



## ORCHID PHARMA LIMITED

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Chengalpattu, Alathur Industrial Estate, Kanchipuram,  
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Website: [www.orchidpharma.com](http://www.orchidpharma.com)

## NOTICE OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **31<sup>st</sup> Annual General Meeting** (“AGM”) of the Members of Orchid Pharma Limited (“Company”) will be held on **Wednesday, August 21, 2024 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:

- The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2024 inter-alia, including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon;
- The Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2024 inter-alia, including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon;

#### 2. To appoint Mr. Ram Gopal Agarwal (DIN: 00627386) Non-Executive, Non- Independent Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Appointment of Ms. Shubha Singh (DIN: 06926872) as the Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, 160 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended read with 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

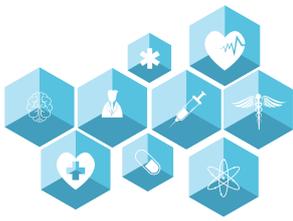
other relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Ms. Shubha Singh (DIN: 06926872) who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors, based on the recommendations of Nomination and Remuneration Committee with effect from May 23, 2024 and who holds the said office as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and in respect of whom a notice from a Member of the Company has been received u/s 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) Years upto May 22, 2029 (day inclusive) (“First Term”).

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

#### 4. Ratification of Remuneration to the Cost Auditor for the Financial Year 2024-25

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“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 March 31, 2025, 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 ratified and approved.



**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is 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.”

**5. Approval for continuation of Directorship of Mr. Ram Gopal Agarwal (DIN: 00627386) as Non- Executive, Non-Independent Director cum Chairman of the Board beyond the age of Seventy- Five years**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ram Gopal Agarwal (DIN: 00627386) as Non-Executive Non-Independent Director cum Chairman of the Board from the day he attains the age of 75 years i.e., from July 30, 2024, on the same terms and conditions as approved at the time of Initial Appointment approved by the Members vide Resolution dated December 30, 2020 i.e. appointed as Non-Executive Director of the Company liable to retire by rotation with nil remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is 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.”

**6. Approval for the Re- appointment of Mr. Manish Dhanuka (DIN: 00238798) as Managing Director of the Company and payment of remuneration to him**

To consider and if thought fit, to the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013, to the extent applicable, if any and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Articles of Associations of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, if any and based on the recommendation of the Nomination and Remuneration Committee and consent of Board of Directors, approval of the members of the Company be and is hereby accorded to re-

appoint Mr. Manish Dhanuka (DIN: 00238798) as the Managing Director of the Company for a further period of 5 (five) years i.e. from February 28, 2025 to February 27, 2030 (both days inclusive), whose office shall not be liable to determination for retirement of Directors by Rotation, at such remuneration and on such terms and conditions as set out below with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment within the above mentioned scale of remuneration .

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued / framed thereunder read with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and consent of Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Manish Dhanuka, Managing Director of the Company, during his period of aforesaid re-appointment on such terms and conditions as approved by the Board of Directors from time to time, notwithstanding (i) the annual remuneration payable to him exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration payable to all executive directors of the Company exceeds 5% of the net profits of the Company.”

**Terms and Conditions of Appointment**

**1. Period of Appointment:** Re-appointed as Managing Director for a period beginning from February 28, 2025 to February 27, 2030.

**2. Details of Remuneration:-**

**A. Salary:** Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month with an increment by 10% of fixed salary every year.

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

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

**I.** Furnished accommodation or House Rent Allowance (HRA) in lieu thereof and house maintenance allowance (Gas, Electricity, Water, Repairs, Security, etc.) thereof.

**II.** One Company maintained Car with reimbursement of Driver's salary.

**III.** Reimbursement of Medical Expenses/ Medical Insurance Premium incurred for self and his family.

**IV.** Leave Travel Concession - For self and his family once in a year incurred in accordance with the Rules of the Company.

