



(Formerly Orchid Chemicals & Pharmaceuticals Ltd.)

**A Dhanuka Group Company**

CIN: L24222TN1992PLC022994

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## NOTICE OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27<sup>th</sup> Annual General Meeting of the members of **Orchid Pharma Limited** will be held on **Wednesday, December 30, 2020 at 12:00 Noon** 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:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020;
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020;
- c) 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 March 31, 2020 and the Reports of the Board of Directors and Auditors thereon laid before this meeting are hereby considered and adopted."

### SPECIAL BUSINESS

#### 2. Ratification of Remuneration to Cost Auditor for the Financial year 2020-21

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-imbursment 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 2020- 2021, be and is hereby ratified and confirmed."

#### 3. Appointment of Dr Dharam Vir (DIN: 08771224) as an Independent Director

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 Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Dr Dharam Vir (DIN: 08771224) who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from June 29, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company and who shall hold office up to the date of the ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from June 29, 2020."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



#### 4. Appointment of Smt Tanu Singla (DIN: 08774132) as an Independent Director

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 Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory amendment or modification or re-enactment thereof, for the time being in force) Smt Tanu Singla (DIN:08774132) who has submitted a declaration stating that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from June 29, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company, who shall hold office up to the date of the ensuing Annual General Meeting and who is eligible for appointment as a Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from June 29, 2020."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### 5. Appointment of Shri Manoj Kumar Goyal (DIN: 06361663) as an Independent Director

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 Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

('Listing Regulations') (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Shri Manoj Kumar Goyal (DIN: 06361663) who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from June 29, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company, who shall hold office up to the date of the ensuing Annual General Meeting and who is eligible for appointment as a Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from June 29, 2020."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### 6. Appointment of Shri Mudit Tandon (DIN: 06417169) as an Independent Director

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 Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Shri Mudit Tandon (DIN:06417169) who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from June 29, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 75 of the Articles of Association of the Company, who shall hold office up to the date of the ensuing Annual General Meeting and who is eligible for appointment as a Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable

to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from June 29, 2020."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### **7. Appointment of Shri Arun Kumar Dhanuka (DIN: 00627425) as Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Arun Kumar Dhanuka (DIN: 00627425), who was appointed as an Additional Director (Non-Executive, Non Independent Director) of the Company, with effect from March 31, 2020, by the Monitoring Committee/ Board of Directors in terms of Section 161 of the Act and Articles of Association of the Company, who shall hold office up to the date of the ensuing Annual General Meeting and who is eligible for appointment as a Director of the Company and has given his consent be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company or the Company Secretary, be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution."

#### **8. Appointment of Shri Ram Gopal Agarwal (DIN: 00627386) as Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri. Ram Gopal Agarwal (DIN: 00627386) who was appointed as an Additional Director (Non-Executive, Non Independent Director) of the Company, with effect from March 31, 2020, by the Monitoring Committee/ Board of Directors in terms of Section 161 of the Act and Articles of Association of the Company, who shall hold office up to the date of the ensuing Annual General Meeting and who is eligible for appointment as a

Director of the Company and has given his consent, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company or the Company Secretary, be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution."

#### **9. Appointment of Shri Manish Dhanuka (DIN: 00238798) as Managing Director**

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, pursuant to the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Shri Manish Dhanuka (DIN: 0238798) as Managing Director of the Company (Key Managerial Personnel) for a period commencing from June 29, 2020 to February 27, 2025 whose office shall not be liable to determination by retirement of directors by rotation, subject to the approval of the members at the ensuing General meeting on the terms and conditions as set out below with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Shri Manish Dhanuka."

#### **Terms and Conditions of Appointment**

**1. Period of Appointment:** Appointment shall be for a period beginning from June 29, 2020 to February 27, 2025.

#### **2. Details of Remuneration: -**

**A. Salary** - Rs. 5 Lakhs (Rupees Five Lakhs only) per month from June 29, 2020. The Board of Directors has also approved the increment in the Salary of Shri Manish Dhanuka by 10% of fixed salary every year.



**B. Commission:** Commission at 2% of Cash profit of the Company for each financial year

In adherence with Sub – section (b)(iii) of Section III of Schedule V of the Companies Act, 2013, any remuneration may be fixed for the Managerial personnel for a period of five years from the date of approval of Resolution plan by the National Company Law Tribunal (February 28, 2020- February 27, 2025). Accordingly, any remuneration may be fixed for the Managerial personnel for the period till February 27, 2025.

**C. Perquisites and Allowances:-** In addition to the Salary & Commission, Shri Manish Dhanuka shall be entitled to the following perquisites and allowances.:

- i. Furnished accommodation or House Rent Allowance (HRA) in lieu thereof and house maintenance allowance (Gas, Electricity, Water, Repairs, Security, etc.) thereof.
- ii. One Company maintained Car with reimbursement of Driver's salary
- iii. Reimbursement of Medical Expenses/Medical Insurance Premium incurred for self and his Family
- iv. Leave Travel Concession - For self and his family once in a year incurred in accordance with the Rules of the Company
- v. Personal Accident Insurance premium.
- vi. Ex-gratia, Bonus & Incentive - In accordance with the Rules and discretion of the Trustees of the Fund/Board of Directors
- vii. Any other perquisite or allowance as may be agreed to by the Board of Directors and the Managing Director.

The Salary, Commission, Perquisites & Allowances all put together as mentioned in A, B and C above would be subject to the overall limits prescribed under the provisions of Companies Act, 2013.

**D. Other Benefits:-**

Apart from "A", "B" and "C" above, Shri Manish Dhanuka, Managing Director would be entitled for the following benefits as per the rules and regulations of the company, which would not be considered for computing the overall limits under the provisions of Companies Act, 2013.

- i. Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund or any other Fund as per the Rules and Regulations of the Company.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of leave as per the Rules of the Company

Note:- I. For the purpose of calculating the overall limits under the provisions of Companies Act, 2013, perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable. In

the absence of such Rules, perquisites shall be evaluated at actual cost.

II. For the purposes of perquisites, "family" means spouse, dependent children and dependent parents of Shri Manish Dhanuka.

**3. Other Terms:** - Subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Shri Manish Dhanuka shall have the responsibility for the overall management of the affairs of the Company and shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board, in the best interests of the Company.

The remuneration i.e., Salary, Commission, Perquisites, Allowances and other Benefits of Shri Manish Dhanuka has been fixed in accordance with Part II, Section III (b) (iii), of the Schedule V of the Companies Act, 2013 (Remuneration payable by companies having no profit or inadequate profit in certain special circumstances) which states that the Company in relation to which a resolution plan has been approved by the National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, may pay any remuneration to its managerial persons, for a period of five years from the date of such approval.

Subject to the provisions of sections I to IV of Schedule V of the Companies Act, 2013, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

**RESOLVED FURTHER THAT** any of the Director(s) of the company be & are hereby severally authorised to file, sign, execute and to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of the e-form(s) with the Registrar of Companies."

