

## ORCHID PHARMA LIMITED

CIN: L24222TN1992PLC022994

Regd. Office: Plot No. 121-128, 128A-133, 138-151, 159-164, SIDCO Industrial Estate, Alathur,  
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### NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Members of Orchid Pharma Limited ("Company") will be held on Saturday, September 20, 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2025 inter-alia, including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2025 together with the Reports of the Auditors and Board of Directors thereon;
  - b. The Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2025 inter-alia, including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2025 together with the Reports of the Auditors and Board of Directors thereon;
2. To appoint Mr. Arjun Dhanuka (DIN: 00454689) Non-Executive, Non- Independent Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS:

3. Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2025-26:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Mr. J Karthikeyan, Cost Accountant (Membership No. 29934, Firm Registration Number M-102695) appointed as the Cost Auditor to conduct the Audit of Cost Records of the Company by the Board of Directors based on the recommendation of the Audit Committee, for the Financial Year ending on March 31, 2026, at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) excluding applicable taxes and out of pocket expenses, if any, be and is hereby approved.

**RESOLVED THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things and execute all such documents as may be necessary and expedient to give effect to this resolution."

4. To appoint Secretarial Auditor of the Company and fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of directors, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2023TN014200, Peer Review Cert. no. 1107/2021) be and is hereby appointed as the Secretarial Auditor(s) of the Company to hold the office for a period 5 (Five) years from the Financial Year 2025-26, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms / intimation, if any, with the concerned Registrar of Companies, Stock exchange(s) and such other things as may be necessary or expedient to implement this resolution.

**5. To consider and approve the re-appointment of Dr. Dharam Vir (DIN: 08771224) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years**

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

**“RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, in accordance with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Dr. Dharam Vir (DIN: 08771224) as an Independent Director, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby, severally authorized to take all such actions and do all such acts, as may be required or deem fit & proper for giving effect to this resolution.”

**6. To consider and approve the Re-appointment of CA (Dr.) Manoj Kumar Goyal (DIN: 06361663) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years**

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

**“RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, in accordance with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint CA (Dr.) Manoj Kumar Goyal (DIN: 06361663) as an Independent Director, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby, severally authorized to take all such actions and do all such acts, as may be required or deem fit & proper for giving effect to this resolution.”

**7. To consider and approve the Re-appointment of Ms. Tanu Singla (DIN: 08774132) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years**

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

**“RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and other applicable provisions, if

any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, in accordance with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Ms. Tanu Singla (DIN:08774132) as an Independent Director, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby, severally authorized to take all such actions and do all such acts, as may be required or deem fit & proper for giving effect to this resolution.”

**8. To consider and approve the modification in the terms of utilization of funds earlier raised through Qualified Institution Placement**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 27 and 42 of the Companies Act, 2013, to the extent applicable and other applicable provisions read with the rules made thereunder, Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Regulation 4 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions, if any, of applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to modify the terms of utilisation of the proceeds of the Qualified Institutions Placement (“QIP”) of equity shares of the Company completed on June 27, 2023, from the original allocation, as set out below:

Particulars	Original Allocation (Rs. Crore)	Revised Allocation (Rs. Crore)
Investment in Orchid Bio Pharma Limited for setting up Manufacturing Facility in Jammu.	90.00	150.00
Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu	99.82	9.82
Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company	141.00	141.00
General corporate purposes	63.72	93.72
<b>Total</b>	<b>394.54</b>	<b>394.54</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including without limitation, to make such alterations, modifications or variations in the manner/extent of reallocation as may be required by any statutory/regulatory authority or as the Board may in its absolute discretion deem fit and proper in the best interest of the Company, and to settle any questions, difficulties or doubts that may arise in this regard.”

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

To consider and if thought fit pass the following resolution with or without modification as an **Ordinary Resolution**.

**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force),

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 recommendation and approval 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 the Board of Directors ('the Board', which term shall include any Committee) of the Company to enter into contract/arrangement/transactions of any nature, including but not limited to purchase of goods or material with M/s. Otsuka Chemicals (India) Private Limited being 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations based on the expected value of the transactions up to Rs.400,00,00,000 (Rupees Four Hundred Crores Only) during the Financial year 2025-26, 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 and as may be agreed between the Company and M/s. Otsuka Chemicals (India) Private Limited more particularly enumerated in the Explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) of the Company 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 there with or incidental thereto."

