OrchidPharma
A Dhanuka Group Company

**September 07, 2026**

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Symbol: **ORCHPHARMA**

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal
Street, Fort, Mumbai- 400001

Scrip Code: **524372**

**Ref.: Regulation 34(1) and 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")**

**Sub: Annual Report and Notice of 33rd Annual General Meeting of Orchid Pharma Limited ("the Company") for the F.Y. 2025-26**

Dear Sir/Madam,

This is in continuation to our earlier intimation dated September 03, 2026 stating the information regarding the 33rd Annual General Meeting of the Company for the Financial Year ended on March 31, 2026.

With reference to the captioned subject and pursuant to Regulation 30 read with Para A Part A of Schedule III of SEBI Listing Regulations, please find enclosed herewith the Annual Report of the Company for the F.Y.2025-26, inter- alia including the Notice of **33rd Annual General Meeting** of the Company, scheduled to be held on **Tuesday, September 29, 2026 at 12.00 Noon (IST)** through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM"), forming part of the said Annual Report. The same had been sent via email to the members of the Company as on the cut-off date i.e. September 04, 2026, whose email address is registered with the Registrar and Transfer Agent of the Company / Depository Participants and letters have been dispatched to the members who have not so registered the email-id, providing the web-link, including the exact path, where complete details of the Annual Report is available.

The said Annual Report and Notice of 33rd Annual General Meeting are also available on the website of the Company at https://www.orchidpharma.com/investors

You are requested to take above information on record.

Thanking You,
For **Orchid Pharma Limited**

KAPIL DAYYA
Digitally signed by KAPIL DAYYA
Date: 2026.09.07 23:50:51 +05'30'

**Kapil Dayya**
**Company Secretary & Compliance Officer**
**M. No.: F10698**

***Encl.: as above***

**ORCHID PHARMA LIMITED**
**CIN: L24222TN1992PLC022994**
Regd. Office: Plot No. 121-128, 128A-133, 138-151, 159-164, SIDCO Industrial Estate, Alathur, Chengalpattu, Alathur Industrial Estate, Kanchipuram,
Tamil Nadu, India. Tel: +91-44-27444471/72/73

Email: cs@orchidpharma.com, investorrelations@orchidpharma.com
Website: www.orchidpharma.com

# NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of the Members of Orchid Pharma Limited ("Company") will be held on Thursday, September 29, 2026 at 12:00 Noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt:**

a) The Revised Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2026, consequent to giving effect to the Scheme of Amalgamation between Dhanuka Laboratories Limited and Orchid Pharma Limited, as sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench, inter-alia, including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2026 together with the Reports of the Auditors and Board of Directors thereon;

b) The Revised Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2026, consequent to giving effect to the Scheme of Amalgamation between Dhanuka Laboratories Limited and Orchid Pharma Limited, as sanctioned by the Hon'ble National Company Law Tribunal, Chennai Bench, inter-alia, including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2026 together with the Reports of the Auditors and Board of Directors thereon;

**2. To appoint Mr. Mridul Dhanuka (DIN: 00199441), who retires by rotation and being eligible, offers himself for reappointment, as Whole Time Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.**

**SPECIAL BUSINESS:**

**3. Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2026-27:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Mr. J Karthikeyan, Cost Accountant (Membership No. 29934, Firm Registration Number M-102695) appointed as the Cost Auditor to conduct the Audit of Cost Records of the Company by the Board of Directors based on the approval and recommendation of the Audit Committee, for the Financial Year ending on March 31, 2027, at a remuneration of Rs. 3,50,000/- (Rupees Three Lakhs and Fifty Thousand Only) excluding applicable taxes and out of pocket expenses, if any, be and is hereby approved.

