

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Orchid Pharma Limited will be held on Tuesday, June 29, 2021 at 11.30 A.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses:

SPECIAL BUSINESS

1. Approval for sale of Undertaking of the Company as a Related party transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

of the Company to M/s. OrBion Pharmaceuticals Private Limited being 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a lump sum consideration of up to Rs.170 Crores (Rupees One Hundred and Seventy Crores Only) including equity stake of 26% in M/s. OrBion Pharmaceuticals Private Limited, on such terms and conditions as may be deemed fit by the Board of Directors.

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

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

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Provisions of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Company's policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions", all other applicable laws and regulations, as amended, supplemented or re-enacted

from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into material related party contracts/arrangements/transactions with M/s. Otsuka Chemicals (India) Private Limited being 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the expected value of the transactions of Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) for the financial year 2021-2022 (which is expected to exceed 10% of the Annual Consolidated Turnover as per the last audited financial statements of the Company) provided that the said transactions to be entered into / carried out are in the Ordinary course of business and are on arm's length basis on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and M/s. Otsuka Chemicals (India) Private Limited more particularly enumerated in the explanatory statement.

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

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

Date: May 22, 2021
Place: New Delhi

Manish Dhanuka
Managing Director
DIN:00238798

NOTES:

1. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs vide its General Circular No.20/2020 dated May 05, 2020 read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020 and General Circular No.39/2020 dated 31.12.2020 allows conducting of Extra Ordinary General Meeting (EGM) 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 EGM of the Company is being held through VC / OAVM. Hence, the Members can attend and participate in the EGM through VC / OAVM only. In accordance
2. Since this EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, Representatives of Members such as the President of India or Governor of a State or a Body Corporates can attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail to cspmuthukumaran@gmail.com with a copy marked to Registrar and Share Transfer Agent (RTA) at yuvraj@integratedindia.in and to the Company at (nikitak@orchidpharma.com) authorizing their representatives to attend and vote on their behalf at the Extra Ordinary General Meeting of the Company.
3. 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. The Board has decided to convene the EGM to consider the above Special Businesses as it is unavoidable in nature.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. 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 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 EGM will be provided by CDSL.

5. The Register of Members and the Share Transfer Books will remain closed from Tuesday, June 22, 2021 to Tuesday, June 29, 2021 both days inclusive for the purpose of Extraordinary General Meeting.

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM and Explanatory statement is available on the Company's website on <https://www.orchidpharma.com>. The Notice is also hosted on the website of the 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 EGM) i.e. www.evotingindia.com.
10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s Integrated Registry Management Services Private Limited having their office at 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (e-mail: yuvraj@integratedindia.in)
11. The EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
12. The Notice of the EGM and instructions for e-voting is being sent only through electronic mode

to those Members whose email addresses are registered with the Company / Depositories.

For receiving the Notice and all other communications from the Company electronically:

- a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, e-mail id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card.
 - b. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant (DP).
 - c. If there is any change in the e-mail ID already registered with the Company / RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
13. All relevant documents referred to in the Notice and the Explanatory Statement will also be available electronically for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of EGM i.e. June 29, 2021. Members seeking to inspect such documents can send an email to the Company at nikitak@orchidpharma.com
 14. Members seeking any additional information on the subject matter to be placed at the EGM, are requested to write to the Company on or before June 22, 2021 through email on nikitak@orchidpharma.com. The same will be replied by the Company suitably through email.
 15. In case of joint holders attending the EGM, 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.
 16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of EGM.
 17. The Board of Directors of the Company has appointed CS P Muthukumaran, Practising Company Secretary, M/s. P Muthukumaran and Associates (Membership No. A44464, CP No. 20333) having address at 16/58, 1st floor, 4th Cross street, Ganga Nagar, Kodambakkam, Chennai-600 083 as the Scrutinizer to scrutinize the remote e-voting and the e-voting at EGM in a fair and transparent manner. The Scrutinizer shall,

immediately after the conclusion of the e- voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting make and 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 EGM, who shall countersign the same. The results of voting will be declared within 48 hours from the conclusion of the Extraordinary 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. 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.

18. The Notice of the EGM and instructions for e-voting is being sent to all members by e-mail.

CALENDAR - EGM		
S.NO.	PARTICULARS	DATE
1	Cut-off Date for Eligibility of Voting for the EGM	Tuesday, June 22, 2021
2	Book Closure Dates	Tuesday, June 22, 2021 - Tuesday, June 29, 2021
3	Remote E-Voting Period	From 9.00 AM (IST) on Friday, June 25, 2021 till 5.00 PM (IST) on Monday, June 28, 2021
4	Date & Time of EGM	Tuesday, June 29, 2021 at 11.30 AM (IST)

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Tuesday, June 29, 2021.

