

November 09, 2021

National Stock Exchange of India Ltd Listing Department Exchange Plaza, 5th Floor, Plot No: C/1, G - Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: ORCHPHARMA	BSE Limited Corporate Relationship Department 1st floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001 BSE Code: 524372
Luxembourg Stock Exchange Bourse de Luxembourg BP 165, L-2011 Luxembourg Siege social 11, avenue de la Portal - Neuve	London Stock Exchange 10 Paternoster Square London EC4M 7LS United Kingdom

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Postal Ballot Notice, dated November 01, 2021 ("Notice"), for seeking approval of the Members on proposed resolutions, as set out in the Notice. The Company has completed dispatch of the Notice today i.e., November 09, 2021, to the Members whose name appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e., November 05, 2021 and whose email IDs are registered with the Company/Depositories.

The e-voting period commences at 9:00 A.M. (IST) on Thursday, November 11, 2021 and ends at 5:00 P.M. (IST) on Friday, December 10, 2021.

The Notice is also be available on the website of the Company i.e. [www. Orchidpharma.com](http://www.Orchidpharma.com) and CDSL's e-voting website i.e. <https://evotingindia.com>

Kindly take the above information on your records.

Thanking you,
 Yours faithfully,

For Orchid Pharma Limited



Nikita
 Company Secretary



ORCHID PHARMA LIMITED

CIN: L24222TN1992PLC022994

**Regd. Office: 'Orchid Towers', # 313, Valluvarkottam High Road, Nungambakkam,
Chennai - 600 034, Tamil Nadu, India. Tel: +91-44-2821 1000 Fax: +91-44-2821 1002**

E-mail: corporate@orchidpharma.com | Website: www.orchidpharma.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members of Orchid Pharma Limited

NOTICE is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") as amended read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars"), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of Orchid Pharma Limited ("the Company") to transact the Special businesses as set out hereunder by passing Ordinary Resolutions by way of Postal Ballot only through remote e-voting process ("e-voting").

The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the aforesaid MCA Circulars, the Company is sending this notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agent or Depository/Depository Participants and the communication of assent/dissent of the Members will take place only through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors has appointed Shri Prasanta Kumar Roy Burman, Practising Chartered Accountant, (Membership No.: 013905), Proprietor, M/s. Kumar Roy barman Prasanta & Associates, Kolkata as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 P.M. (IST) on Friday, December 10, 2021, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by them. The results of e-voting will be announced on or before Sunday, December 12, 2021 and will be displayed on the Company's website www.orchidpharma.com and will also be communicated to the Stock Exchanges where the shares of the Company are listed, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”). The Company will also display the results of the Postal Ballot at its Registered Office.

The instructions for remote e-voting are appended to this Notice.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-Voting facility only, provided by the Company, not later than 5:00 PM (IST) on December 10, 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Resolution, if approved, will be taken as passed effectively on the last date of e-voting i.e., December 10, 2021.

SPECIAL BUSINESS

Item No.1: Approval for related party transaction under Section 188 of the Companies Act, 2013 - Purchase of land and building from M/s Dhanuka Laboratories Limited

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and

other applicable rules, if any, enabling provisions of the Memorandum and Articles of Association of the Company and 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 under applicable laws, pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) for the proposed related party transaction to be entered into between Orchid Pharma Limited ("the Company") and M/s. Dhanuka Laboratories Limited, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the purchase of land and building from M/s. Dhanuka Laboratories Limited ad measuring up to approximately 32,800 Square meters situated at Unit-II: Plot No. SP4; Industrial Area, Keshwana Rajput, Kotputli, Shahpura, District –Jaipur-303108, Rajasthan, India by the Company for consideration not exceeding Rs. 26.96 Crores (Rupees Twenty Six Crores and Ninety Six Lakhs Only) (Plus taxes, stamp duty, registration fees and such other charges wherever applicable) on arm's length basis, notwithstanding that the aforesaid transaction may exceed the thresholds as may be specified in the Act, from time to time, up to such extent and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) and as may be agreed between the Company and M/s. Dhanuka Laboratories Limited more particularly enumerated in the Explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Shri. Manish Dhanuka, Managing Director, Shri Arun Kumar Dhanuka, Non-Executive Director, Shri Mridul Dhanuka, Whole Time Director and any Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds and things and execute all documents, instruments, agreements or writings and amendments thereof and to take such steps as may be considered necessary, proper, desirable or expedient to give effect to the aforesaid resolution including delegation of all or any of the powers conferred on them by or under this resolution."