**V.** Personal Accident Insurance premium.

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

**VII.** Any other perquisite or allowance as may be agreed to by the

Board of Directors and the Managing Director.

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

#### **D. Other Benefits:-**

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

**I.** Company's contribution to Provident Fund, Super-annuation Fund or Annuity Fund as per the Rules and Regulations of the Company.

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

**III.** Reimbursement of Medical Expenses/Medical Insurance Premium incurred for self and his Family.

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

Note II. For the purposes of perquisites, “family” means spouse, dependent children and dependent parents of Mr. Manish Dhanuka.

**RESOLVED FURTHER THAT** subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Mr. Manish Dhanuka shall be responsible for the overall management of the affairs of the Company and shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board, in the best interests of the Company and all other terms and conditions of his re-appointment remains the same in accordance with his original appointment dated March 31, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such act, deeds and things to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

#### **7. Approval for the Re-appointment of Mr. Mridul Dhanuka (DIN: 00199441) as Whole-time Director of the Company and payment of remuneration to him**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013, to the extent applicable, if any and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Articles of Associations of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, if any and based on the recommendation of the Nomination and Remuneration Committee and consent of Board of Directors, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Mridul Dhanuka (DIN: 00199441) as the Whole Time Director of the Company for a further period of 5 (five) years i.e. from February 28, 2025 to February 27, 2030 (both days inclusive), whose office shall be liable to determination for retirement of Directors by Rotation, at such remuneration and on such terms and conditions as set out below with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment within the above mentioned scale of remuneration.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued / framed thereunder read with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and consent of Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Mridul Dhanuka, Whole Time Director of the Company, during his period of aforesaid re-appointment on such terms and conditions as approved by the Board of Directors from time to time, notwithstanding (i) the annual remuneration payable to him exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration payable to all executive directors of the Company exceeds 5% of the net profits of the Company.”

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

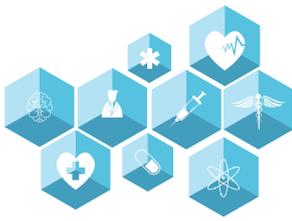
**1. Period of Appointment:** Re-appointed as Whole Time Director for a period beginning from February 28, 2025 to February 27, 2030.

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

**A. Salary:** Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month with an increment by 10% of fixed salary every year.

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

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



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

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

#### D. Other Benefits:-

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

- I. Company's contribution to Provident Fund, Super-annuation Fund or Annuity Fund as per the Rules and Regulations of the Company.
- II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- III. Reimbursement of Medical Expenses/Medical Insurance Premium incurred for self and his Family.

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

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

**RESOLVED FURTHER THAT** subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Mr. Mridul Dhanuka shall be responsible for the overall management of the affairs of the Company as Whole Time Director and shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board, in the best interests of the Company and all other terms and conditions of his re- appointment remains the same in accordance with his original appointment dated March 31, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such act, deeds and things to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution."

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable Rules made 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 Material related party transactions in the nature of Purchase of raw materials from 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 upto Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crores Only) for the Financial year 2024-25, 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 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/-

Date: July 19, 2024  
Place: Gurugram **Company Secretary and Compliance Officer**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to Ministry of Corporate Affairs' 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 and 10/2023 dated September 25, 2023 (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 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 07, 2023 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, 2024, is being held through VC /OAVM facility on Wednesday, August 21, 2024 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 [rta@abhipra.com](mailto:rta@abhipra.com) and to the Company at [cs@orchidpharma.com](mailto:cs@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 8 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 are 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 31<sup>st</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 [rta@abhipra.com](mailto:rta@abhipra.com) or to the Company at [cs@orchidpharma.com](mailto:cs@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. August 21, 2024.
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, the Notice calling the 31st AGM along with the Annual Report for the Financial Year 2023-24 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.
12. In line with the MCA circulars, the Notice convening 31<sup>st</sup> AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2023-24 is available on the Company's website on [http://www.orchidpharma.com/invr\\_Annualreports.html](http://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: [cs@orchidpharma.com](mailto:cs@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 July 17, 2024 had appointed Mr. Muthukumar (Membership No. F11218 & Certificate of Practice No. 20333), Partner, M/s P Muthukumar & 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. 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.