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

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

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

**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17, 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 approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded, to enter into contract/arrangement/transactions of any nature, including but not limited to purchase of goods or material with M/s. Otsuka Chemicals (India) Private Limited being 'Related Party' under Section 2(76) of the Act and

Regulation 2(1)(zb) of the SEBI Listing Regulations based on the expected value of the transactions up to Rs. 400,00,00,000 (Rupees Four Hundred Crores Only) during the Financial year 2026-27, 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.**"**

**5. Approval for the Appointment of Mr. Arjun Dhanuka (DIN:00454689) as Whole-time Director of the Company and payment of remuneration to him (earlier designated as Non-Executive, Non-Independent Director)**

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 for the appointment of Mr. Arjun Dhanuka (DIN: 00454689) as the Whole Time Director of the Company, for a period of 5 (five) years i.e. from September 03, 2026 to September 02, 2031 (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 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 approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Arjun Dhanuka, as Whole Time Director of the Company, during his period of aforesaid 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: Appointed as Whole Time Director for a period beginning from September 03, 2026 to September 02, 2031.

2. Details of Remuneration:-
A. Salary: Rs. 8,00,000/- (Rupees Eight Lakhs only) per month with an increment by 10% of fixed salary every year.
B. Perquisites and Allowances: In addition to the Salary, Mr. Arjun 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.
C. Other Benefits:-
Apart from "A" and "B" above, Mr. Arjun Dhanuka, as a 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. Arjun Dhanuka.

**RESOLVED FURTHER THAT** subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Mr. Arjun Dhanuka shall be responsible for the 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.

**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."

For and on behalf of the Board of Directors of

**Orchid Pharma Limited**

**Sd/-**

**Kapil Dayya**
**Company Secretary and Compliance Officer**
Date: September 05, 2026
Place: Gurugram

**NOTES:**

1. In the interest of facilitating maximum participation of the Members and ensuring their convenience and as permitted by the Circulars issued by the Ministry of Corporate Affairs' as General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 10/2022 dated December 28, 2022, 10/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the members of the Company, for the financial year ended on March 31, 2026, is being held through VC /OAVM facility on Tuesday, September 29, 2026,at 12:00 Noon (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 with a copy marked to Registrar and

Share Transfer Agent (RTA) at rta@abhipra.com and to the Company at investorrelations@orchidpharma.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards- 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the Item Nos. 3,4 & 5 of the Notice to be transacted at the Annual General Meeting is annexed and forms part of this Notice.

5. Further, the relevant details with respect to Item No.2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM under retirement by rotation is also annexed.

6. The Company has appointed National Securities Depository Limited ("NSDL") to provide facility for voting through remote e-Voting or through e-voting at the AGM, for participation in the 33rd 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 or to the Company at investorrelations@orchidpharma.com.

8. The copy of Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2026.

9. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares, Members can contact the Depository Participants (DPs) for assistance in this regard.

10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI Listing Regulations, the Notice calling the 33rd AGM along with the Annual Report for the Financial Year 2025-26 is being sent through electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes and a letter providing the weblink is being sent to members whose emails id are not registered. Members may also request a physical copy of the complete Annual Report by sending a request to the Company at investorrelations@orchidpharma.com.

12. In line with the MCA circulars, the Notice convening 33rd AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2025-26 is available on the Company's website on https://www.orchidpharma.com/investors . The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited https://www.bseindia.com/ and National Stock Exchange of India Limited https://www.nseindia.com/ and also on the website of National Securities Depository Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., https://www.evoting.nsdl.com/. For any communication, the shareholders may also send request to the following mail id: investorrelations@orchidpharma.com.

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 September 03, 2026 had appointed Mr. Muthukumaran (Membership No. F11218 & Certificate of Practice No. 20333), Partner, M/s P Muthukumaran & Associates, Company Secretaries [UCN: P2024TN099300], as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through e-voting system during the AGM in a fair and transparent manner.

20. The scrutinizer shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e- voting and submit not later than 2 working days from conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favor or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.

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

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

23. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 13, 2026 through email at investorrelations@orchidpharma.com and the same will be replied by the Company suitably through email.