For and on behalf of the Board of Directors of

**Orchid Pharma Limited**

**Sd/-**

**Kapil Dayya**

**Company Secretary and Compliance Officer**

Date: August 12, 2025

Place: Gurugram

## NOTES:

1. In the interest of facilitating maximum participation of the Members and ensuring their convenience and as permitted by the Circulars issued by the Ministry of Corporate Affairs' as General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 10/2022 dated December 28, 2022, 10/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the members of the Company, for the financial year ended on March 31, 2025, is being held through VC /OAVM facility on Saturday, September 20, 2025 at 11:30 A.M. (IST). Hence, the 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 <http://www.orchidpharma.com/>
2. 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.

3. Pursuant to 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 AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC/OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail to [info@pmkadvisors.com](mailto:info@pmkadvisors.com) with a copy marked to Registrar and Share Transfer Agent (RTA) at [rt@abhipra.com](mailto:rt@abhipra.com) and to the Company at [investorrelations@orchidpharma.com](mailto:investorrelations@orchidpharma.com) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.
4. 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 Item Nos. 3 to 9 of the Notice to be transacted at the Annual General Meeting is annexed and forms part of this Notice.
5. Further, the relevant details with respect to Item No.2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM under retirement by rotation is also annexed.
6. The Company has appointed National Securities Depository Limited ("NSDL") to provide facility for voting through remote e-Voting or through e-voting at the AGM, for participation in the 32<sup>nd</sup> AGM through VC/OAVM Facility. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at <http://www.orchidpharma.com/>
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates,

nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

**For shares held in electronic form:** to their Depository Participants (DPs) in the prescribed Form in Annexure- A pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024.

**For shares held in physical form:** to the Company's Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular Nos. SEBI/HO/ MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agent (RTA) viz., M/s. Abhipra Capital Limited, Abhipra Complex, A-387, Dilkhush Industrial Area, GT Karnal Road, Azadpur, New Delhi, 110033, India, electronic communication at [rt@abhipra.com](mailto:rt@abhipra.com) or to the Company at [investorrelations@orchidpharma.com](mailto:investorrelations@orchidpharma.com).

8. The copy of Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 20, 2025.
9. 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's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares, Members can contact the Depository Participants (DPs) for assistance in this regard.
10. In case of joint holders attending the AGM, 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.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI Listing Regulations, the Notice calling the 32<sup>nd</sup> AGM along with the Annual Report for the Financial Year 2024-25 is being sent through electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes and a letter providing the weblink is being sent to members whose emails id are not registered.
12. In line with the MCA circulars, the Notice convening 32<sup>nd</sup> AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2024-25 is available on the Company's website on <https://www.orchidpharma.com/invr/Annualreports.html>. 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 National Securities Depository Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., <https://www.evoting.nsdl.com/>. For any communication, the shareholders may also send request to the following mail id: [investorrelations@orchidpharma.com](mailto:investorrelations@orchidpharma.com).
13. 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.
14. Facility of joining the AGM through VC/ OAVM shall be open at least Fifteen (15) minutes before the time scheduled to start 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 herein.
15. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis ("FIFO"). 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 FIFO principle.
16. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings ("SS-2") issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through remote e-voting facility.
17. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("e-voting"), facility to be provided by NSDL.
18. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through 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 NSDL. The link/tab will be available in Member login where the EVEN of the Company will be displayed.
19. The Board of Directors of the Company at their Meeting held on August 12, 2025 had appointed Mr. Muthukumaran (Membership No. F11218 & Certificate of Practice No. 20333), Partner, M/s P Muthukumaran & Associates, Company Secretaries [UCN: P2024TN099300], as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through e-voting system during the AGM in a fair and transparent manner.
20. 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 submit not later than 2 working days from conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favor 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.