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 August 02, 2024 through email at [cs@orchidpharma.com](mailto:cs@orchidpharma.com) the same will be replied by the Company suitably through email.

24. The Company has designated an exclusive Email ID: [cs@orchidpharma.com](mailto:cs@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.

#### CALENDER OF AGM

Sr. No.	Particulars	Date
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday , August 14, 2024
2.	Remote E -Voting Period	From 9:00 A.M (IST) on Saturday, August 17, 2024 till 5:00 P.M. (IST) on Tuesday, August 20, 2024
3.	Date & Time of AGM	Wednesday , August 21, 2024 at 11:30 A.M. IST

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

The remote e-voting period begins on Saturday, August 17, 2024 at 09.00 A.M. (IST) and ends on Tuesday, August 20, 2024 at 05.00 P.M. (IST). 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. Wednesday, August 14, 2024, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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 'IDeAS' 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>2. 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>



Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 user your existing my easi username &amp; password.</li> <li>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 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.</li> <li>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.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 eVoting 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'?

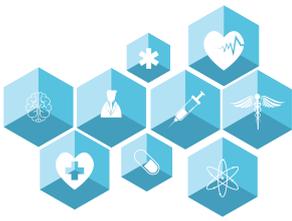
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The

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 to [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.
1. 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 to NSDL 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 email 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 [rta@abhipra.com](mailto:rta@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 RTA at [rta@abhipra.com](mailto:rta@abhipra.com).
3. 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.**
4. 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.
5. 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 casted their vote on the Resolutions through remote e-Voting i.e. from August 17, 2024 to August 20, 2024 and are otherwise not barred from doing so, shall be eligible to vote through

- through e-Voting system in the AGM.
- 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.
  - 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the 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 General 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members 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 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@orchidpharma.com](mailto: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](mailto: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.

**Procedure for obtaining the AGM notice and e-voting**

**instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

- Members may send an e-mail request at the email id [rta@abhipra.com](mailto:rta@abhipra.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio for sending the Notice of AGM, Annual Report and the e-voting instructions.
- Shareholders may also visit the website of the company <http://www.orchidpharma.com/> or the website of the NSDL <https://www.evoting.nsdl.com/> downloading the Notice of the AGM and Annual Report.
- Those shareholders who have registered/not registered their mail address and mobile number including address and bank details may please contact and validate/update their details with the relevant Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent M/s. Abhipra Capital Limited (“**Abhipra**”) in case the shares held in physical form.
- Shareholders who have not registered their mail address and in consequence the Notice of AGM and e-voting instructions could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, Abhipra, by sending email to [rta@abhipra.com](mailto:rta@abhipra.com) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [rta@abhipra.com](mailto:rta@abhipra.com) or [cs@orchidpharma.com](mailto:cs@orchidpharma.com)

**OTHER INSTRUCTIONS**

- A person who is not a Member as on the Cut-off Date for e-voting should treat this Notice for information purposes only. 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. Wednesday, August 14, 2024 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.
- You can also update your mobile number and e-mail id in the user profile details to get e- voting confirmation and which may be used for further communications.

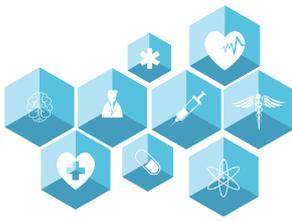
For and on behalf of the Board of Directors of  
**Orchid Pharma Limited**  
Sd/-  
**Kapil Dayya**  
**Company Secretary and Compliance Officer**

Date: July 19, 2024

Place: Gurugram

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

The following Explanatory Statement, pursuant to Section



102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying Notice dated July 19, 2024.