Item No.2: Approval for related party transaction under Section 188 of the Companies Act, 2013 - Purchase of land and building from M/s Synmedic Laboratories

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable rules, if any, enabling provisions of the Memorandum and Articles of Association of the Company and 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 under applicable laws, pursuant to the consent of the Audit Committee and the

Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) for the proposed related party transaction to be entered into between Orchid Pharma Limited ("the Company") and M/s. Synmedic Laboratories , a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, in connection with the purchase of land and building from M/s. Synmedic Laboratories ad measuring up to approximately 22,787 square meters situated at SP-3-5 A & C, RIICO Industrial area, Keshwana, Kotputli, Jaipur,Rajasthan-303108 by the Company for consideration not exceeding Rs. 19.71 Crores (Rupees Nineteen Crores and Seventy One Lakhs Only) (Plus taxes, stamp duty, registration fees and such other charges wherever applicable) on arm's length basis, notwithstanding that the aforesaid transaction may exceed the thresholds as may be specified in the Act from time to time, up to such extent and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) and as may be agreed between the Company and M/s. Synmedic Laboratories more particularly enumerated in the Explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Shri. Manish Dhanuka, Managing Director, Shri Arun Kumar Dhanuka, Non-Executive Director, Shri Mridul Dhanuka, Whole Time Director and any Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds and things and execute all documents, instruments, agreements or writings and amendments thereof and to take such steps as may be considered necessary, proper, desirable or expedient to give effect to the aforesaid resolution including delegation of all or any of the powers conferred on them by or under this resolution."

By Order of the Board of Directors
For Orchid Pharma Limited

Sd/-
Manish Dhanuka
Managing Director
DIN: 00238798

Place: Gurugram

Date: November 01, 2021

Notes:

1.The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice ("Notice").

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on November 05, 2021 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent (RTA)/ Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Postal Ballot Notice will also be available on the Company's website at www.orchidpharma.com , websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (‘CDSL’) (www.evotingindia.com).
- 4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form or by giving details of folio number, e-mail address, scanned copy of the share certificate (front and back) and self-attested copy of PAN card and Aadhar card to M/s. Abhipra Capital Limited (RTA) at rta@abhipra.com, if the shares are held in physical form.**
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 will be available for inspection via electronic mode from the date of circulation of this Notice up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at nikitak@orchidpharma.com
8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, Secretarial Standard-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e- voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

9. **The e-voting period commences at 9:00 A.M. (IST) on Thursday, November 11, 2021 and ends at 5:00 P.M. (IST) on Friday, December 10, 2021.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Notice is being sent to all the Members, whose names appear in the Register of Members /List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on **November 05, 2021**.

INFORMATION AND INSTRUCTIONS RELATING TO VOTING THROUGH E-VOTING

Note: Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of e-voting	End of e-voting
From 9:00 A.M. (IST) on Thursday, November 11, 2021	Up to 5:00 P.M. (IST) on Friday, December 10, 2021

The voting will not be allowed beyond 5:00 P.M. (IST) on Friday, December 10, 2021 and the e-voting shall be disabled by CDSL upon expiry of the aforesaid date and time.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 9.00 A.M. (IST) on Thursday, November 11, 2021 and ends on 5.00 P.M. (IST) on Friday, December 10, 2021. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 05, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode –CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.