21. The results of voting along with Scrutinizer's Report will be declared within 2 working days from the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be communicated to stock exchanges, where the Company's shares are listed within the prescribed timelines and will also be uploaded on the Company's website <http://www.orchidpharma.com/> and on <https://www.evoting.nsdl.com/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

22. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amounts, which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund ("IEPF"). As per the provisions of Section 124 (6) of the Companies Act, 2013 ("Act"), read with IEPF rules as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company in the name of IEPF. The shareholders 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. However, during the year under review, no such transfer to the IEPF was required to be made by the Company.

23. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 05, 2025 through email at [investorrelations@orchidpharma.com](mailto:investorrelations@orchidpharma.com) and the same will be replied by the Company suitably through email.

24. The Company has designated an exclusive Email ID: [investorrelations@orchidpharma.com](mailto:investorrelations@orchidpharma.com) for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

1.	Cut-off Date For Eligibility of Voting for the AGM	Saturday, September 13, 2025
2.	Remote E-Voting Period	Wednesday, September 17, 2025 (9:00 am) to Friday, September 19, 2025 (5:00 pm)
3.	Date & Time of AGM	Saturday, September 20, 2025

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, September 17, 2025 at 9:00 A.M. and ends on Friday, September 19, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 13, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the above cut-off date.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

CALENDAR OF AGM		
Sr. No.	Particulars	Date

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting</p>



	<p>during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [info@pmkadvisors.com](mailto:info@pmkadvisors.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 RTA at [rt@abhipra.com](mailto:rt@abhipra.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), 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) to to RTA at [rt@abhipra.com](mailto:rt@abhipra.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@orchidpharma.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/ folio number, email id and mobile number at cs@orchidpharma.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and numbers of speakers, as appropriate, for smooth conduct of the AGM.

**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 special business mentioned in the accompanying Notice dated August 12, 2025.

***Item No. 3 – Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2025-26:***

The Audit Committee and the Board of Directors of the Company at their Meetings held on August 12, 2025 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 Segment



(Bulk Drugs & Formulations) for the Financial Year 2025-26.

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/approved by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice to ratify the remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and fifty thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to Shri J Karthikeyan, Cost Auditor towards audit of the Cost records of the Company for the Financial Year 2025-26 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 August 12, 2025.

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 said resolution.

The Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 3 to the members of the Company.

**Item No. 4 – To appoint Secretarial Auditor of the Company and fix their remuneration:**

The Audit Committee and the Board of Directors of the Company at their Meetings held on August 12, 2025 have recommended the appointment of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2023TN014200, Peer Review Cert. no. 1107/2021) as the Secretarial Auditor of the Company to hold the office for a period of 5 (Five) Years to conduct the Secretarial Audit from FY 2025-26 to FY 2029-30 at such remuneration plus applicable taxes and out-of-pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Secretarial Auditor and duly approved by the Board of Directors of the Company. The remuneration for the first FY 2025-26 will be 1,60,000/- (One Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. S Dhanapal & Associates LLP.

M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (A Peer Review Certificate No. 1107/2021),

Chennai, is a firm registered with the Institute of Company Secretaries of India, having nearly 20 years of experience in the areas of secretarial practice and with its rich and diverse experience in the field of corporate compliances. With its rich and diverse experience in the field of corporate compliance, the firm has carved its name in the market as a leading and iconic company secretary firm providing holistic services in the field of Secretarial, Legal, IPR, and Foreign Exchange Related Matters.

The Company has received confirmation and consent from M/s. S Dhanapal & Associates LLP that they are eligible for appointment and are not disqualified under Regulation 23A of the SEBI Listing Regulations, 2015 read with relevant provisions of Companies Act, 2013. Based on the recommendations of the Audit Committee, the Board recommends appointment of Secretarial Auditor, as set out in Item no. 4 for approval of members as an Ordinary Resolution.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 for appointment of Secretarial Auditor for a First Term of 5 years.

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 said resolution.

**Item No. 5 – To consider and approve the re-appointment of Dr. Dharam Vir (DIN: 08771224) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years:**

The Nomination and Remuneration Committee and the Board of Directors of the Company approved and recommended the re-appointment of Dr. Dharam Vir as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive), on June 28, 2025.