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

| **CALENDAR OF AGM** | | |
|---|---|---|
| **Sr. No.** | **Particulars** | **Date** |
| 1. | Cut-off Date For Eligibility of Voting for the AGM | Tuesday, September 22, 2026 |
| 2. | Remote E-Voting Period | Saturday, September 26, 2026 (9:00 am) to Monday, September 28, 2026 (5:00 pm) |
| 3. | Date & Time of AGM | Tuesday, September 29, 2026 at 12:00 Noon |

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

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2026, 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 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. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** 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 **"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 i.e. NSDL** 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 & voting during the meeting.<br>3. If you are 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<br>4. 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 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 & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. |

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|---|---|
| | **NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. 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 & 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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br><br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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<br><br>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<br><br>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<br><br>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 user 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.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@orchidpharma.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 cs@orchidpharma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account \ 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@orchidpharma.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The shareholders who do not wish to speak during the AGM but have queries may also send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/ folio number, email id and mobile number at cs@orchidpharma.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and numbers of speakers, as appropriate, for smooth conduct of the AGM.

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

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013, set out the material facts relating to the special business mentioned in the accompanying Notice dated September 03, 2026.

**Item No. 3 – Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2026-27:**

The Audit Committee and the Board of Directors of the Company at their Meetings held on September 03, 2026 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 2026-27.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice to ratify the remuneration of Rs. 3,50,000/- (Rupees Three 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 2026-27 which has been duly approved by the Board of Directors after considering the approval and recommendation made by the Audit Committee of the Company.

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

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

**4. 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 the thresholds specified in Schedule XII of the SEBI Listing Regulations. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is "10% of the annual consolidated turnover of the listed entity".

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

Further, the estimated value of transactions with M/s. Otsuka Chemicals (India) private Limited for the financial year 2026-27 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 2026-27 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, 2026 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 33rd AGM, i.e. September 29, 2026.

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, shall not vote on the resolutions to approve it as set out at Item No.4., 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. 4 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.

The relevant information pertaining to transactions with Otsuka as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025, prescribing Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are given below as Annexure 1:

**Item No. 5: Approval for the appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Whole-time Director of the Company and payment of remuneration to him. (earlier designated as Non-Executive and non-Independent Director)**

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on September 30, 2026 approved the appointment of Mr. Arjun Dhanuka as the Whole-Time Director of the Company, for the period commencing from September 03, 2026 to September 02, 2031 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.

Mr. Arjun Dhanuka is presently serving as a Non-Executive and Non-Independent Director of the Company and is proposed to be appointed as Whole-Time Director of the Company in view of the requirements of the business and his proposed role and responsibilities in the management of the Company. The detailed profile, qualification, experience, expertise and other particulars of Mr. Arjun Dhanuka, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, are provided in Annexure 2 to this Notice.

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

The Nomination and Remuneration Committee has considered and recommended the appointment and remuneration of Mr. Arjun Dhanuka, and the Board of Directors, after considering the recommendation of the Nomination and Remuneration Committee, has approved the same and recommends the resolutions set out at Item No. 5 for approval of the Members.

The terms and conditions of appointment and remuneration of Mr. Arjun Dhanuka are as set out in the resolution and the accompanying explanatory statement. The Board of Directors shall be authorised to alter, vary or modify the terms and conditions of appointment and remuneration, within the limits prescribed under the Act, the Listing Regulations and other applicable laws.

Additionally, in accordance with Regulation 36(3) of SEBI Listing Regulations, particulars of Mr. Arjun Dhanuka including his profile and specific areas of expertise are given below as “Annexure 2”.

Mr. Arjun Dhanuka is concerned or interested in the resolutions set out at Item No. 5 of the Notice, to the extent of his appointment and proposed remuneration. Save and except Mr. Arjun Dhanuka, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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.

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

Date: September 05, 2026
Place: Gurugram

## ANNEXURE TO THE NOTICE

**Annexure-1**

**Minimum information for RPT- Omnibus Approval for Purchase of Goods**
**Otsuka Chemicals (India) Pvt. Ltd.**

**PART-A**

**A(1)**

**Basic details of the related party**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Name of the related party | Otsuka Chemical (India) Pvt. Ltd. |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | The company was engaged in the production of Advance Cephalosporin Drug Intermediate, commonly known as "GCLE," which is widely used in the Indian Pharmaceutical Industry. |

