

Date: December 23, 2021

To
The Board of Directors
Dhanuka Laboratories
Limited
7th Km, Old Manesar
Road, Vil Mohammedpur
Gurgaon- 122004

Dear Sir,

SUB: Consent to Scheme of Amalgamation and Arrangement of Dhanuka Laboratories Limited (DLL) with Orchid Pharma Limited (OPL).

We have granted credit facilities to M/s Dhanuka Laboratories Ltd. and being a secured creditor as on 23.12.2021 do hereby confirm that we are aware of the proposed Scheme of Amalgamation and Arrangement of Dhanuka Laboratories Limited with Orchid Pharma Limited to be carried out in accordance with the provisions of section 230 to 232 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013.

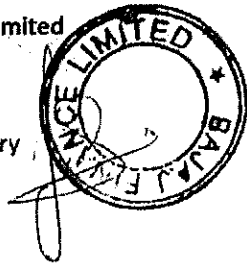
We refer to your request letter dated December 17, 2021 and the copy of the Scheme of Amalgamation and Arrangement whereby Dhanuka Laboratories Limited is proposed to be amalgamated with Orchid Pharma Limited.

We hereby grant our consent to the above Scheme of Amalgamation and Arrangement attached with your request letter dated December 17, 2021 without any modification except such modifications as may be directed by Securities Exchange Board of India, Stock Exchanges, Hon'ble jurisdictional National Company Law Tribunal and/or any other regulatory authorities and agreed to by the company.

The consent given herein is subject to the company obtaining similar consents from other lenders of the Company and all other terms and conditions of facility remaining unchanged.

For Bajaj Finance Limited

Authorised Signatory



BAJAJ FINANCE LIMITED

Branch Office: Unit No. 201 To 205, 2nd Floor, Km Trade Towers, Radisson Hotel Building,
H-3, Kaushambi, Ghaziabad, Uttar Pradesh, India
Registered Office: Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India
Corporate Office: 4th Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road,
Viman Nagar, Pune - 411 014, Maharashtra, INDIA

Corporate ID No.
L65910MH1987PLCO42961

www.bajajfinserv.in



DAIMLER

Daimler Financial Services India Pvt. Ltd.

Date: 23/12/2021

To,

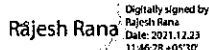
Dhanuka Laboratories Pvt Ltd,
7-KM OLD MANESAR ROAD,
VILLAGE MOHAMMEDPUR,
GURGAON - 122101

Reference contract Number: 10141568 & 10146083

Subject: No Objection Certificate for Scheme of Amalgamation between Dhanuka Laboratories Limited ("Amalgamating Company") and Orchid Pharma Limited ("Amalgamated Company").

1. We, Daimler Financial Services Private Limited ("**DFSI**"), having its registered office at 5th Floor, Baashyam Willow Square 9 & 10, First Street, Thiru ViKa Industrial Estate, Guindy, Chennai-600032 Tamil Nadu, India., the secured creditor of Dhanuka Laboratories Limited, having its registered office at Gurgaon where the outstanding amount of Rs. 7,302,168 as on date is due to us.
2. We hereby accord our approval and consent to the proposed Scheme of Amalgamation of Dhanuka Laboratories Limited (hereinafter referred to as "**Amalgamating Company**") with Orchid Pharma Limited (hereinafter referred to as "**Amalgamated Company**") pursuant to the provisions of Section 230-233 of the Companies Act, 2013, and other applicable provisions of the Companies Act 2013 as approved by the Board of Directors subject to the approval of shareholders of the Company.
3. Please note that our aforesaid NOC is without prejudice to, and shall not affect (a) any of the Lender's rights, claims, interest and/or remedies under all the Loan Documents and / or applicable laws; (b) any obligations of the Borrower as mentioned in the Loan Documents. Further, the Amalgamated Company will continue to comply with the obligations of repayment of the loan and comply with the loan documents as executed between DFSI and the Amalgamating Company and shall execute and submit all relevant documents within 15 days to DFSI for updating its records.

For Daimler Financial Services India Private Limited

 Digitally signed by
Rajesh Rana
Date: 2021.12.23
11:46:28 +05'30'

Authorized Signatory

CIN:U67190TN2010FTC077890
dfsindia@daimler.com
www.mercedes-benz-financial.co.in
www.bharatbenz-financial.co.in

Registered Office:
Daimler Financial Services India Pvt. Ltd.
5th Floor, Plot 8, Baashyam Willow Square 9 & 10
First Street, Thiru ViKa Industrial Estate, Guindy
Chennai - 600032
Tamil Nadu, India

To,

Date: 23-12-2021

Dhanuka Laboratories Ltd.
7.Km.Old Manesar Road,
Mohammedpur, Gurgaon,
Haryana -122004

Subject: NOC

Dear Sir,

With reference to your letter dated 17.12.2021 for issuance NOC for merging of Dhanuka Laboratories Ltd into Orchid Pharma Ltd. We hereby confirm that we have no objection towards merging of Dhanuka Laboratories Ltd into Orchid Pharma Ltd.