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification OF Directors) Rules, 2014 and Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the confirmation of re-appointment of Dr. Dharam Vir as the Non-Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or

within three months from the date of re-appointment, whichever is earlier.

The terms and conditions of appointment of Independent Directors has been posted on the website of the Company and are open for inspection.

Additionally, in accordance with Regulation 36(3) of SEBI (LODR) Regulations, 2015, particulars of **Dr. Dharam Vir (DIN: 08771224)** including his profile and specific areas of expertise are given below as annexure to this notice.

None of the Directors except appointee himself, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 5 to the members of the Company.

**Item No. 6 – To consider and approve the Re-appointment of CA (Dr.) Manoj Kumar Goyal (DIN: 06361663) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years**

The Nomination and Remuneration Committee and the Board of Directors of the Company approved and recommended the re-appointment of CA (Dr.) Manoj Kumar Goyal as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive), on June 28, 2025.

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification OF Directors) Rules, 2014 and Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the confirmation of re-appointment of CA (Dr.) Manoj Kumar Goyal as the Non-Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of re-appointment, whichever is earlier.

The terms and conditions of appointment of Independent Directors has been posted on the website of the Company and are open for inspection.

Additionally, in accordance with Regulation 36(3) of SEBI (LODR) Regulations, 2015, particulars of CA (Dr.) Manoj Kumar Goyal (DIN: 06361663) including his profile and specific areas of expertise are given below as annexure to this notice.

None of the Directors except appointee himself, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 6 to the members of the Company.

**Item No. 7 – To consider and approve the Re-appointment of Ms. Tanu Singla (DIN: 08774132) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years**

The Nomination and Remuneration Committee and the Board of Directors of the Company approved and recommended the re-appointment of Ms. Tanu Singla as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of 5 (Five) consecutive years on the Board of the Company w.e.f. June 29, 2025 to June 28, 2030 (both days inclusive), on June 28, 2025.

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification OF Directors) Rules, 2014 and Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the confirmation of re-appointment of Ms. Tanu Singla as the Non-Executive and Independent Director is required to be taken from the members of the Company in the ensuing Annual General Meeting or within three months from the date of re-appointment, whichever is earlier.

The terms and conditions of appointment of Independent Directors has been posted on the website of the Company and are open for inspection.

Additionally, in accordance with Regulation 36(3) of SEBI (LODR) Regulations, 2015, particulars of Ms. Tanu Singla (DIN: 08774132) including his profile and specific areas of expertise are given below as annexure to this notice. None of the Directors except appointee herself, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 7 to the members of the Company.

**Item No. 8 – QIP funds utilized for purpose other than those stated – Special Resolution**

The Company had raised an amount of Rs. 400 crores through a Qualified Institutions Placement (“QIP”) of equity shares completed on June 27, 2023. The Placement Document and the resolution passed by the Board of Directors authorised the utilisation of proceeds for the objects specified therein and details of the same are given below.

As on period ended June 30, 2025, the Company has utilised Rs. 275.15 crores towards the stated objects and an amount of Rs. 124.85 crores remains unutilised. In view of changes in the business environment and to meet current strategic requirements, the Board of Directors, upon the recommendation of the Audit Committee, has proposed to modify the allocation of the QIP proceeds, details of which are as follows:

Particulars	Original Allocation (Rs. Cr)	Revised Allocation of unutilized Fund (Rs. Cr)	Variation Remark
Investment in Orchid Bio Pharma Limited for setting up Manufacturing Facility in Jammu.	90.00	135.00	Allocation of Rs. 45 Crores from Fund raised for API Facility at Alathur
Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu	99.82	0.00	Allocate the Funds to Facility in Jammu and Repayment of borrowings including working capital.
Repayment/prepayment, in full or in part, of certain outstanding borrowings	141.00	195.46	Allocation of Rs. 54.46 Crores from Fund raised for

availed by our Company			API Facility at Alathur
General corporate purposes	63.72	63.72	Nil
<b>Total</b>	<b>394.54</b>	<b>394.54</b>	
<b>QIP Expenses</b>	<b>5.46</b>		
<b>Gross Total</b>	<b>400.00</b>		