- (i) The remote e-voting period commences at 9.00 A.M. (IST) on Friday, June 25, 2021 and ends at 5.00 P.M (IST) on Monday, June 28, 2021. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of June 22, 2021 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e., June 22,2021 only shall be entitled to avail the facility of remote e-voting/voting at the EGM. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.
- (iv) 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., June 22,2021 may obtain the login ID and password by sending a request in writing at 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.
- (v) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of **SEBI** circular no. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

1. The Members should log on to the e-voting website www.evotingindia.com.

- Click on "Shareholders/Members" module.
- Now enter your User ID

For Members holding shares in demat form

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

e. Members holding shares in Physical Form should enter Folio Number registered with the Company.

2. Next enter the Image Verification as displayed and Click on Login.

3. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for Orchid Pharma Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –REMOTE VOTING

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the

Scrutinizer and to the Company at the email address viz; nikitak@orchidpharma.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to nikitak@orchidpharma.com / yuvraj@integratedindia.in.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository

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

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

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying Notice dated May 22, 2021

Item No. 1- Approval for Sale of Undertaking of the Company as a Related party transaction under section 188 of the Companies Act, 2013

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

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

Section 188(1) (b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or

exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Further, Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the Annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

M/s. OrBion Pharmaceuticals Private Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed transaction with M/s. OrBion Pharmaceuticals Private Limited would be in the nature of a related party transaction under section 188 (1)(b) of the Act read with the Rules framed thereunder. The third proviso to section 188(1) of the Act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arm's length basis.

Since the proposed transaction meets the thresholds prescribed under Section 188(1) (b) of the Act read with Rules framed thereunder and could be construed as being outside the ordinary course of business approval of the Members of the company under section 188 of the Act is being sought by way of Ordinary resolution. Also, it is estimated that the proposed transaction will exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Hence, the approval under Regulation 23 of the Listing Regulations, by way of Resolution at a General Meeting is being sought from the Members.

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

(a) Name of the related party	M/s. OrBion Pharmaceuticals Private Limited
(b) Name of the Director or Key Managerial Personnel who is related, if any	Mr. Mridul Dhanuka, Whole Time Director
(c) Nature of relationship	The Company is having common Directors
(d) Nature, material terms, monetary value and particulars of the contract or arrangements;	The Undertaking will be transferred to M/s. OrBion Pharmaceuticals Private Limited, as a going concern on a Slump-sale basis for a lump sum consideration of up to Rs.170 Crores (Rupees One Hundred and Seventy Crores Only) including Equity stake of 26% in M/s. OrBion Pharmaceuticals Private Limited, by virtue of which the M/s. OrBion Pharmaceuticals Private Limited would become an Associate of the Company.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution.	All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

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

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.1.

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

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.1 of this Notice for approval of the Members.

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

Item No. 2 – 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 specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. However, Pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') approval

of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the Annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

M/s. Otsuka Chemicals (India) private Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has existing transactions with M/s. Otsuka Chemicals (India) private Limited, which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) in respect of transactions with M/s. Otsuka Chemicals (India) private Limited for the financial year 2021-2022 is likely to exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties during the Financial year 2021-2022 subject to the limits mentioned in the table below:

Name of the related party	M/s. Otsuka Chemicals (India) private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Manish Dhanuka, Managing Director Mr. Mridul Dhanuka, Whole Time Director
Nature of relationship	Mr. Manish Dhanuka is a Director on M/s. Otsuka Chemicals (India) Private Limited. Mr. Mridul Dhanuka is a Member of M/s. Otsuka Chemicals (India) Private Limited.
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Aggregate up to Rs. 75 Crores (Rupees Seventy Five Crore Only) for the financial year 2021-2022
Nature, material terms, monetary value and particulars of the contract or arrangements	The proposed transactions relate to supply of raw material which shall be governed by the Company's Related Party Transaction Policy and have been approved by the Audit Committee. The purchase value per month is estimated at Rs.6 Crores.
Any other information relevant or important for the members to take a decision on the proposed resolution	All the transactions are on arm's length basis and in the ordinary course of business. The transactions would be 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.2.

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

may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board considers that the proposed related party transactions with M/s. Otsuka Chemicals (India) private Limited, 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. 2 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