**10. Appointment of Shri Mridul Dhanuka (DIN: 00199441) as Whole Time Director**

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 Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, pursuant to the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company consent of the Board of Directors of

the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Shri Mridul Dhanuka (DIN:00199441) as Whole Time Director of the Company for a period commencing from June 29, 2020 to February 27, 2025 whose office shall be liable to determination by retirement of directors by rotation, subject to the approval of the members at the ensuing General meeting on the terms and conditions as set out below with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Shri Mridul Dhanuka."

#### Terms and Conditions of Appointment

**1. Period of Appointment:** Appointment shall be for a period beginning from June 29, 2020 to February 27, 2025.

#### 2. Details of Remuneration:-

**A. Salary** - Rs. 5 Lakhs (Rupees Five Lakhs only) per month from June 29, 2020. The Board of Directors has also approved the increment in the Salary of Shri Mridul Dhanuka by 10% of fixed salary every year.

**B. Commission:** Commission at 2% of Cash profit of the Company for each financial year

In adherence with Sub - section (b)(iii) of Section III of Schedule V of the Companies Act, 2013, any remuneration may be fixed for the Managerial personnel for a period of five years from the date of approval of Resolution plan by the National Company Law Tribunal (February 28, 2020- February 27, 2025). Accordingly, any remuneration may be fixed for the Managerial personnel for the period till February 27, 2025.

**C. Perquisites and Allowances:-** In addition to the Salary and Commission, Shri Mridul Dhanuka shall be entitled to the following perquisites and allowances:

- i. Furnished accommodation or House Rent Allowance (HRA) in lieu thereof and house maintenance allowance (Gas, Electricity, Water, Repairs, Security, etc.) thereof.
- ii. One Company maintained Car with reimbursement of Driver's salary
- iii. Reimbursement of Medical Insurance Premium incurred for self and his Family
- iv. Leave Travel Concession - For self and his family once in a year incurred in accordance with the Rules of the Company
- v. Personal Accident Insurance premium.

vi. Ex-gratia, Bonus & Incentive - In accordance with the Rules and discretion of the Trustees of the Fund/Board of Directors.

vii. Any other perquisite or allowance as may be agreed to by the Board of Directors and the Whole Time Director.

The Salary, Commission, Perquisites & Allowances all put together as mentioned in A, B and C above would be subject to the overall limits prescribed under the provisions of Companies Act, 2013

#### D. Other Benefits:-

Apart from "A", "B" and "C" above, Shri Mridul Dhanuka, Whole Time Director would be entitled for the following benefits as per the rules and regulations of the company, which would not be considered for computing the overall limits under the provisions of Companies Act, 2013.

i. Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund or any other Fund as per the Rules and Regulations of the Company.

ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

iii. Encashment of leave as per the Rules of the Company

Note:- I. For the purpose of calculating the overall limits under the provisions of Companies Act, 2013, perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual cost.

II. For the purposes of perquisites, "family" means spouse, dependent children and dependent parents of Shri Mridul Dhanuka.

**3. Other Terms:** - Subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Shri Mridul Dhanuka shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board including performing duties as assigned by the Managing Director, from time to time, in the best interests of the Company.

The remuneration i.e., Salary, Commission, Perquisites, Allowances and other Benefits of Shri Mridul Dhanuka has been fixed in accordance with Part II, Section III (b) (iii), of the Schedule V of the Companies Act, 2013 (Remuneration payable by companies having no profit or inadequate profit in certain special circumstances) which states that the Company in relation to which a resolution plan has been approved by the National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, may pay any remuneration to its managerial persons, for a period of five years from the date of such approval.





**RESOLVED FURTHER THAT** any of the Director(s) of the company be & are hereby severally authorised to file, sign, execute and to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of the e-form(s) with the Registrar of Companies.”

#### **11. Approval for Material Related Party Transactions**

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 Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Company's policy on Related party transaction(s) and pursuant to the consent of the Audit Committee and the Board and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the approval of the Members of the Company be and is hereby accorded for the material related party arrangements/ transactions entered/ to be entered into during the financial year 2020-2021 (including any modifications, alterations, amendments or renewal thereto) in the ordinary course of business and on arm's length basis 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 as more particularly enumerated in the explanatory statement to the Notice on such terms and conditions as may be agreed between the Company and M/s. Otsuka Chemicals (India) Private Limited.

**RESOLVED FURTHER THAT** 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”.

#### **12. SELL, LEASE OR OTHERWISE DISPOSE OF WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S) OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015, and subject to requisite approvals of all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary and such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease, transfer/divest or otherwise dispose-of, the Company's investment (both present and future), the Company's tangible/intangible assets, immovable/movable property/ies/undertaking/s as may be determined by the Board to repay its dues/liabilities, retirement of debts and to meet growth objectives for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company provided that the aggregate amount of such transactions shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

#### **13. FUND RAISING THROUGH ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1) (c), 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof) (collectively, the “**Act & Rules**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“**ICDR Regulations**”), SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, the applicable provisions of the Foreign Exchange Management

Act, 1999 ("FEMA") any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; the Uniform Listing Agreement entered into by the Company with the Stock Exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and in accordance with applicable rules, regulations, guidelines, circulars and clarifications issued by Government of India ("**GOI**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities and subject to (a) any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot such number of Equity Shares of the Company of the Face Value of Rs.10/- each ("**Equity Shares**") on preferential allotment/private placement basis to eligible investors, for an aggregate amount not exceeding Rs. 300 Crores/- (Rupees Three Hundred Crores Only ) (inclusive of such premium as may be fixed on such Equity Shares) in one or more series/tranches and at such price or prices, at premium to market price or prices in such manner and on such terms and conditions which may be agreed to by the Board at its discretion and appropriate in accordance with all applicable laws, rules and regulations for the time being in force in this regard ("**the issue**") and without requiring any further approval or consent from the members.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari- passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Equity Shares to be issued shall be listed with the stock exchanges, where the existing Equity Shares of the Bank are listed.

**RESOLVED FURTHER THAT** the relevant date for determination of price of Equity Shares to be issued, offered and allotted by

way of the proposed issues shall be the date as may be fixed in accordance with ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** the allotment of Equity Shares shall be completed within a period of 365 days from the date of this Resolution approving the proposed issue or such other time as may be permitted under ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deed, matters and things as may in their absolute discretion deem necessary and desirable for such purpose, including without limitations, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other directors(s), and/or officer(s) of the Company."

For and on behalf of the Board of Directors of

**Orchid Pharma Limited**

Date: November 11, 2020  
Place: New Delhi

**Manish Dhanuka**  
Managing Director



## NOTES:

1. 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 meeting, is annexed hereto.

2. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 allows conducting of Annual General Meeting of the Company 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 (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](http://www.orchidpharma.com)

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 authorised 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 to are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail on [lalitha.companysecretary@gmail.com](mailto:lalitha.companysecretary@gmail.com) with a copy marked to RTA- [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) and Ms. Nikita K ([nikitak@orchidpharma.com](mailto:nikitak@orchidpharma.com)) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

4. M/s. CNGSN& Associates LLP, Chartered Accountants, continue to be the Statutory Auditors of the Company for the current financial year 2020-2021.

