otsuka Chemicals (India) private Limited) and Mr. Mridul Dhanuka, Whole Time Director (Member of M/s. Otsuka Chemicals (India) private Limited) and their relatives, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

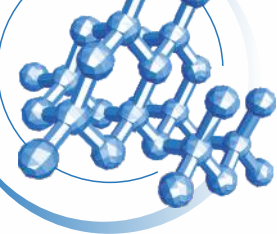
The Board considers that the proposed related party transactions with M/s. Otsuka Chemicals (India) private Limited play a significant role in the Company's business

operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

Item No. 8 - Approval of Material Related party transaction with M/s Orbion Pharmaceuticals Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At the 27th Annual General Meeting of the Company held on December 30, 2020, the Members of the Company had accorded their approval by passing a Special resolution under Section 180 (1) (a) for sale/disposal/transfer of Undertakings of the Company for aggregate value of up to Rs.300 Crores.

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the prior approval of Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions



other than in Ordinary course of business and on arm's length basis. Section 188(1)(b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Further, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

M/s. OrBion Pharmaceuticals Private Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed transaction with M/s. OrBion Pharmaceuticals Private Limited would be in the nature of a related party transaction under section 188 (1)(b) of the Act read with the Rules framed thereunder.

Justification for Entering into this Transaction

As the IKKT Business is generating negative EBITDA, hiving off this business will improve the profitability of Orchid, moreover, partnership with Bion Pharma will improve the profitability of IKKT business also, thereby, increasing its future valuation. The shareholding of Orbion shall be held by Orchid Pharma Ltd. only and not by any of the Directors/Promoters in personal capacity. Therefore, this transaction will be beneficial to the members of Orchid Pharma and in no way provide any additional benefit to Directors/Promoters. This transaction is considered as Related Party because it falls in the definition of Related Party as per Section 2(76) of the Companies Act, 2013 (OrBion being an Associate Company and Mr. Mridul Dhanuka, Whole time Director of the Company is also a Director on the Board of OrBion Pharmaceuticals Private Limited). The above transaction proposed to be undertaken is in the best interests of the Company and its Members as a whole and are most likely to promote the success of the Company for the benefit of its Members as a whole. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce interest burden.

The disclosures under Rule 15(3)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

(a) Name of the related party	M/s. OrBion Pharmaceuticals Private Limited
(b) Name of the Director or Key Managerial Personnel who is related, if any	Mr. Mridul Dhanuka, Whole Time Director
(c) Nature of Relationship	Related party under Section 2(76) & Associate Company
(d) Nature, material terms, monetary value and particulars of the contract or arrangements;	The Undertaking will be transferred to M/s. OrBion Pharmaceuticals Private Limited, as a going concern on a Slump-sale basis for a lump sum consideration of up to Rs.170 Crores (Rupees One Hundred and Seventy Crores Only) including Equity stake of 26% in M/s. OrBion Pharmaceuticals Private Limited.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution.	The company was in the process of selling the IKKT business and was looking for partners, for which the approval from the Board was accorded at their meeting held on November 11, 2020 and the approval from the Shareholders was already received at the 27th AGM of the Company held on December 30, 2020. During the negotiation process, it was found that Bion Pharma offered the best value for this Business, however, Bion Pharma being a Foreign company, it was restricted to a maximum of 74% shareholding as per RBI guidelines, therefore, Bion Pharma offered Orchid to retain the 26% share in the proposed new Entity Orbion Pharmaceuticals Pvt. Ltd. The above transaction is in the best interest of the Company.

The transfer of the undertaking shall be effective from the Closing date (as defined under the BTA) or such other date as may be decided by the Board in this regard, subject to receipt of necessary approvals wherever applicable.

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.8

Except for Mr.Mridul Dhanuka, Whole Time Director being Common Director on the Board of both the Companies and his relatives, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.8 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations.

Item No. 9 - Approval for Obtaining Loan from M/s Dhanuka Laboratories Limited ("Holding Company") as a Material Related party transaction(s) under Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require approval of the shareholders through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company has approached M/s Dhanuka Laboratories Limited ("Holding Company") to provide unsecured loan to the Company upto an

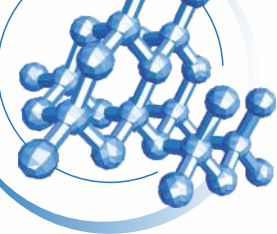
amount of Rs. 50 Crores. M/s. Dhanuka Laboratories Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

With the increase in the operations of the Company, it's the working capital and other funding requirements for the purpose of its operations and business are expected to increase substantially. As such the Company proposes to avail unsecured loans/ advances for its business, from time to time, on arm's length basis from M/s. Dhanuka Laboratories Limited ("Holding Company"/ "Promoter") in one or more tranches, depending on the necessity of the loan/advances by the Company and the willingness of the lender, at an interest rate which is equal to or not less than the prevailing bank lending rates and on such other terms and conditions as the Board of Directors of the Company (including any authorised Committee thereof) may agree with the lender, in the best interest of the Company and subject to such other approvals, if any, as may be required.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public Limited Company cannot, except with the consent of the Members in General Meeting by a Special resolution, to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. Therefore, the Board of Directors already set out in Item No.04 to seek approval from Shareholders under section 180(1)(c) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 15, 2021 has approved the above proposal subject to the approval of the shareholders. The Board recommends and proposes this resolution to the shareholders for their approval in the best interest of the Company. None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.9