**Rationale for Variation**

Out of the funds allocated for the Manufacturing Facility in Jammu of Orchid Bio-Pharma Limited (“OBPL”), the wholly-owned subsidiary of the Company, more than 70% has already been utilised. As per the terms of the loan agreement with banks for this project, the Company contribution as its Investment shall be approx. Rs. 150 Crore. Considering this, the QIP allocation under ‘Investment in Orchid Bio Pharma Limited for setting up Manufacturing Facility in Jammu’ is proposed to be modified from Rs. 90 Crore to Rs. 135 Crore.

Further, the commencement of “new block at API Facility of the Company in Alathur” project shall be started at a later stage. At present, while the Company is maintaining cash balances in the Fixed Deposits from the unutilized proceeds, it continues to avail the working capital limits bearing interest rates ranging from 7.50%-8.80% is availed. This has resulted in a financing inefficiency, with a net negative impact of approximately 1.5% - 2.0% on the borrowed funds deployed, thereby adversely impacting the overall profitability of the Company.

The proposed variation will therefore help mitigate such additional financial burden, improve profit, and ensure the best possible utilization of the QIP proceeds in the overall interest of the Company and its shareholders. Accordingly, it is proposed to reallocate the fund towards ‘Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company.’

This reallocation will not only facilitate timely completion of the Jammu facility but also enable the Company to reduce its reliance on high-cost borrowings. Presently, while unutilized project funds remain parked in fixed deposits earning comparatively lower returns, the Company is incurring higher interest costs on borrowings. The proposed adjustment will therefore strengthen financial efficiency and enhance shareholder value.

**Item No. 9 – Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company, as per the last audited Financial statements of the Company, whichever is lower.

M/s. Otsuka Chemicals (India) private Limited is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has existing transactions with M/s. Otsuka Chemicals (India) private Limited, which is in the ordinary course of business and at arm's length basis. Otsuka Chemical (India) Private Limited is the only approved source of the Key Raw Material GCLE for Orchid, even before the takeover by Dhanuka group. It is only incidental that after Dhanuka's takeover, this transaction has become a related party transaction by virtue of Mr. Manish Dhanuka, Managing Director of Orchid Pharma Limited being a Director and member in Otsuka Chemical (India) Private Limited & Mr. Mridul Dhanuka, Whole Time Director also being a Member of Otsuka Chemical (India) Private Limited. The proposed RPTs with Otsuka will help the Company achieve economies of scale and will be in the best interest of the members.

Further, the estimated value of transactions with M/s. Otsuka Chemicals (India) private Limited for the financial year 2025-26 is likely to exceed 10% of the annual consolidated turnover of the Company as per the last Audited Consolidated financial statements of the Company. Thus, these transactions would require the prior 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, alteration for the Financial Year ended 2025-26 subject to the limits mentioned in the table below. The value of Related Party transactions with Otsuka Chemicals (India) Private Limited for the period commencing from April 01, 2025 till the date of this Notice has not exceeded the materiality thresholds and the Company will ensure that the same does not exceed the aforesaid threshold upto the date of the 32<sup>nd</sup> AGM, i.e. September 20, 2025.

The relevant information pertaining to transactions with Otsuka as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:



<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest ( Financial or otherwise)</b>	
<b>Name of the related party</b>	M/s. Otsuka Chemical (India) Private Limited
<b>Name of the director or Key Managerial Personnel who is related, if any;</b>	Mr. Manish Dhanuka Mr. Mridul Dhanuka
<b>Nature of relationship</b>	Mr. Manish Dhanuka is a Director and Member in M/s. Otsuka Chemicals (India) Private Ltd. Mr. Mridul Dhanuka is a Member of M/s. Otsuka Chemicals (India) Private Ltd.
<b>Aggregate maximum value of the contract/ arrangement per transaction in any Financial year</b>	Aggregate value upto Rs.400 Crores (Rupees Four hundred Crores Only) for the Financial year 2025-26
<b>Nature, type, material terms, monetary value and particulars of the contract or arrangements</b>	The proposed transactions related to purchase of raw material which shall be governed by the Company's Related Party Transaction Policy and is approved and will be reviewed by the Audit Committee within the overall limits approved by the Members.
<b>Tenure of the proposed transaction</b>	Approval of transactions shall be valid for the full financial year 2025-26.
<b>Any other information relevant or important for the members to take a decision on the proposed resolution.</b>	All the transactions with Otsuka Chemical (India) Private Limited are on a recurring basis, at arm's length, and in the ordinary course of business. The supply of GCLE is made as per Purchase Orders issued from time to time, ensuring flexibility and alignment with the Company's production requirements. The price is based on prevailing market rates and has been negotiated to be competitive and reasonable. Otsuka, being a long-term supplier, ensures timely delivery without disruption to production, which is critical for the Company.
<b>The percentage of the Orchid's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction</b>	43.38% The increase in the percentage compared to the previous year is attributable to prospective procurement transactions that the Company may undertake during the year, contingent upon the successful completion of the merger with Dhanuka Laboratories Limited, the holding company, which also sources GCLE from Otsuka
<b>Justification as to why the RPT is in the interest of the listed entity;</b>	Otsuka Chemical (India) Private Limited is the only approved source of the Key Raw Material GCLE for Orchid, even before the takeover by Dhanuka group. As a long-term supplier, Otsuka provides GCLE at a competitive price while ensuring timely and uninterrupted supply, which is critical for the Company's production continuity. Engaging in this related party transaction is therefore in the best interest of the Company.
<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;</b>	39.68%

<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	The transactions do not contemplate any valuation
<b>Where the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the aforesaid circular</b>	Not Applicable

As per Regulation 23(4) of 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, Dhanuka Laboratories Limited (Holding Company) shall not vote on the resolutions to approve it as set out at Item No. 9., even after not being party in the given transaction.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee. The Board considers that the proposed related party transactions with M/s. Otsuka Chemicals (India) Private Limited play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 9 of this Notice for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

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

For and on behalf on the Board of Directors of  
**Orchid Pharma Limited**  
**Sd/-**  
**Kapil Dayya**  
**Company Secretary and Compliance Officer**

Date: August 12, 2025  
 Place: Gurugram

## NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

### ANNEXURE TO THE NOTICE

#### INFORMATION IN RESPECT OF ITEM NO. 2, 5, 6 and 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]

Name of the Director	Mr. Arjun Dhanuka	Dr. Dharam Vir #	CA Dr. Manoj Kumar Goyal #	Ms. Tanu Singla #
<b>Date of Birth</b>	March 10, 1988	March 15, 1961	May 26, 1976	November 11, 1985
<b>Qualification</b>	Graduation from Delhi University	Ph.D. degree in Synthetic Organic Chemistry/Heterocyclic Chemistry and Medicinal Chemistry from Kurukshetra University	Commerce Graduate with Honours and passed Chartered Accountancy Examination	CS, LLB, Diploma in Finance Management
<b>Date of First Appointment on the Board</b>	October 10, 2023	June 29, 2020	June 29, 2020	June 29, 2020
<b>Brief Profile/ Experience/ Skills/ Expertise</b>	<p>He started his career with Dhanuka Laboratories Limited in September 2010. From 2010-13 his role comprised of managing all the purchase decisions of the Company. He graduated from Delhi University and is a now Whole Time Director with the Company.</p> <p>In 2013, he started working with operations team of Synmedic Laboratories. After gaining relevant experience, he is presently supervising and is responsible for majority of operations at Synmedic Laboratories since 2020. He strives in Business Development and strategy building. Mr. Dhanuka is young and dynamic person with an experience of more than a decade in the</p>	<p>He has rich experience of about 32 years in Pharmaceutical Industry wherein he has played significant role in both strategic and operational aspects of RandD and IP by identifying and commercialization of many IP-based-RandD-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 RandD team including Process Chemistry Scientists, Intellectual Property Scientists, Chemical Engineers, Analytical Research Scientists, Compliance personnel, Tech Transfer and Pilot.</p>	<p>He is a seasoned finance and legal professional with over 24 years of extensive experience across Taxation, Audit, Accounting, Finance, and Corporate Law. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds both a Bachelor of Laws (LL.B.) and a Doctorate (Ph.D.), reflecting a strong academic foundation in both finance and legal domains. In pursuit of continuous professional development, Dr. Manoj Goyal has completed several advanced certifications conducted by ICAI, including:</p> <ul style="list-style-type: none"> <li>• Certificate Course on Concurrent Audit (CCA)</li> <li>• Certificate Course on Anti-Money</li> </ul>	<p>She has an experience of more than decade as a Company Secretary with proven expertise in corporate governance, strategic leadership and risk management across diverse sectors. She has deep understanding of regulatory frameworks, compliance oversight and stakeholders engagement, ensuring transparency and accountability at the Board lever. Skilled in providing independent judgement, guiding long-term strategy, and strengthening ethical business practices. Recognised for integrity, strong business acumen and the ability to balance governance priorities with sustainable growth objective.</p>