Thanking You

For ICICI Bank Ltd



Authorized Signatory



Emerging Corporates Group
B-6/3, 2nd Floor, Safdarjung Enclave,
DDA Commercial Complex,
Opposite Deer Park, New Delhi - 110029.

Date: 28/12/2021

Ref:- CAM010211210039/281221/HDFC

Dhanuka Laboratories Limited
82, Abhinav Mansion, 1st Floor Joshi Road
Karol Bagh,
New Delhi- 110005

SUB:- Your Request for merger of M/s Dhanuka Laboratories Limited into Orchid Pharma Limited dated 17.12.2021

Respected Sir,

With reference to your letter dated 17.12.2021, we are pleased to inform that the sanction authority has conveyed No Objection for the proposed merger of M/s Dhanuka Laboratories Limited into Orchid Pharma Limited.

This letter is being issued at your specific request to comply with the guideline issued by SEBI for merger of companies.

Thanking You,

For HDFC Bank



Authorized Signatory

www.hdfcbank.com

Regd. Office : HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
Corporate Identity No. : LB6920MH1994PLC080618



The Manager
Dhanuka Laboratories Ltd
82 Abhinash Mansion 1st Floor,
Joshi Road Karol Bagh New Delhi
Central Delhi DI India

28 December 2021

Sub: NOC Issuance for Merger of Dhanuka Laboratories Limited (DLL) with Orchid Pharma Limited (OPL)

This NOC is being issued at the request of the Dhanuka Laboratories Limited (Borrower/Company) vide its request letter dated 17 Dec 2021. The Borrower has availed a secured total credit facility of USD2,000,000. – out of which USD375,000.- is outstanding as at date from HSBC Bank(Mauritius) Limited ("Bank" as on 27 Dec, 2021. The Bank has received a copy of Scheme of Arrangement/Merger between the Company and Orchid Pharma Limited (OPL) and their respective shareholders ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

We have gone through the Scheme in the matter and upon the Company's representation that all requisite consents, whether statutory, regulatory, judicial or contractual shall be duly obtained, the Bank hereby gives its consent to the proposed scheme by way of this NOC. The consent is given on the express understanding that Orchid Pharma Limited (OPL) shall now be contractually bound to the Bank and discharge all liabilities of the Company to the Bank with regard to the existing facilities provided by the Bank to the Company. The NOC is being granted subject to the condition that similar NOC is provided by other lenders to the Company and that all existing obligations of the Borrower shall be continuing till repayment of the facilities, to the satisfaction of the Bank.

Your faithfully

Yashmeen Peerbocus
Credit and Mortgage Services Officer

Dinesh Seeboruth
VP International Subsidiaries Banking

HSBC Bank (Mauritius) Limited

6th Floor, HSBC Centre, 18 Cybercity, Ebene 72201, Mauritius
Tel: (230) 403 8333 Fax: (230) 403 0999
SWIFT: HSBCMUMUOBU
Email: hsbcm Mauritius@hsbc.co.mu

Business Registration Number C07062412

Incorporated in the Republic of Mauritius with limited liability

RESTRICTED

To,

Date: 28-Dec-2021

Dhanuka Laboratories Limited,
82, Abhinash Mansion,
1st Floor, Joshi Road, Karol Bagh,
New Delhi- 110 005.

Sub: NOC Issuance for Merger of Dhanuka Laboratories Limited (DLL) with Orchid Pharma Limited (OPL)

This NOC is being issued at the request of the Dhanuka Laboratories Limited (Borrower/Company) vide its request letter dated 17 Dec 2021. The Borrower has availed a secured total credit facility of upto INR 150 Million from the Hongkong and Shanghai Banking Corporation Limited ("Bank") as on 27 Dec, 2021. The Bank has received a copy of Scheme of Arrangement/Merger between the Company and Orchid Pharma Limited (OPL) and their respective shareholders ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

We have gone through the Scheme in the matter and upon the Company's representation that all requisite consents, whether statutory, regulatory, judicial or contractual shall be duly obtained, the Bank hereby gives its consent to the proposed scheme by way of this NOC. The consent is given on the express understanding that Orchid Pharma Limited (OPL) shall now be contractually bound to the Bank and discharge all liabilities of the Company to the Bank with regard to the existing facilities provided by the Bank to the Company. The NOC is being granted subject to the condition that similar NOC is provided by other lenders to the Company and that all existing obligations of the Borrower shall be continuing till repayment of the facilities, to the satisfaction of the Bank.

Thanks and regards,

For,

The Hongkong and Shanghai Banking Corporation Limited,


Shiladitya Gangopadhyay,

Regional Director-North India & East India,
Corporate Banking.