In accordance with Section 102(1) and proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/Director/Key Managerial Personnel in the other Company namely M/s. Dhanuka Laboratories Limited to the extent that such shareholding is in



excess of 2% of the paid up capital of that Company is required to be disclosed:

Mr. Ram Gopal Agarwal, Non-Executive Director of the Company is a Member of M/s.Dhanuka Laboratories Limited holding 6.40% of the paid up share capital of M/s. Dhanuka Laboratories Limited

Mr. Manish Dhanuka, Managing Director of the Company is also the Managing Director of M/s.Dhanuka Laboratories Limited and a Member holding 15.16% of the paid up share capital of M/s. Dhanuka Laboratories Limited

Mr. Mridul Dhanuka, Whole Time Director of the Company is also the Director of M/s.Dhanuka Laboratories Limited and his shareholding is not in excess of 2% of total shareholding of M/s. Dhanuka Laboratories Limited

Mr. Arun Kumar Dhanuka, Non-Executive Director of the Company is also the Director of M/s.Dhanuka Laboratories Limited and a Member holding 9.84% of the paid up share capital of M/s. Dhanuka Laboratories Limited

Shri Sunil Kumar Gupta, Chief Financial Officer of the Company is also the Chief Financial Officer of M/s. Dhanuka Laboratories Limited(Holding Company)

Except for Mr. Manish Dhanuka, Mr. Mridul Dhanuka, Mr. Arun Kumar Dhanuka being Common Directors on the Board of both the Companies and their relatives, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.


The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.10 of this Notice for approval of the Members.

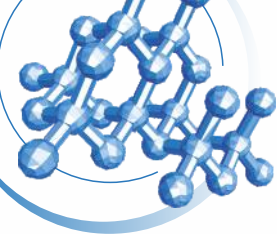
This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations.

Annexure-1

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2(SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Shri Arun Kumar Dhanuka, Non-Executive Director

Particulars	Item No. 2
 <p>Shri Arun Kumar Dhanuka (DIN: 00627425)</p>	
Name , Age & Nationality of the Director	Shri Arun Kumar Dhanuka(DIN: 00627425), Indian, 64 years
Date of Birth	14.05.1957
Qualification	Shri Arun Kumar Dhanuka holds a degree in Bachelor of Commerce(Honors)from the Delhi University
Brief resume, Experience and expertise in specific functional areas	Shri Arun Kumar Dhanuka has a distinguished corporate career and has 43 years of experience. Shri Arun Kumar Dhanuka is a Director at M/s. Dhanuka Laboratories Limited where he is responsible for overseeing all financial and commercial matters. His experience in listening and dealing with public offices is essential for the growth of Dhanuka Group of companies. Shri Arun Kumar Dhanuka has been associated with M/s. Dhanuka Agritech Limited since its inception by handling operations role in M/s. Northern Minerals Pvt. Limited. With his innovative ideas, able leadership and utmost sincerity, he has raised the Company to new heights of success. He is known for his can-do attitude and his people management skills are imperative for the smooth functioning of the companies.
Date of first appointment On the Board	March 31, 2020
List of other Public companies in which Directorships held	
Listed Public Company	
M/s. Dhanuka Agritech Limited	Director
Unlisted Public Company	
M/s. Dhanuka Laboratories Limited	Director
Chairman/ Member of the Committee of the Board of Director of the Company	Orchid Pharma Limited Nomination and Remuneration Committee- Member(w. e. f. June 29, 2020) Banking, Finance and Operations Committee – Member (w. e. f. March 31, 2020)
*Chairman/ Member of the Committee of the other companies in which he is a Director (Audit Committee and Stakeholder's Committee are only considered)	Dhanuka Laboratories Limited Audit Committee- Member



Particulars	Item No.02
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2021	Nil (Refer Note 1 appended herewith)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Arun Kumar Dhanuka and Shri Manish Dhanuka Managing Director are brothers. Shri. Ram Gopal Agarwal, Non-Executive Director is the cousin brother of Shri. Arun Kumar Dhanuka. Shri Mridul Dhanuka, Whole Time Director, is nephew of Shri. Arun Kumar Dhanuka. Except as stated above, Shri Arun Kumar Dhanuka is not related to other Directors and Key Managerial Personnel of the Company
Number of meetings attended during the year	4 (Four) Meetings
Terms and conditions of appointment along with details of remuneration sought to be paid	Shri Arun Kumar Dhanuka is entitled only to the sitting fee for attending the Board and committee meetings which is fixed at Rs.25,000/- (Rupees Twenty five thousand Only) per Board Meeting and Rs.5,000 (Rupees Five Thousand Only) per Committee meeting
Note 1 – As on March 31, 2021, M/s Dhanuka Laboratories Limited holds 98% of shares in the Company where Shri Arun Kumar Dhanuka, Non-Executive Director is a Director and Member. Shri Arun Kumar Dhanuka is also one of the Significant Beneficial Owners of M/s Dhanuka Laboratories Limited	