5. The Register of Members and the Share Transfer Books will remain closed from Wednesday, December 23, 2020 to Wednesday, December 30, 2020 both days inclusive for the purpose of Annual General Meeting for the financial year 2019-2020.

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 3rd December 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](mailto: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](mailto: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 AGM along with the Annual Report for the financial year 2019-2020 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 27th AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2019-2020 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](http://www.evotingindia.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 27<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during 27<sup>th</sup> 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 has appointed CS Lalitha S, Practising Company Secretary M/s. LB& Co. (Membership No. 4464, CP No. 2666) having address at 2<sup>nd</sup> floor, No.36/98, Halls road, Kilpauk, Chennai-600010 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](http://www.orchidpharma.com) and on [www.evotingindia.com](http://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 Director's 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 27<sup>th</sup> Annual General Meeting of the Company.

22. The relevant details as required by 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 appointment as Directors, is provided in the annexure attached



to this notice. The directors have furnished consent/declaration for their appointment as required under the Companies Act, 2013 and the Rules framed thereunder.

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

24. 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.

25. In compliance with Section 108 of the Companies Act, 2013,

Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by CDSL for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised evoting's 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, will be provided by CDSL.

26. The Notice of the 27<sup>th</sup> AGM and instructions for e-voting is being sent to all members by e-mail.

27. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of this AGM.

CALENDAR-AGM		
S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, December 23 , 2020
2.	Book Closure Dates	From Wednesday, December 23 , 2020 to Wednesday, December 30, 2020(both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M (IST) on Saturday, December 26, 2020 till 5.00 P.M. (IST) on Tuesday , December 29, 2020
4.	Date & Time of AGM	Wednesday, December 30, 2020 at 12:00 Noon (IST)

#### Instructions for e-voting

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 pleased to offer remote e-voting facility to its Members, in respect of the business to be transacted at the AGM as set forth in the Notice convening the 27<sup>th</sup> Annual General Meeting to be held on Wednesday, December 30 , 2020 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 Wednesday , December 30, 2020.

#### General Instructions:

1. The remote e-voting period commences at 9.00 A.M. (IST) on **Saturday, December 26, 2020** and ends at 05.00 P.M (IST) on **Tuesday, December 29, 2020**. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of **December 23, 2020** 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. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the

Company, holding shares either in physical form or in dematerialised form, as on the **December 23, 2020** cut-off date (and who have not cast their vote electronically during currency of remote e-voting) may only cast their vote at the Annual General Meeting.

3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

4. 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. December 23, 2020 may obtain the login ID and password by sending a request in writing at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

5. 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 (December 23, 2020) only shall be entitled to avail the facility of remote e-voting/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

6. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on **December 23, 2020**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orchidpharma.com](http://www.orchidpharma.com) and on the website of the CDSL within two days of the passing of the resolutions at the 27th Annual General Meeting of the Company and communicated to National Stock Exchange of India Limited and BSE Limited.

8. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 27th Annual General Meeting.

#### **Steps for Remote e-voting**

1	The voting period begins on <b>Saturday, December 26, 2020 at 9:00A.M. (IST)</b> and ends on <b>Tuesday, December 29, 2020 at 5:00 P.M. (IST)</b> During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date <b>December 23, 2020</b> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue Open the internet browser and type the following URL- URL: <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
2	Click on "Shareholders/Members" module to cast your votes
3	Now enter your User ID <b>For members holding shares in demat form</b> a) For CDSL: 16 digits beneficiary ID b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID <b>For members holding shares in Physical form</b> c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
4	Next enter the Image Verification (Captcha Code) as displayed and Click on Login
5	If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any company, then your existing password is to be used.



6	<p><b>If you are a first time user follow the steps given below:</b></p> <p><b>For Shareholders holding shares in Demat Form and Physical Form PAN:</b> 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 which is mentioned in the e-mail communication in the PAN field sent by Company / RTA or contact Company / RTA</p> <p><b>Dividend Bank Details OR Date of Birth (DOB):</b> Enter the Dividend Bank Details or Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format 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.</p>
8	After entering these details appropriately, click on "SUBMIT" tab.
9	Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
10	For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
11	Click on the EVSN for the Orchid Pharma Limited on which you choose to vote
12	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
13	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
14	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
15	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
16	You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
17	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.
18	Shareholders can also cast their vote using CDSL's mobile app "mVoting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
19	<p>Non individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the "Corporates" module.</p> <p>(a) A scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</p> <p>(b) 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</p> <p>(c) 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.</p> <p>(d) 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 (<a href="mailto:lalitha.companysecretary@gmail.com">lalitha.companysecretary@gmail.com</a>) with a copy to the mail (<a href="mailto:nikitak@orchidpharma.com">nikitak@orchidpharma.com</a>) and to the RTA (<a href="mailto:yuvraj@integratedindia.in">yuvraj@integratedindia.in</a>), if they have voted from individual tab &amp; not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.</p>
20	If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542)
21	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, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on 022-23058542/43

**Process for those shareholders whose email addresses are not registered with the depositories or obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

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) through email.
2. For Demat shareholders: Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) through email. The above documents need to be sent to the email address of the Company / RTA viz: **nikitak@orchidpharma.com/ yuvraj@integratedindia.in**

**Instructions for shareholders attending the AGM through VC / OAVM are as under:**

1. Shareholders will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / Desktop / 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.
3. 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 WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
4. 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 at least 03 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 03 days** prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at **nikitak@orchidpharma.com**

Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

**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 November 11, 2020

**Item No. 2 – Ratification of remuneration to Cost Auditor**

The Audit Committee and the Board of Directors of the Company at their meetings held on September 07, 2020 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 2020-2021.

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.2 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 2020-2021 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 September 07, 2020.

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.2 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. 2 to the shareholders of the Company.

**Item No. 3 – Appointment of Dr. Dharam Vir (DIN: 08771224) as an Independent Director**

The Board of Directors of the Company at its meeting held on June 29, 2020 had appointed Dr. Dharam Vir (DIN: 08771224) as an Additional Director (Independent Director) of the company pursuant to Section 149, 152 and 161 of the Companies Act, 2013 to hold office from June 29, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Dr Dharam Vir holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director.

Dr Dharam Vir is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and has also given declaration that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the





Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The proposed resolution set out at Item No.3, seeks the approval of members for the appointment of Dr Dharam Vir as an Independent Director of the Company for the first term of five consecutive years with effect from June 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

In the opinion of the Board, Dr Dharam Vir fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and meets the criteria of Independence and fulfils the conditions for appointment as Independent Director in terms of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also submitted his willingness to act as Director of Company.

Considering his rich and wide experience, the Board of Directors at their meeting held on June 29, 2020 recommended for the approval of the Members the appointment of Dr Dharam Vir as Independent Director for first term of 5 (Five) consecutive years.

Dr Dharam Vir shall hold office for a period of 5 (Five) consecutive years with effect from 29<sup>th</sup> June, 2020 until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2025.