**Item No. 3 – Appointment of Ms. Shubha Singh (DIN: 06926872) as the Independent Director of the Company.**

The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 23, 2024 had approved the appointment of Ms. Shubha Singh as an Additional Director of the Company.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, Regulation 25 of SEBI (Listing Regulation and Disclosure Requirement) Regulations, 2015, the confirmation of Appointment of Ms. Shubha Singh 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 appointment as an Additional Director, whichever is earlier.

Accordingly, the consent of the members is sought for passing a special resolution approving the appointment of Ms. Shubha Singh as a Non- Executive and Independent Director of the Company, whose willingness for such appointment has been received along with the required declaration/ certificates under Companies Act and SEBI Listing Regulations.

In the opinion of the Board, she fulfils the conditions specified in the Companies Act and the rules made thereunder read with the SEBI Listing Regulations for such an appointment and she is independent of the management.

The terms and conditions of appointment of independent directors has been posted on the website of the Company and are open for inspection as stated in the notes to the Notice of AGM.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of **Ms. Shubha Singh (DIN: 06926872)** including her profile and specific areas of expertise are given below as **“Annexure 1”**.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Shubha Singh are in any way interested or concerned with this Resolution.

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

**Item No. 4 – Ratification of Remuneration to the Cost Auditor for the Financial Year 2024-25**

The Audit Committee and the Board of Directors of the Company at their Meetings held on May 23, 2024 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 2024-25.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 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 2024-25 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on May 23, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 4 to the members of the Company.

**Item No. 5 -Approval for continuation of Directorship of Mr. Ram Gopal Agarwal (DIN: 00627386) as Non- Executive, Non-Independent Director cum Chairman of the Board beyond the age of Seventy- Five years**

Mr. Ram Gopal Agarwal (DIN: 00627386) was appointed as an Additional Director, Non-Executive Non- Independent Director of the Company, with effect from March 31, 2020, in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Article of Association of the Company. He was appointed as Chairman of the Board of Directors with effect from June 29, 2020. Further, his office as an Additional Director was regularised as Non-Executive Director, liable to retire by rotation, in the Annual General Meeting held on December 30, 2020 in accordance with Section 152 and other applicable provisions of the Companies Act 2013, as amended.

In terms of the Regulation 17(1A) of SEBI Listing Regulations, inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 01, 2019, no listed Company shall appoint or continue the directorship of any person as Non-Executive Director, who has attained the age of seventy five years, unless a special resolution is passed to that effect.

Mr. Ram Gopal Agarwal will attain the age of 75 years on July 30, 2024 and therefore the approval of the Members will be required for continuation of his directorship in the Company.

Mr. Ram Gopal Agarwal is Founder Chairman of Dhanuka Group. He has 56 years of rich and wide experience in the Industry. He is a decisive and action oriented visionary who took over a sick pesticide Company named Northern Mineral Pvt. Ltd. in 1980 and transformed it today to Rs. 1700 Crore organization. His deep commitment and inspiring leadership in initial turbulent days is an example worth inculcating. He was the past Chairman of CCFI, (Crop Care Federation of India) the apex Chamber of all Indian Agrochemical majors. He has been bestowed with many Awards for his tremendous contribution in Agro Industry like “Life Time Achievement Award” by Agri Business Summit and Agri Awards 2019, “Distinguished Contribution to Indian Agrochemicals Industry” during India Chem 2016 International Conference organised by FICCI, National Safety Award – 3 times; Forbes Award – 200 Best under A Billion Companies in Asia Pacific etc.

The Board of Directors considering his vast experience, knowledge, expertise, performance, coveted mentorship role and unparalleled profile hereinbefore stated, at their meeting held on July 17, 2024 have approved the continuation of directorship of Mr. Ram Gopal Agarwal (DIN: 00627386) as Non-Executive Non- Independent Director cum Chairman of the Board from the day he attains the age of 75 years i.e., July 30, 2024 on the same terms and conditions as approved at the time of Initial Appointment that was approved by the Members of the Company vide Resolution dated December 30, 2020 i.e. appointment as Non-Executive Director liable to retire by rotation with nil remuneration.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Ram Gopal Agarwal including his profile and specific areas of expertise are included as “Annexure 2”.