**A(2).**

**Relationship and ownership of the related party**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1. | Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following: | Otsuka Chemical (India) Private Limited is a Related Party of the Company under Section 2(76)(iv) of the Companies Act, 2013, being a private company in which Mr. Manish Dhanuka, Managing Director of the Company, is a Director and Member and Mr. Mridul Dhanuka, Whole-Time Director of the Company, is a Member. |
| | • Shareholding of the listed entity, whether direct or indirect, in the related party. | NIL |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity. | N.A. |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity. | N.A. |
| | ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.* | |

**A(3)**

**Details of previous transactions with the related party**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|

<table>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR Lakh)</th></tr><tr><td>1.</td><td>Purchase of Goods</td><td>24498</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><table><tr><th>S. No.</th><th>Nature of Transactions</th><th>01st April to 30th June (Quarter-1)</th></tr><tr><td>1.</td><td>Purchase of Goods</td><td>6317.48</td></tr></table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>N.A.</td></tr>
</table>

**A(4)**
**Amount of the proposed transaction**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **1.** | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Rs. 4,00,00,00,000 |
| **2.** | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | *Yes* |
| **3.** | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | *32.44%* |
| **4.** | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | N.A. |
| **5.** | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | *49.15%* |
| **6.** | Financial performance of the related party for the immediately preceding financial year:<br><br>***Explanations****:*<br>*The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.* | (in Lakhs)<br><br>Revenue – 81,372.52<br>PBT – 4423.94<br>Tax – 1092.03<br>PAT – 3331.91<br>Net Worth –56604.59 |

**A(5).**

**Basic details of the proposed transaction**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **1.** | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Goods |
| **2.** | Details of each type of the proposed transaction | Material Related Party Transaction Approval is required for purchase of goods from the related |

| | | |
|---|---|---|
| | | party. |
| **3.** | Tenure of the proposed transaction (tenure in number of years or months to be specified) | F.Y. 2026-27 |
| **4.** | Whether omnibus approval is being sought? | *Yes* |
| **5.** | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | 4,00,00,00,000<br><br>N.A. |
| **6.** | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Otsuka is presently the only approved source available to the Company for procurement of GCLE, a key raw material used in the Company's manufacturing operations. Procurement from Otsuka ensures continuity and reliability of supply and supports the Company's production requirements. The proposed transactions are expected to enable the Company to achieve economies of scale and are in the interest of the Company. The transactions will be undertaken on an arm's length basis and on mutually agreed commercial terms. |
| **7.** | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>*Explanation:* Indirect interest shall mean interest held through any person over which an individual has control. | Yes |
| | a. Name of the director / KMP | 1. Mr. Manish Dhanuka<br>2. Mr. Mridul Dhanuka |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 1. Mr. Manish Dhanuka<br>0.01% of Equity Share Capital directly<br><br>2.Mr.Mridul Dhanuka<br>0.01% of Equity Share Capital directly |
| **8.** | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | No valuation or other external party report has been relied upon by the Company in relation to the proposed transaction. |
| **9.** | Other information relevant for decision making. | Otsuka is presently the only approved source available to the Company for procurement of GCLE. The proposed transactions are expected to support continuity of supply and the Company's manufacturing requirements. The Company has been undertaking similar transactions with Otsuka in earlier financial years. |

**PART-B**

**B(1).**

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **1.** | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | N.A. |

| | | |
|---|---|---|
| **2.** | Basis of determination of price. | The pricing is determined based on prevailing market/commercial parameters, applicable raw material and manufacturing cost considerations and other relevant factors, and is mutually agreed between the parties. The transactions will be undertaken on an arm's length basis. |
| **3.** | In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: | N.A. |
| | a. Amount of Trade advance | N.A. |
| | b. Tenure | N.A. |
| | c. Whether same is self-liquidating? | N.A. |