A Copy of the draft letter for appointment, setting out his terms and conditions of appointment of Dr Dharam Vir as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection in electronic form throughout the continuance of 27<sup>th</sup> Annual General Meeting. Except Dr Dharam Vir, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

The Board hereby recommends the Resolution as set out at Item No. 3 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.3 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

**Brief Profile of the Director**

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed at the Twenty Seventh Annual General Meeting of the company are furnished below.

Particulars	Item No.3
	<p><b>Dr Dharam Vir</b> Independent Director</p>
Name & Age of the Director	Dr Dharam Vir, 59 years
Date of Birth	15.03.1961
Qualifications	Dr Dharam Vir holds a Bachelor's degree in Chemistry, Master's degree in Organic Chemistry and Ph.D. Degree in Synthetic Organic/Heterocyclic /Medicinal Chemistry and Post-Doctoral experience (WHO Project). He was also awarded post-doctoral fellowships from University of Illinois at Chicago, USA, and Georgia State University Atlanta USA.
Brief resume, Experience and expertise in specific functional areas	Dr Dharam Vir has rich experience of about 32 years in Pharmaceutical Industry wherein he has played significant role in both strategic and operational aspects of Rand D and IP by identifying and commercialization of many IP-based-R and D-enabled business driven opportunities in many regulated markets to sustain in pharma business. In his career span of 32 years, he worked with Ranbaxy Laboratories Ltd. (Now Sun Pharma Industries Ltd.) for more than about 20 years. He was associated with Jubilant Generics Ltd. for more than about 11 years. At Jubilant, he headed a multi-locational diversely qualified API R and D team including Process Chemistry Scientists, Intellectual Property Scientists, Chemical Engineers, Analytical Research Scientists, Compliance personnel, Tech Transfer and Pilot.

Particulars	Item No.3
	<p>He has been trained by Singularity University, USA on Foundations of Exponential Thinking and on Digital Transformation to bring Technological Disruption and Digital Intervention in Rand D Labs by Bain and AT Kearney consultants. He has undergone various other intensive training programs pertaining to leadership, lean six sigma championship, QbD, Trends in Drug Discovery, asset management and capacity enhancement etc. He has more than 100 unique inventions/Patent Applications/Patents and several Research Publications in reputed International Scientific Journals to his credit bearing testimony to his scientific achievements.</p> <p>He has been an active and prominent speaker at various domestic and international forums. He was awarded "Lifetime Achievement Award - For Outstanding Contribution and Excellence" as an IP Professional by IP Era, Mumbai (India) in 2015. He was the member of The Society of Chemical Industry, UK for more than 5 years till December 2019.</p>
Date of first appointment on the Board	June 29, 2020
List of other Public companies in which Directorships held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Orchid Pharma Limited Stakeholder Relationship Committee- Member & Chairman (w. e. f June 29, 2020)
Chairman/ Member of the Committee of the Other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr Dharam Vir is not related to any of the Directors/Key Managerial Personnel of the Company
Number of meetings attended during the year	NA*
Terms and conditions of appointment along with details of remuneration sought to be paid	In terms of Section 149 and other applicable provisions of the Act, Dr Dharam Vir is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Dr Dharam Vir as Independent Director was placed before the Board which recommends his appointment as Independent Director for a term of 5 years with effect from June 29, 2020. Dr Dharam Vir 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
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Dr Dharam Vir fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.
* The Independent Directors were inducted on the Board of the Company with effect from June 29, 2020.	



#### **Item No. 4 – Appointment of Smt. Tanu Singla (DIN: 08774132) as an Independent Director**

The Board of Directors of the Company at its meeting held on June 29, 2020 appointed Smt. Tanu Singla (DIN: 08774132) as an Additional Director (Independent Director) of the company pursuant to Section 149, 152 and 161 of the Companies Act, 2013 to hold office from June 29, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt Tanu Singla holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director.

Smt Tanu Singla is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director and has also given declaration that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The proposed resolution set out at Item No.4, seeks the approval of members for the appointment of Smt Tanu Singla as an Independent Director of the Company for the first term of five consecutive years with effect from June 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

In the opinion of the Board, Smt Tanu Singla fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for her appointment as an Independent Director of the Company and meets the criteria of Independence and fulfills the conditions for appointment as Independent Director in terms of

Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also submitted his willingness to act as Director of Company.

Considering her rich and wide experience, the Board of Directors at their meeting held on June 29,2020 recommended for the approval of the Members the appointment of Smt Tanu Singla as Independent Director for first term of 5(Five) consecutive years. Smt Tanu Singla shall hold office for a period of 5 (Five) consecutive years with effect from 29<sup>th</sup> June, 2020 until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2025.

A Copy of the draft letter for appointment, setting out the terms and conditions of appointment of Smt Tanu Singla as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection in electronic form throughout the continuance of 27<sup>th</sup> Annual General Meeting.

Except Smt Tanu Singla, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

The Board hereby recommends the Resolution as set out at Item No. 4 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

#### **THE INFORMATION IN RESPECT OF ITEM NO.4 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

##### **Brief Profile of the Director**

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed at the Twenty Seventh Annual General Meeting of the company are furnished below.

Particulars	Item No.4
 <p><b>Smt Tanu Singla</b> Independent Director</p>	
Name & Age of the Director	Smt Tanu Singla, 34 years
Date of Birth	20.11.1985

Particulars	Item No.4
Qualifications	Smt Tanu Singla is a Member of the Institute of Company Secretaries of India, holds a Bachelors degree in Legislative Law and Diploma in Finance Management.
Brief resume, Experience and expertise in specific functional areas	Smt Tanu Singla has an experience of more than ten years as a Company Secretary in Real Estate and Media Industry. She has expertise in Business Management, Finance, Accounts, Audit, real estate matters etc.
Date of first appointment on the Board	June 29, 2020
List of other Public companies in which Directorships held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Orchid Pharma Limited Audit Committee- Member (w. e. f June 29, 2020) Stakeholder Relationship Committee- Member (w. e. f June 29, 2020)
Chairman/ Member of the Committee of the Other companies in which she is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Smt Tanu Singla is not related to any of the Directors/Key Managerial Personnel of the Company.
Number of meetings attended during the year	NA*
Terms and conditions of appointment along with details of remuneration sought to be paid	In terms of Section 149 and other applicable provisions of the Act, Smt Tanu Singla is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Smt Tanu Singla as Independent Director was placed before the Board which recommends her appointment as Independent Director for a term of 5 years with effect from June 29, 2020. Smt Tanu Singla 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.
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Smt Tanu Singla fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.
* The Independent Directors were inducted on the Board of the Company with effect from June 29, 2020.	



#### **Item No. 5 – Appointment of Shri Manoj Kumar Goyal (DIN: 06361663) as an Independent Director**

The Board of Directors of the Company at its meeting held on June 29, 2020 had appointed Shri Manoj Kumar Goyal (DIN: 06361663) as an Additional Director of the company (Independent Director) of the company pursuant to Section 149, 152 and 161 of the Companies Act, 2013 to hold office from June 29, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Shri Manoj Kumar Goyal holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director.