None of the Directors/ Key Managerial Personnel and their relatives, except Mr. Ram Gopal Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

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- Approval for the Re- appointment of Mr. Manish Dhanuka (DIN: 00238798) as Managing Director of the Company and payment of remuneration to him**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on July 17, 2024 approved the re-

appointment of Mr. Manish Dhanuka as the Managing Director of the Company for the period commencing from February 28, 2025 to February 27, 2030 whose office shall not be liable to determination for retirement of directors by rotation on such terms and conditions and remuneration as were set out in the resolution.

Pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting if:

- i) The annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5 % of the net profits of the Company (calculated as per the provisions of Section 198 of the Companies Act, 2013) whichever is higher; or
- ii) Where there is more than 1 such director, the aggregate annual remuneration to such director exceeds 5 % of the net profits of the Company (calculated as per section 198 of the Companies Act, 2013).

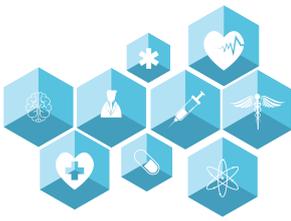
The annual remuneration payable to Mr. Manish Dhanuka is expected to be within the prescribed limits of Section 197 of Companies Act, 2013. However, the annual remuneration payable to Mr. Manish Dhanuka is expected to exceed the limits mentioned under regulation 17(6)(e) of SEBI Listing Regulations, 2015 either singly or collectively with Mr. Mridul Dhanuka (Whole Time Director) and accordingly, approval of shareholders is being sought by way of Special Resolution.

Therefore, the Board of Directors at its meeting held on July 17, 2024 considered and recommends the proposal to obtain Special Resolution from the members of the Company on the matter. Further, terms and conditions of his re- appointment other than as set out in Notice shall remain same as of the Resolution passed by the shareholders at General Meeting held on December 30, 2020. The Members wishes to seek the above stated resolution may write to the Company at [cs@orchidpharma.com](mailto:cs@orchidpharma.com).

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Manish Dhanuka including his profile and specific areas of expertise are given below as “Annexure 3”.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Manish Dhanuka, are in any way, concerned or interested, financially or otherwise, in the aforementioned 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: Approval for the Re- appointment of Mr. Mridul Dhanuka (DIN: 00199441) as Whole-time Director of the Company and payment of remuneration to him**

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on July 17, 2024 approved the appointment of Mr. Mridul Dhanuka as the Whole-Time Director of the Company, for the period commencing from February 28, 2025 to February 27, 2030 whose office shall be liable to determination for retirement of directors by rotation on such terms and conditions and remuneration as were set out in the resolution.

Pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting if:

- i) The annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5 % of the net profits of the Company (calculated as per the provisions of Section 198 of the Companies Act, 2013) whichever is higher; or
- ii) Where there is more than 1 such director, the aggregate annual remuneration to such director exceeds 5 % of the net profits of the Company (calculated as per section 198 of the Companies Act, 2013).

The annual remuneration payable to Mr. Mridul Dhanuka is expected to be within the prescribed limits of Section 197 of Companies Act, 2013. However, the annual remuneration payable to Mr. Mridul Dhanuka is expected to exceed the limits mentioned under regulation 17(6)(e) of SEBI Listing Regulations, 2015, either singly or collectively with Mr. Manish Dhanuka (Managing Director) and accordingly, approval of shareholders is being sought by way of Special Resolution.

Therefore, the Board of Directors at its meeting held on July 17, 2024 considered and recommends the proposal to obtain Special Resolution from the members of the Company on the matter. Further, terms and conditions of his re- appointment other than as set out in Notice shall remain same as of the Resolution passed by the shareholders at General Meeting held on December 30, 2020. The Members wishes to seek the above stated resolution may write to the Company at [cs@orchidpharma.com](mailto:cs@orchidpharma.com).