**Annexure -2**

**INFORMATION IN RESPECT OF ITEM NO. 2 and 5 [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA]**

| **Name of the Director** | **Mridul Dhanuka** | **Arjun Dhanuka** |
|---|---|---|
| **Date of Birth** | 20/10/1980 | 10/03/1988 |
| **Qualification** | Mridul Dhanuka is a Chemical Engineer with a Master's in Business Administration. | Graduation from Delhi University |
| **Date of First Appointment on the Board** | March 31, 2020 | October 20, 2023 |
| **Brief Profile/ Experience/ Skills/ Expertise** | Mr. Mridul Dhanuka has wide experience of 22 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. 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 a 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 driving force behind the new business vertical of the Company | Mr. Arjun Dhanuka started his career with Dhanuka Laboratories Limited in September 2010. From 2010-13 his role comprised of managing all the purchase decisions of the Company. He graduated from Delhi University and is a now Whole Time Director with the Company.<br><br>In 2013, he started working with operations team of Synmedic Laboratories. After gaining relevant experience, he is presently supervising and is responsible for majority of operations at Synmedic Laboratories since 2020. He strives in Business Development and strategy building. Mr. Dhanuka is young and dynamic person with an experience of more than a decade in the Pharmaceuticals Sector. |
| **Inter-se relationships with Directors and Key Managerial Personnel** | Mr. Mridul Dhanuka is the nephew of Mr. Ram Gopal Agarwal, Non-Executive Director of the Company. The aforesaid relationship does not fall within the prescribed definition of "relative" under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except as stated above, Mr. Arjun Dhanuka is not related to any other Director or Key Managerial Personnel of the Company. | Mr. Arjun Dhanuka is the nephew of Mr. Manish Dhanuka, Managing Director of the Company. The aforesaid relationship does not fall within the prescribed definition of "relative" under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except as stated above, Mr. Arjun Dhanuka is not related to any other Director or Key Managerial Personnel of the Company. |
| **Shareholding in the Company including shareholding as a beneficial owner** | Mr. Mridul Dhanuka holds directly 0.01% of the paid-up Equity Share Capital of the Company, allotted pursuant to the Scheme of Amalgamation of Dhanuka Laboratories Limited with Orchid Pharma Limited on August 01, 2026. He is also a Significant Beneficial Owner in respect of an indirect aggregate holding representing 33.16% of the paid-up Equity Share Capital of the Company, arising pursuant to the Scheme of Amalgamation. The listing application in respect of the Equity Shares allotted pursuant to the Scheme is presently under review with the Stock Exchanges. | Mr. Arjun Dhanuka holds directly 4.82% of the paid-up Equity Share Capital of the Company, allotted pursuant to the Scheme of Amalgamation of Dhanuka Laboratories Limited with Orchid Pharma Limited on August 01, 2026. He is also a Significant Beneficial Owner in respect of an indirect aggregate holding representing 9.73% of the paid-up Equity Share Capital of the Company, arising pursuant to the Scheme of Amalgamation. The listing application in respect of the Equity |

| | | |
|---|---|---|
| | | Shares allotted pursuant to the Scheme is presently under review with the Stock Exchanges. |
| **Listed Companies in which the Director holds directorship, other than this company** | Nil | Nil |
| **Listed Companies in which Director holds Committee Membership, other than this company** | Nil | Nil |
| **Listed entities from which the Director has resigned as Director in past 3 years** | M/s Dhanuka Agritech Limited – Non-Executive Director | Nil |
| **Number of meetings of the Board attended during the year 2025-26** | 5 | 5 |
| **Details of remuneration drawn in FY25- 26 *** | Detail Explanation is given in Corporate Governance Report forming part of Annual Report. | Except Sitting Fees, no remuneration was paid to Mr. Arjun Dhanuka by the Company. |
| **Details of Remuneration sought to be Paid** | The remuneration payable to Mr. Mridul Dhanuka, Whole-Time Director of the Company, shall be as approved by the Members at the 31st Annual General Meeting of the Company held on September 30, 2024, for his tenure as Whole-Time Director, and shall continue to be governed by the terms and conditions approved thereunder. | As set out in the Resolution. |

**As given in Corporate Governance Report*

For and on behalf on the Board of Directors of
**Orchid Pharma Limited**
**Sd/-**
**Kapil Dayya**
**Company Secretary and Compliance Officer**
Date: September 05, 2026
Place: Gurugram