Shri Manoj Kumar Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director and has also given declaration that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The proposed resolution set out at Item No.5, seeks the approval of members for the appointment of Shri Manoj Kumar Goyal as an Independent Director of the Company for the first term of five consecutive years with effect from June 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

In the opinion of the Board, Shri Manoj Kumar Goyal fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and meets the criteria of

Independence and fulfills the conditions for appointment as Independent Director in terms of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also submitted his willingness to act as Director of Company.

Considering his rich and wide experience, the Board of Directors at their meeting held on June 29, 2020 recommended for the approval of the Members the appointment of Shri Manoj Kumar Goyal as Independent Director for first term of 5 (Five) consecutive years. Shri Manoj Kumar Goyal shall hold office for a period of 5 (Five) consecutive years with effect from 29th June, 2020 until the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2025.

A Copy of the draft letter for appointment, setting out his terms and conditions of appointment of Shri Manoj Kumar Goyal as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection in electronic form throughout the continuance of 27th Annual General Meeting.


Except Shri Manoj Kumar Goyal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

The Board hereby recommends the Resolution as set out at Item No. 5 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

#### **THE INFORMATION IN RESPECT OF ITEM NO.5 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

##### **Brief Profile of the Director**

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed at the Twenty Seventh Annual General Meeting of the company are furnished below.

Particulars	Item No.5
 <b>Shri Manoj Kumar Goyal</b> Independent Director	
Name & Age of the Director	Shri Manoj Kumar Goyal, 44 years
Date of Birth	26.05.1976



Particulars	Item No.5
Qualifications	Shri Manoj Kumar Goyal is a commerce graduate with Honours and passed Chartered Accountancy examination in 2001. He became a Fellow Member of the Institute of Chartered Accountants of India in 2006.
Brief resume, Experience and expertise in specific functional areas	Shri Manoj Kumar Goyal has about 19 years of experience in the field of Taxation, Audit, Accounting, Finance, Banking and Law. He is the Managing Partner of Goyal Malhotra and Associates, Chartered Accountants since the inception of the firm. He was a Statutory Auditor of different Banks, Insurance Companies and public sector undertaking. Besides this he has passed many certificate course organized by the Institute of Chartered Accountants of India.
Date of first appointment On the Board	June 29, 2020
List of other Public companies in which Directorships held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Orchid Pharma Limited Audit Committee - Member & Chairman (w. e. f June 29, 2020) Stakeholder Relationship Committee - Member (w. e. f September 07, 2020) Nomination and Remuneration Committee- Member (w. e. f September 07, 2020)
Chairman/ Member of the Committee of the Other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Manoj Kumar Goyal is not related to any of the Directors/ Key Managerial Personnel of the Company.
Number of meetings attended during the year	NA*
Terms and conditions of appointment along with details of remuneration sought to be paid	In terms of Section 149 and other applicable provisions of the Act, Shri Manoj Kumar Goyal is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Shri Manoj Kumar Goyal as Independent Director was placed before Board, which recommends his appointment as Independent Director for a term of 5 years with effect from June 29, 2020. Shri Manoj Kumar Goyal 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
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Shri Manoj Kumar Goyal fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.
* The Independent Directors were inducted on the Board of the Company with effect from June 29, 2020.	



**Item No. 6 – Appointment of Shri Mudit Tandon (DIN: 06417169) as an Independent Director**

The Board of Directors of the Company at its meeting held on June 29, 2020 had appointed Shri Mudit Tandon (DIN: 06417169) as an Additional Director (Independent Director) of the company pursuant to Section 149, 152 and 161 of the Companies Act, 2013 to hold office from June 29, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Mudit Tandon holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director.

Shri Mudit Tandon is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and has also given declaration that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The proposed resolution set out at Item No.6, seeks the approval of members for the appointment of Shri Mudit Tandon as an Independent Director of the Company for the first term of five consecutive years with effect from June 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

In the opinion of the Board, Shri Mudit Tandon fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and meets the criteria of Independence and fulfills the conditions for appointment as Independent Director in terms


of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also submitted his willingness to act as Director of Company.

Considering his rich and wide experience, the Board of Directors at their meeting held on June 29, 2020 recommended for the approval of the Members the appointment of Shri Mudit Tandon as Independent Director for first term of 5 (Five) consecutive years. Shri Mudit Tandon shall hold office for a period of 5 (Five) consecutive years with effect from 29<sup>th</sup> June, 2020 until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2025.

A Copy of the draft letter for appointment, setting out his terms and conditions of appointment of Shri Mudit Tandon as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection in electronic form throughout the continuance of 27<sup>th</sup> Annual General Meeting. Except Shri Mudit Tandon, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

The Board hereby recommends the Resolution as set out at Item No. 6 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.6 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

Particulars	Item No.6
 <p><b>Shri Mudit Tandon</b> Independent Director</p>	
Name & Age of the Director	Shri Mudit Tandon, 37 years
Date of Birth	30.11.1982

Particulars	Item No.6
Qualifications	Shri Mudit Tandon has completed the PGP in Management program at the Indian School of Business with a specialization in Finance and Strategy. He also holds a BS degree in Computer Science from Illinois Institute of Technology.
Brief resume, Experience and expertise in specific functional areas	Shri Mudit Tandon has 16 years of experience. He is Director at Tex Fasteners. He is currently responsible for Finance and Strategy of the group. In his past assignments, he has run the India operations as well as the Bangladesh operations of the group. Before joining Tex Fasteners, he was associated with a leading Indian private equity firm as Principal. He has also worked with Motorola in Arlington Heights, IL in the past.
Date of first appointment On the Board	June 29, 2020
List of other Public companies in which Directorships held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Orchid Pharma Limited Nomination and Remuneration Committee- Member & Chairman (w. e. f June 29, 2020)
Chairman/ Member of the Committee of the other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Mudit Tandon is not related to any of the Directors /Key Managerial Personnel of the Company.
Number of meetings attended during the year	NA*
Terms and conditions of appointment along with details of remuneration sought to be paid	In terms of Section 149 and other applicable provisions of the Act, Shri Mudit Tandon is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Shri Mudit Tandon as Independent Director was placed before the Board which recommends his appointment as Independent Director for a term of 5 years with effect from June 29, 2020. Shri Mudit Tandon 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
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Shri Mudit Tandon fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.
* The Independent Directors were inducted on the Board of the Company with effect from June 29, 2020.	



**Item No. 7 – Appointment of Shri Arun Kumar Dhanuka (DIN: 00627425) as Non-Executive Director**

Shri Arun Kumar Dhanuka (DIN: 00627425) was appointed as an Additional Director (Promoter, Non-Executive, Non-Independent) by the Monitoring Committee/ Board at their meeting held on 31<sup>st</sup> March, 2020.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri Arun Kumar Dhanuka holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. Shri Arun Kumar Dhanuka being eligible has offered himself for appointment as a Director.