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Mridul Dhanuka including his profile and specific areas of expertise are given below as “Annexure 4”.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Mridul Dhanuka, are in any way, concerned or interested, financially or otherwise, in the aforementioned 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 – 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.

Moreover, Otsuka also buys the end product produced from GCLE for its global requirements from Orchid under a long-term supply contract. 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 2024-25 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 2024-25 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, 2024 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 31<sup>st</sup> AGM, i.e. August 21, 2024.

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 Chemicals (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. 250 Crores (Rupees Two hundred and Fifty Crores Only) for the Financial year 2024-25
<b>Nature, type, material terms, monetary value and particulars of the contract or arrangements</b>	The proposed transactions related to supply of raw material which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Members.
<b>Tenure of the proposed transaction</b>	Contracts/arrangements with a duration upto 1 year
<b>Any other information relevant or important for the members to take a decision on the proposed resolution.</b>	All the transactions are on recurring basis and on arm's length basis and in the ordinary course of business. The transactions are based on Purchase Orders issued from time to time.
<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>	30.51%
<b>Justification as to why the RPT is in the interest of the listed entity;</b>	The details are provided in the foregoing paragraphs
<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>	23.67%
<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 point4(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 set out at Item No. 8., 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. 8 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.

**Annexure-1**

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

**Brief Profile of Ms. Shubha Singh, Non- Executive and Independent Director**

Particulars	
	
Name of Director	Ms. Shubha Singh, 48 years
DIN	06926872
Date of Birth	January 26, 1976
Qualification	B.com (Hons), LLB, CS, CFA, MBA
Date of First Appointment on the Board	May 23, 2024
Brief Profile/ Experience/ Skills/ Expertise	<p>Having 25 years of experience in various domains like Secretarial, compliances, legal, investor relations, stakeholder management, strategy, CSR, POSH etc. in corporate sector.</p> <p>Honoured with the Best Non-Executive Director Award in Listed Company category at MMB Iconic Women Directors of India, 2023 conclave held on 15th December, 2023 at BSE Convention center, Mumbai. Mrs. Smriti Irani and Dr. Kiran Bedi presided over the conclave.</p> <p>Featured on cover page of Board stewardship magazine in Women's Day Special edition – March, 2024 and also her articles on ESG were published in the same edition.</p> <p>Awarded the Distinguished Alumni Award 2024 for Corporate Excellence in Finance category by IMT CDL at Alumni meet held on 11th February, 2024.</p> <p>Featured in the Alumni Spotlight section of the IMT CDL Alumni Yearbook 2024 which can be accessed at <a href="https://www.imtcdl.ac.in/Annual-Alumni-Book-2024/">ps://www.imtcdl.ac.in/Annual-Alumni-Book-2024/</a>,</p> <p>Her article on Viksit Bharat- sustainability and sustainable development was published in ICSI- Chartered Secretary Journal, April, 2024.</p> <p>Part of Achiever's talk series, was invited for a live talk with Mr. Ashok Sharma, Dean– IMT CDL on Unlocking Financial Potential in May, 2024.</p> <p>Thought leadership by writing articles, posts etc. in various forums and as Guest speaker especially w.r.t Corporate governance, compliances, ethics, Laws, eco-legal regulatory eco-system, domestic and international.</p>