	<p>Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period .</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

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

(iv) Login method for e-Voting for Physical Shareholders and **shareholders other than individual shareholders holding in Demat form**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for ORCHID PHARMA LIMITED to vote
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer at mycafirmindia2gmail.com and to the Company at the email address viz; nikitak@orchidpharma.com , if they have voted from

individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA email id** i.e., rta@abhipra.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS

Item No.1: Approval for related party transaction under Section 188 of the Companies Act, 2013 - Purchase of land and building from M/s Dhanuka Laboratories Limited

Your Company proposes to enter into a transaction with M/s. Dhanuka Laboratories Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for purchase of land and building admeasuring up to approximately 32,800 square meters situated at Unit-II: Plot No. SP4; Industrial Area, Keshwana Rajput, Kotputli, Shahpura, District –Jaipur-303108, Rajasthan, India.

Section 188 (1) (b) of the Companies Act,2013 read with Rule 15 (3) (a) (ii) of the Companies (Meetings of Board and its Powers) Rules,2014 require that any transaction entered into between related parties for selling or otherwise disposing of or **buying property of any kind**, directly or through appointment of agent, where the amount involved is equal to or exceeds 10% of the net worth of the Company is to be approved by the Members of the company by way of passing an Ordinary resolution. The

proposed transaction would be in the nature of a related party transaction under Section 188(1) (b) of the Companies Act, 2013 read with the Rules framed thereunder. Since the proposed transaction meets the threshold prescribed under Section 188(1) (b) of the Act read with Rules made thereunder, it requires prior approval of Members by way of Ordinary resolution.

The fourth proviso to Section 188(1) of the act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arms' length basis. The proposed transaction could be construed as being outside the ordinary course of business and therefore prior approval of the Members of the Company under Section 188 of the Companies Act, 2013 is being sought by way of an Ordinary resolution.

Pursuant to Explanation (3) to Rule 15(3) of the Rules, particulars of the transactions with M/s. Dhanuka Laboratories Limited are provided below:

Particulars	Remarks
Name of the related party	M/s. Dhanuka Laboratories Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director Mr. Manish Dhanuka, Managing Director Mr. Arun Kumar Dhanuka, Non-Executive Director Mr. Mridul Dhanuka, Whole Time Director Mr. Sunil Kumar Gupta, Chief Financial Officer
Nature of relationship	M/s. Dhanuka Laboratories Limited is the holding Company of Orchid Pharma Limited. Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director of the Company is a related party as per Section 2(76) of the Companies Act, 2013. Mr. Manish Dhanuka, Managing Director, Mr. Arun Kumar Dhanuka, Non-Executive Director and Mr. Mridul Dhanuka, Whole Time Director are the Members and Directors of M/s Dhanuka Laboratories Limited

	Mr. Sunil Kumar Gupta, Chief Financial Officer of the Company is also the Chief Financial Officer (Key Managerial Personnel) of M/s. Dhanuka Laboratories Limited.
Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The above transaction for purchase of land and building from M/s. Dhanuka Laboratories Limited would be on arm's length basis.</p> <p>The consideration for the purchase of aforesaid land and property would be Rs.26.96 Crores (Plus taxes, stamp duty, registration fees and such other charges wherever applicable).</p> <p>The consideration has been determined on the basis of the valuation report dated November, 01, 2021, issued by Mr. Vipin Kumar Singal, Architect and Registered Valuer, M/s. Vipin Singal & Associates.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

The above proposed related party transaction was approved by the Audit Committee and recommended by the Board of Directors to the Shareholders of the Company for their consideration and approval.