Shri Arun Kumar Dhanuka is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Shri Arun Kumar Dhanuka shall be effective upon approval by the members in the Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view his vast past expertise, the Board of Directors is of the opinion that it will be in the interest of the Company that Shri Arun Kumar Dhanuka is


appointed as a Non-Executive Director of the Company, whose office is liable to retire by rotation.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Arun Kumar Dhanuka as a Non-Executive Director, for approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Arun Kumar Dhanuka as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Shri Ram Gopal Agarwal, Non-Executive Chairman, Shri Manish Dhanuka, Managing Director, Shri Mridul Dhanuka, Whole Time Director of the Company and Shri Arun Kumar Dhanuka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors recommends the resolution in relation to the appointment of Shri Arun Kumar Dhanuka as Non - Executive Non-Independent Director of the Company as set out in Item No. 7 for approval of the Members by way of a Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.7 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

Particulars	Item No.7
 <p><b>Shri Arun Kumar Dhanuka</b> Non-executive Director</p>	
Name & Age of the Director	Shri Arun Kumar Dhanuka, 63 years
Date of Birth	14.05.1957
Qualification	Shri Arun Kumar Dhanuka holds a degree in Bachelor of Commerce (Honors) from the Delhi University

Particulars	Item No.7
Brief resume, Experience and expertise in specific functional areas	Shri Arun Kumar Dhanuka has a distinguished corporate career and has 42 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. Shri Arun Kumar Dhanuka is a member of the Promoter group of the Company.
Date of first appointment On the Board	March 31, 2020
List of other Public companies in which Directorships held	
<b>Listed Public Company</b>	
M/s. Dhanuka Agritech Limited	Director
<b>Unlisted Public Company</b>	
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	Dhanuka Laboratories Limited Audit Committee- Member
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	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	One@
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
<p>@ Pursuant to the implementation of the approved Resolution plan, the Board of Directors was reconstituted on March 31, 2020 and only ONE meeting of the Board was convened during the Financial Year 2019-2020.</p> <p><b>Note 1</b> – As per the Resolution plan approved for the Company, M/s. Dhanuka Laboratories Limited (Where Shri Arun Kumar Dhanuka is a Director) has been allotted 4,00,00,072 Equity shares of Rs.10/- each on March 31, 2020. The Company has submitted applications for corporate actions for the above allotment to the Stock exchanges and the approval for the same is awaited.</p>	





**Item No. 8 – Appointment of Shri Ram Gopal Agarwal (DIN: 00627386) as Non-Executive Director**

Shri Ram Gopal Agarwal (DIN: 00627386) was appointed as an Additional Director (Promoter, Non-Executive, Non-Independent) by the Monitoring Committee/ Board at their meeting held on 31<sup>st</sup> March, 2020. Considering his rich and varied experience the Board of Directors based on the recommendation of the Nomination and Remuneration Committee designated him as the Non-Executive Chairman of the Board with effect from June 29, 2020. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri Ram Gopal Agarwal holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. Shri Ram Gopal Agarwal being eligible has offered himself for appointment as a Director.

Shri Ram Gopal Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Shri Ram Gopal Agarwal shall be effective upon approval by the members in the Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view his vast past expertise, the Board of Directors is of the opinion that it will be in


the interest of the Company that Shri Ram Gopal Agarwal is appointed as a Non-Executive Director of the Company, whose office is liable to retire by rotation.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Ram Gopal Agarwal as a Non-Executive Director, for approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Ram Gopal Agarwal as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Shri Arun Kumar Dhanuka, Non-Executive Director, Shri Manish Dhanuka, Managing Director, Shri Mridul Dhanuka, Whole Time Director of the Company and Shri Ram Gopal Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board of Directors recommends the resolution in relation to the appointment of Shri Ram Gopal Agarwal as Non - Executive Non-Independent Director of the Company as set out in Item No. 8 for approval of the Members by way of a Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.8 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

Particulars	Item No.8
 <p><b>Shri Ram Gopal Agarwal</b> Non-executive Director &amp; Chairman</p>	
Name & Age of the Director	Shri Ram Gopal Agarwal, 71 years
Date of Birth	30.07.1949
Qualification	Shri Ram Gopal Agarwal holds a degree in Bachelor of Commerce (Honors).
Brief resume, Experience and expertise in specific functional areas	Shri Ram Gopal Agarwal has 52 years of rich and wide experience. Shri Ram Gopal Agarwal is Founder Chairman of Dhanuka Group. He is a decisive and action oriented visionary who took over a sick pesticide Company named Northern Mineral Pvt. Ltd. in 1980 and transformed into a Rs 1000 Crore organization called Dhanuka Agritech Ltd. His deep commitment and inspiring leadership in initial turbulent days is an example worth inculcating and his passion to contribute to Indian Agriculture is commendable.

	His ability to prioritize and deal effectively with a number of tasks simultaneously reinforced with the skills to make effective decisions, has metamorphosed the business venture into one of the fastest growing Agrochemical Company in India In order to achieve his aspiration of "Transforming India through Agriculture" he has dedicated himself to bring changes in Agrochemicals Industry and the farming community. His contribution for adopting newer farming techniques at the grass root level, judicious use of agro chemicals in farming and imparting knowledge through his nationwide network of distributors and Dhanuka Doctors in field has resulted in the overall prosperity of farmers. Shri Ram Gopal Agarwal has been the past Chairman of CCFI, (Crop Care Federation of India) the apex Chamber of all Indian Agrochemical majors. He is also Chairman of Advisory Committee of AGRO Chemicals Federation of India. Shri Ram Gopal Agarwal, Group Chairman, has been bestowed with many Awards for his tremendous contribution in Agro Industry like "Life Time Achievement Award" by Agri Business Summit & Agri Awards 2019, "Distinguished Contribution to Indian Agrochemicals Industry" during India Chem 2016 International Conference organised by FICCI etc.
Date of first appointment On the Board	March 31, 2020
List of other Public companies in which Directorships held	
<b>Listed Public Company</b>	
M/s. Dhanuka Agritech Limited	Director
Chairman/ Member of the Committee of the Board of Director of the Company	Nil
Chairman/ Member of the Committee of the other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Refer Note 2 appended herewith
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri. Ram Gopal Agarwal, Non-Executive Director is the cousin brother of Shri. Arun Kumar Dhanuka, Non-Executive Director and Shri Manish Dhanuka, Managing Director. Shri Mridul Dhanuka, Whole Time Director, is nephew of Shri. Ram Gopal Agarwal.  Except as stated above, Shri Ram Gopal Agarwal is not related to other Directors and Key Managerial Personnel of the Company
Number of meetings attended during the year	Nil@
Terms and conditions of appointment along with details of remuneration sought to be paid	Shri Ram Gopal Agarwal 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
<p>@ Pursuant to the implementation of the approved Resolution plan, the Board of Directors was reconstituted on March 31, 2020 and only ONE meeting of the Board was convened during the Financial Year 2019-2020.</p> <p><b>Note 2 :</b> As per the Resolution plan approved for the Company, M/s. Dhanuka Laboratories Limited (Where Shri Ram Gopal Agarwal is a Member) has been allotted 4,00,00,072 Equity shares of Rs.10/- each on March 31, 2020. The Company has submitted applications for corporate actions for the above allotment to the Stock exchanges and the approval for the same is awaited.</p>	



**Item No. 9 – Appointment of Shri Manish Dhanuka (DIN: 00238798) as Managing Director**

The Members of the Company at the 24th Annual General Meeting of the Company held on September 13, 2017 had approved the reappointment of Shri K Raghavendra Rao (DIN: 00010096) as Managing Director (erstwhile) for a period of three years with effect from July 01, 2017.