Listed Companies in which the Director holds directorship	M/s. AMD Industries Limited, Director M/s. Lords Chloro Alkali Limited, Director M/s. Orchid Pharma Limited
Listed Companies in which Director holds Committee Membership	M/s. AMD Industries Limited - Nomination and Remuneration Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee M/s. Lords Chloro Alkali Limited - Nomination and Remuneration Committee - Stakeholders Relationship Committee
Terms and Conditions of Appointment along with details of remuneration sought to be paid	In terms of Section 149 and other applicable provisions of the Act, Ms. Shubha Singh is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.  As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Ms. Shubha Singh as Independent Director was placed before the Board which recommends her appointment as Independent Director for a term of 5 years with effect from May 23, 2024. Ms. Shubha Singh is entitled only to the sitting fee for attending the Board and committee meetings which is fixed at Rs. 40,000 (Rupees Forty Thousand Only) per Board Meeting and Rs. 10,000 (Rupees Ten Thousand Only) per Committee Meeting.
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Ms. Shubha Singh fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge
Number of meetings of the Board attended during the year 2023-24	Not Applicable, being appointed after the closure of financial year ended on March 31, 2024.
Details of remuneration drawn in FY23-24	Not Applicable, being appointed after the closure of financial year ended on March 31, 2024.
Details of Remuneration sought to be paid	Sitting Fees as paid to other Non-Executive Directors of the Company

**Annexure-2**

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

**Brief Profile of Mr. Ram Gopal Agarwal, Non- Executive Director**

Particulars	
	
Name of Director	Mr. Ram Gopal Agarwal
DIN	00627386
Date of Birth	July 30, 1949
Age	74 years
Qualification	Bachelor of Commerce (Honours)
Brief Profile/ Experience/ Skills/ Expertise	<p>Mr. Ram Gopal Agarwal is Founder Chairman of Dhanuka Group. He has 56 years of rich and wide experience in the Industry. He is a decisive and action oriented visionary who took over a sick pesticide Company named Northern Mineral Pvt. Ltd. in 1980 and transformed it today to Rs. 1700 Crore organization. His deep commitment and inspiring leadership in initial turbulent days is an example worth inculcating. He was the past Chairman of CCFI, (Crop Care Federation of India) the apex Chamber of all Indian Agrochemical majors. He has been bestowed with many Awards for his tremendous contribution in Agro Industry like “Life Time Achievement Award” by Agri Business Summit and Agri Awards 2019, “Distinguished Contribution to Indian Agrochemicals Industry” during India Chem 2016 International Conference organised by FICCI, National Safety Award – 3 times; Forbes Award – 200 Best under A Billion Companies in Asia Pacific etc.</p>
Terms and Conditions	Same terms and conditions as approved by the Members vide Resolution dated December 20, 2020 i.e. Appointed as Non-Executive Director liable to retire by rotation with nil remuneration.
Inter-se relationships with Directors and Key Managerial Personnel	NIL



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Listed Companies in which the Director holds directorship and committee membership	M/s. Dhanuka Agritech Limited M/s. Orchid Pharma Limited
Shareholding in the Company including shareholding as a beneficial owner	Mr. Ram Gopal Agarwal does not hold any shares directly in the Company. However, he is a beneficial owner of 69.84% through Dhanuka Laboratories Limited (Holding Company categorised as Promoter of the Company) u/s 89 of the Companies Act 2013, as amended.
Listed Entities from which the Director has resigned as Director in past 3 years	NIL
Number of meetings of the Board attended during the year 2023-24	1 out of 9
Details of remuneration drawn in FY23 -24	Nil
Details of Remuneration sought to be paid	Sitting Fees as paid to other Non -Executive Directors of the Company