In accordance with Section 102(1) and proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/Director/Key Managerial Personnel in the other Company namely M/s. Dhanuka Laboratories Limited to the extent that such shareholding is in excess of 2% of the paid up capital of that Company is required to be disclosed:

Name of the Director	Individual Shareholding (along with HUF) in Dhanuka Laboratories Limited
Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director	6.40%
Mr. Manish Dhanuka, Managing Director	15.16%
Mr. Arun Kumar Dhanuka, Non-Executive Director	9.84%

Except for Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director, Mr. Manish Dhanuka, Managing Director, Mr. Mridul Dhanuka, Whole Time Director, Mr. Arun Kumar Dhanuka, Non-Executive Director and Mr. Sunil Kumar Gupta, Chief Financial Officer and their relatives, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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

This Explanatory statement may also be regarded as a disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.2: Approval for related party transaction under Section 188 of the Companies Act, 2013 - Purchase of land and building from M/s Synmedic Laboratories

Your Company proposes to enter into a transaction with M/s. Synmedic Laboratories, a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for purchase of land and building admeasuring up to approximately 22,787 square meters situated at SP-3-5 A & C, RIICO Industrial area, Keshwana, Kotputli, Jaipur,Rajasthan-303108.

Section 188 (1) (b) of the Companies Act,2013 read with Rule 15 (3) (a) (ii) of the Companies (Meetings of Board and its Powers) Rules,2014 require that any transaction entered into between related parties for selling or otherwise disposing of or **buying property of any kind**, directly or through appointment of agent, where the amount involved is equal to or exceeds 10% of the net worth of the Company is to be approved by the Members of the company by way of passing an Ordinary resolution. The proposed transaction would be in the nature of a related party transaction under Section 188(1) (b) of the Companies Act, 2013 read with the Rules framed thereunder. Since the proposed transaction meets the threshold prescribed under Section 188(1) (b) of the Act read with Rules made thereunder, it requires approval of Members by way of Ordinary resolution.

The fourth proviso to Section 188(1) of the act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arms’ length basis. The proposed transaction could be construed as being outside the ordinary course of business and therefore approval of the Members of the Company under Section 188 of the Companies Act, 2013 is being sought by way of an Ordinary resolution.

Pursuant to Explanation (3) to Rule 15(3) of the Rules, particulars of the transactions with M/s. Synmedic Laboratories are provided below:

Particulars	Remarks
Name of the related party	M/s. Synmedic Laboratories
Name of the Director or Key Managerial Personnel who is related, if any	<p>Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director</p> <p>Mr. Manish Dhanuka, Managing Director</p> <p>Mr. Arun Kumar Dhanuka, Non-Executive Director</p> <p>Mr. Mridul Dhanuka, Whole Time Director</p>
Nature of relationship	<p>Mr. Manish Dhanuka, Managing Director and Mr. Harsh Dhanuka (Brother of Mr. Mridul Dhanuka, Whole Time Director) are partners in M/s. Synmedic Laboratories. Also, M/s. Dhanuka Laboratories Limited (Promoter) is a partner in Synmedic Laboratories.</p>
Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The above transaction for purchase of land and building from M/s. Synmedic Laboratories would be on arm's length basis.</p> <p>The consideration for the purchase of aforesaid land and property would be Rs.19.71 Crores (Plus taxes, stamp duty, registration fees and such other charges wherever applicable).</p> <p>The consideration has been determined on the basis of the valuation report dated November, 01, 2021, issued by Mr. Vipin Kumar Singal, Architect and Registered Valuer, M/s. Vipin Singal & Associates.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	<p>All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.</p>

The above proposed related party transaction was approved by the Audit Committee and recommended by the Board of Directors to the Shareholders of the Company for their consideration and approval.



Except for Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director, Mr. Manish Dhanuka, Managing Director, Mr. Mridul Dhanuka, Whole Time Director, Mr. Arun Kumar Dhanuka, Non-Executive Director and their relatives, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.2 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as a disclosure as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By **Order of the Board of Directors**
For **Orchid Pharma Limited**

Place: Gurugram
Date: November 01,2021

Sd/-
Manish Dhanuka
Managing Director
DIN:00238798