Pursuant to the implementation of the approved Resolution plan, the erstwhile Board of Directors are deemed to have resigned and the Board was reconstituted by the Monitoring Committee on March 31, 2020 with four (4) Additional Directors. Shri Manish Dhanuka was inducted as Additional Director on the Board of the Company with effect from March 31, 2020.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 29, 2020 had approved the appointment of Shri Manish Dhanuka as the Managing Director of the Company, subject to the approval of the members of the Company for the period commencing from June 29, 2020 to February 27, 2025 whose office shall not be liable to determination by retirement of directors by rotation on such terms and conditions and remuneration as set out in the resolution.

The remuneration i.e., Salary, Commission, Perquisites and Allowances and other benefits of Shri Manish Dhanuka has been fixed in accordance with Part II, Section III (b)(iii), of the Schedule V of the Companies Act, 2013 (Remuneration payable by companies having no profit or inadequate profit in certain special circumstances) which states that the Company in relation to which a resolution plan has been approved by the National Company Law Tribunal under the Insolvency and

Bankruptcy Code, 2016, may pay any remuneration to its managerial persons, for a period of five years from the date of such approval.


Shri Manish Dhanuka is also the Managing Director of M/s. Dhanuka Laboratories Limited (Holding Company). Subject to the provisions of sections I to IV of Schedule V of the Companies Act, 2013, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

Shri Manish Dhanuka is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view his rich and wide experience, the Board of Directors is of the opinion that it will be in the interest of the Company that Shri Manish Dhanuka is appointed as Managing Director of the Company.

Except Shri Ram Gopal Agarwal, Non- Executive Director and Chairman, Shri Arun Kumar Dhanuka, Non-Executive Director, Shri Mridul Dhanuka, Whole Time Director of the Company and Shri Manish Dhanuka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The Board of Directors recommends the resolution in relation to the appointment of Shri Manish Dhanuka as Managing Director of the Company as set out in Item No. 9 for approval of the Members by way of a Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.9 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

Particulars	Item No.9
 <p><b>Shri Manish Dhanuka</b> Managing Director</p>	
Name & Age of the Director	Shri Manish Dhanuka, 53years
Date of Birth	28.09.1967
Qualification	Shri Manish Dhanuka holds a B. Tech in Chemical Engineering from IIT, New Delhi, and M.S in Chemical Engineering from the University of Akron, USA

Particulars	Item No.9
Brief resume, Experience and expertise in specific functional areas	Shri Manish Dhanuka has 25 years of rich experience in research, evaluation, and teaching in the pharmaceutical industry with the expertise in innovative pharmaceutical technologies. He excels in creating economical Pharmaceutical technologies and accelerated evaluation process for improving healthcare. His wide-ranging experience of handling operations, commercial, marketing and finance in the manufacturing industry provides for his analytical and decision-making skills facilitating the restoration of the company to its glorious past and to achieve even greater heights. Before establishing Dhanuka Laboratories Ltd. in 1993, he began his career at Ranbaxy Labs Ltd. in New Delhi and worked there for 5 years. His vision and strategy to grow the Pharmaceutical industry in the Indian sub-continent, have helped the Dhanuka Group of companies enhance its Bulk Drugs manufacturing arm exponentially. He spearheaded the acquisition of Synmedic Laboratories in the year 2013 which is involved in pharmaceutical formulations. This entrepreneurial vigor enabled him to take over the operations of Orchid Pharma Ltd. in March 2020. Shri Manish Dhanuka has the vision to rejuvenate Orchid Pharma Ltd. and take it on a fruitful path.
Date of first appointment on the Board	March 31, 2020
List of other Public companies in which Directorships held	
<b>Listed Public Company- Nil</b>	
<b>Unlisted Public Company</b>	
M/s. Dhanuka Laboratories Limited	Managing Director
Chairman/ Member of the Committee of the Board of Director of the Company	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	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Refer Note 3 appended below
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Shri Manish Dhanuka, Managing Director and Shri Arun Kumar Dhanuka, Non-Executive Directors are brothers. Shri. Ram Gopal Agarwal, Chairman & Non Executive Director is the cousin brother of Shri. Manish Dhanuka. Shri Mridul Dhanuka, Whole Time Director, is nephew of Shri. Manish Dhanuka Except as stated above, Shri Manish Dhanuka is not related to other Directors and Key Managerial Personnel of the Company
Number of meetings attended during the year	One@
Terms and conditions of appointment along with details of remuneration sought to be paid	The matter regarding appointment of Shri Manish Dhanuka was placed before the Nomination & Remuneration Committee, which recommends his appointment as Managing Director for a period commencing from June 29, 2020 to February 27, 2025 whose office shall not be liable to determination by retirement of directors by rotation and the same was approved by the Board of Directors on the terms and conditions as enumerated in the resolution.
<p>@ Pursuant to the implementation of the approved Resolution plan, the Board of Directors was reconstituted on March 31, 2020 and only ONE meeting of the Board was convened during the Financial Year 2019-2020.</p> <p><b>Note 3:</b> As per the Resolution plan approved for the Company, M/s. Dhanuka Laboratories Limited (Where Shri Manish Dhanuka is the Managing Director and Member) has been allotted 4,00,00,072 Equity shares of Rs.10/- each on March 31, 2020. The Company has submitted applications for corporate actions for the above allotment to the Stock exchanges and the approval for the same is awaited.</p>	



**Item No. 10 – Appointment of Shri Mridul Dhanuka (DIN: 00199441) as Whole Time Director**

Pursuant to the implementation of the approved Resolution plan, the erstwhile Board of Directors are deemed to have resigned and the Board was reconstituted by the Monitoring Committee on March 31, 2020 with four (4) Additional Directors. Shri Mridul Dhanuka (DIN: 00199441) was inducted as Additional Director on the Board of the Company with effect from March 31, 2020.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 29, 2020 had approved the appointment of Shri Mridul Dhanuka as the Whole Time Director of the Company, subject to the approval of the members of the Company for the period commencing from June 29, 2020 to February 27, 2025 on such terms and conditions and remuneration as set out in the resolution and whose office shall be liable to determination by retirement of directors by rotation.

The remuneration i.e., Salary, Commission, Perquisites and Allowances and other benefits of Shri Mridul Dhanuka has been fixed in accordance with Part II, Section III (b)(iii), of the Schedule V of the Companies Act, 2013 (Remuneration payable by companies having no profit or inadequate profit in certain special circumstances) which states that the Company in relation to which a resolution plan has been approved by the


National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, may pay any remuneration to its managerial persons, for a period of five years from the date of such approval.

Shri Mridul Dhanuka is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view his rich and wide experience, the Board of Directors is of the opinion that it will be in the interest of the Company that Shri Mridul Dhanuka is appointed as Whole Time Director of the Company.