**Annexure-3**

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

**Brief Profile of Mr. Manish Dhanuka, Managing Director**

Particulars	
	
Name of the Director	Mr. Manish Dhanuka
DIN	00238798
Date of Birth	28.09.1967
Age	56 Years
Qualification	Mr. Manish Dhanuka holds a B. Tech in Chemical Engineering from IIT, New Delhi, and M.S in Chemical Engineering from the University of Akron, USA
Brief Profile/ Experience/ Skills/ Expertise	<p>Mr. Manish Dhanuka has 29 years of rich experience in research, evaluation, and teaching in the pharmaceutical industry with expertise in innovative pharmaceutical technologies. He excels in creating economical pharmaceutical technologies and accelerated evaluation process for improving healthcare. His wide-ranging experience of handling operations, commercial, marketing and finance in the manufacturing industry provides for his analytical and decision-making skills facilitating the restoration of the company to its glorious past and to achieve even greater heights. Before establishing Dhanuka laboratories Ltd. In 1993, he began his career at Ranbaxy Labs Ltd. in New Delhi and worked there for 5 years. His vision and strategy to grow the Pharmaceutical industry in the Indian sub- continent, have helped the Dhanuka Group enhance its Bulk Drugs manufacturing arm exponentially. He spearheaded the acquisition of Synmedic Laboratories in the year 2013 which is involved in pharmaceutical formulations. This entrepreneurial vigor enabled him to take over the operations of Orchid Pharma Ltd. in March 2020 and since he has played an important role in turning around the business of the Company with knowledge, expertise and dedication. He is driving force behind the new business vertical of the Company. In accordance with section 2(77) of the Companies Act, 2023, Mr. Manish Dhanuka does not have any relationship with Director and Key Managerial Personnel of the Company force behind the new business vertical of the Company.</p>



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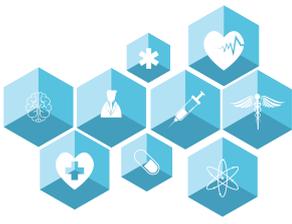
Inter-se relationships with Directors and Key Managerial Personnel	In accordance with section 2(77) of the Companies Act, 2023, Mr. Manish Dhanuka does not have any relationship with Director and Key Managerial Personnel of the Company
Listed Companies in which the Director holds directorship and committee membership	M/s. Dhanuka Agritech Limited M/s. Orchid Pharma Limited
Listed Entities from which the Director has resigned as Director in past 3 years	NIL
Number of meetings of the Board attended during the year 2023-24	9 of 9
Details of remuneration drawn in FY23 -24	Rs. 3.55 Crores (Detailed explanation included in the Corporate Governance Report forming part of the Annual Report.
Details of Remuneration sought to be paid	As set out in the Resolution

**Annexure-4**

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

**Brief Profile of Mr. Mridul Dhanuka, Whole-time Director**

Particulars	
	
Name of the Director	Mr. Mridul Dhanuka
DIN	00199441
Date of Birth	20.10.1980
Age	43 Years
Qualification	Mr. Mridul Dhanuka is a Chemical Engineer with a Master's Degree in Business Administration.
Brief Profile/ Experience/ Skills/ Expertise	<p>Mr. Mridul Dhanuka has wide experience of 20 years. He is associated with Dhanuka Group Ltd. since 2005. His technical expertise has supported to enlarge the product base of Dhanuka. He helped Dhanuka in smoothening the production, procurement and logistic functions and established quality control.</p> <p>With the takeover of the operations of Orchid Pharma Ltd. in March 2020 and his appointment as Whole Time Director of the Company has played an vital role in turning around the business of the Company with knowledge, expertise and devotion . He is instrumental in driving various initiatives to achieve the set milestones of the organization. Under his exuberant personality and ambitious leadership the Company was able to expand its business facilities. He was responsible in successfully realigning the entire supply chain vertical from procurement to sales thereby making a positive contribution in the profitability of the Company. He is a driving force behind the new business vertical of the Company.</p>
Inter-se relationships with Directors and Key Managerial Personnel	In accordance with section 2(77) of the Companies Act, 2023, Mr. Mridul Dhanuka does not have any relationship with Director and Key Managerial Personnel of the Company



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Listed Companies in which the Director holds directorship and committee membership	M/s. Orchid Pharma Limited
Listed Entities from which the Director has resigned as Director in past 3 years	M/s. Dhanuka Agritech Limited
Number of meetings of the Board attended during the year 2023-24	9 of 9
Details of remuneration drawn in FY23 -24	Rs. 3.55 Crores (Detailed explanation included in the Corporate Governance Report forming part of the Annual Report.
Details of Remuneration sought to be paid	As set out in the Resolution