	Pharmaceuticals Sector.	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.	Laundering Laws (AML) <ul style="list-style-type: none"> <li>• Certificate Course on Alternate Dispute Resolution (ADR)</li> <li>• Certificate Course on Indian Accounting Standards (Ind AS)</li> <li>• Certificate Course on Artificial Intelligence (AI)</li> </ul> His professional journey includes interactions with financial institutions, public sector entities, and corporate boards.	
<b>Inter-se relationships with Directors and Key Managerial Personnel</b>	In accordance with Section 2(77) of Companies Act, 2013, he does not have any relationship with Directors or Key Managerial Personnel of the Company.	He is not related to any director/ Key Managerial Personnel of the Company.	He is not related to any director/ Key Managerial Personnel of the Company.	She is not related to any director/ Key Managerial Personnel of the Company.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	He does not hold any shares directly in the Company. However, he is the Significant Beneficial Owner through Dhanuka Laboratories Limited (Holding Company Categorized as Promoter of the Company) u/s 90 of Companies Act, 2013 as amended.	He does not hold any shares directly or indirectly in the Company.	He does not hold any shares directly or indirectly in the Company.	She does not hold any shares directly or indirectly in the Company.
<b>Listed Companies in which the Director holds directorship</b>	M/s. Orchid Pharma Limited	M/s. Orchid Pharma Limited	M/s. Orchid Pharma Limited	M/s. Orchid Pharma Limited
<b>Listed Companies in which Director holds Committee Membership</b>	M/s. Orchid Pharma Limited - Nomination and Remuneration Committee	M/s. Orchid Pharma Limited - Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate	M/s. Orchid Pharma Limited - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee	M/s. Orchid Pharma Limited - Audit Committee, Stakeholders Relationship Committee



		Social Responsibility Committee		
Listed entities from which the Director has resigned as Director in past 3 years	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year 2024-25	5 out of 5	4 out of 5	5 out of 5	5 out of 5
Details of remuneration drawn in FY24-25 *	Sitting Fees of Rs. 2,20,000/-	Sitting Fees of Rs. 2,30,000/-	Sitting Fees of Rs. 2,80,000/-	Sitting Fees of Rs. 2,60,000/-
Details of Remuneration sought to be paid	No remuneration except for sitting fees be paid, as approved in the initial terms of appointment.	No remuneration except for sitting fees be paid, as approved in the initial terms of appointment.	No remuneration except for sitting fees be paid, as approved in the initial terms of appointment.	No remuneration except for sitting fees be paid, as approved in the initial terms of appointment.

\* Detail Explanation is given in Corporate Governance Report forming part of Annual Report.

# In terms of Section 149 and other applicable provisions of the Act, the Directors are eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.

# In the opinion of the Board, all Directors mentioned above fulfil the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he/she is independent of the management. Additionally, the Nomination and Remuneration Committee and Board of Directors had evaluated his performance to the satisfaction. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.

For and on behalf on the Board of Directors of  
**Orchid Pharma Limited**  
**Sd/-**  
**Kapil Dayya**  
**Company Secretary and Compliance Officer**

Date: August 12, 2025

Place: Gurugram