Except Shri Ram Gopal Agarwal, Non- Executive Director and Chairman, Shri Arun Kumar Dhanuka, Non-Executive Director, Shri Manish Dhanuka, Managing Director of the Company and Shri Mridul Dhanuka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

The Board of Directors recommends the resolution in relation to the appointment of Shri Mridul Dhanuka as Whole Time Director of the Company as set out in Item No. 10 for approval of the Members by way of a Ordinary Resolution.

**THE INFORMATION IN RESPECT OF ITEM NO.10 (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)**

Particulars	Item No.10
 <p><b>Shri Mridul Dhanuka</b> Whole-time Director</p>	
Name & Age of the Director	Shri Mridul Dhanuka, 40years
Date of Birth	20.10.1980
Qualification	Shri Mridul Dhanuka is a Chemical Engineer with a Master's Degree in Business Administration



Particulars	Item No.10
Experience in specific functional areas	Shri Mridul Dhanuka has wide experience of 16 years. He is associated with Dhanuka Group Ltd. since 2005. His technical expertise has supported to enlarge the product base of Dhanuka. He helped the Company in smoothening the production, procurement and logistic functions and established quality control. As Director Operations he is instrumental in driving various initiatives with the support of senior leadership teams to achieve the set milestones of the organization. Under his exuberant personality and ambitious leadership the Company was able to expand its production facilities, setting up a state of art world class manufacturing facility at Keshwana, Rajasthan. He was responsible in successfully realigning the entire supply chain vertical from procurement to sales. He has successfully improved the efficiency and productivity of all the manufacturing facilities of Dhanuka thereby making a positive contribution in the profitability of the Company.
Date of first appointment On the Board	March 31, 2020
List of other Public companies in which Directorships held	
<b>Listed Public Company</b>	
M/s. Dhanuka Agritech Limited	Non-Executive Director
<b>Unlisted Public Company</b>	
M/s. Dhanuka Laboratories Limited	Director
Chairman/ Member of the Committee of the Board of Director of the Company	Banking, Finance and Operations Committee – Member (w. e. f March 31, 2020) Audit Committee – Member-(w. e. f March 31, 2020)
Chairman/ Member of the Committee of the other companies in which he is a Director	Nil
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2020	Refer Note 4 appended below
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Mridul Dhanuka is nephew of Shri. Ram Gopal Agarwal, Shri. Manish Dhanuka and Shri Arun Kumar Dhanuka. Except as stated above, Shri Mridul Dhanuka is not related to other Directors and Key Managerial Personnel of the Company
Number of meetings attended during the year	One@
Terms and conditions of appointment along with details of remuneration sought to be paid	The matter regarding appointment of Shri Mridul Dhanuka was placed before the Nomination & Remuneration Committee, which recommends his appointment as Whole Time Director for a period commencing from June 29, 2020 to February 27, 2025 whose office shall be liable to determination by retirement of directors by rotation and the same was approved by the Board of Directors on the terms and conditions as enumerated in the resolution.
<p>@ Pursuant to the implementation of the approved Resolution plan, the Board of Directors was reconstituted on March 31, 2020 and only ONE meeting of the Board was convened during the Financial Year 2019-2020.</p> <p><b>Note 4:</b> As per the Resolution plan approved for the Company, M/s. Dhanuka Laboratories Limited (Where Shri Mridul Dhanuka is a Director and Member) has been allotted 4,00,00,072 Equity shares of Rs.10/- each on March 31, 2020. The Company has submitted applications for corporate actions for the above allotment to the Stock exchanges and the approval for the same is awaited.</p>	



#### **Item No. 11 – Approval of 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 is 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 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 in 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 2% of the annual

consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

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. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% in respect of arrangements with M/s. Otsuka Chemicals (India) private Limited 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 General Meeting. M/s. Otsuka Chemicals (India) private Limited is a 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Approval of the Members is sought to ratify/approve all existing contracts/arrangements/ agreements/transactions with the aforesaid related party and 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 2020-21 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 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.72 Crores (Rupees Seventy Two Crore Only)
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 were on continuing basis and were undertaken on arm's length basis and in the ordinary course of business. The transactions were 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. 11

Except for Shri Manish Dhanuka, Managing Director (Director on Board of M/s. Otsuka Chemicals (India) private Limited) and Shri 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. The Board considers that the existing arrangements with M/s. Otsuka Chemicals (India) private Limited, are in the ordinary course of business and at arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No.11 of this Notice for approval of the Members.

**Item No. 12 – Sell, lease or otherwise dispose-of the whole or substantially the whole of any undertaking(s) of the company**

Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a Special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) (a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer/ dispose-of immovable/ movable property/ies/the fixed assets/undertakings of the Company as may be determined by the Board to repay its dues/liabilities, retirement of debts and to meet growth objectives for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company, provided the aggregate amount of such transactions shall not exceed Rs. 300 Crores (Rupees Three Hundred Crore only).

The above resolution is recommended for your approval for passing this resolution at this ensuing Annual General Meeting. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No.13- Fund raising through issue of equity shares on a preferential allotment / private placement basis**

The special resolution contained in Item No.13 of the notice for issue and allotment of Equity shares of face value of Rs.10/- each on Preferential/Private Placement basis to eligible investors, for an aggregate amount not exceeding Rs. 300 Crores/- (Rupees

Three Hundred Crores Only ) (inclusive of such premium as may be fixed on such Equity Shares) in one or more series/tranches have been proposed pursuant to Section 42,62(1)(c) of the Companies Act,2013 read with Companies (Prospectus and Allotment of Securities) Rules,2014 and the Companies (Share capital and Debentures) Rules,2014, SEBI (ICDR) Regulations,2018 and other applicable provisions of the Companies Act,2013.

Pursuant to the implementation of the approved Resolution plan, the Monitoring Committee have approved the allotment of 4,00,00,072 equity shares of Rs.10/- each to M/s. Dhanuka Laboratories Limited constituting 98% of the paid up capital of the Company. Rule 19A (5) of the Securities Contracts (Regulation) Rules, 1957 states that Where the public shareholding in a listed company falls below twenty-five percent, as a result of implementation of the resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016), such company shall bring the public shareholding to twenty five percent within a maximum period of three years from the date of such fall, in the manner specified by the Securities and Exchange Board of India: Provided that, if the public shareholding falls below ten percent, the same shall be increased to at least ten percent, within a maximum period of eighteen months from the date of such fall, in the manner specified by the Securities and Exchange Board of India.

Ensuring adherence to the above Regulation, the above proposal for issuance of equity shares has been considered and approved by the Board at its meeting held on November 11, 2020.

The offer for the proposed allotments as mentioned in item no.13 shall be made by way of Offer letter to be issued to the proposed allottees of Equity shares. The proposed issuance of Equity Shares in terms of the Special Resolution in the Notice will be in conformity with the provisions of all applicable laws.

The detailed terms and conditions for the issuance of the Equity Shares as and when made will be determined by the Board considering the prevailing market conditions and other relevant factors. The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches at such time or times, at such price or prices, and to such of the Investors as are mentioned therein as the Board in its absolute discretion deems fit. The Board recommends the Special Resolution as set out in Item No.13 of the accompanying Notice, for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.