

**October 28, 2023**

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

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

Symbol: **ORCHPHARMA**

Scrip Code: 524372

**Subject: Postal Ballot Notice**

Dear Sir/Madam,

This is in continuation of our earlier announcement dated October 23, 2023.

In the matter, please find enclosed Postal Ballot Notice dated October 20, 2023, seeking approval of the Members of the Company on the below Ordinary Resolution, by way of Postal Ballot through remote e-voting process only:

1. Appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non-Executive Non-Independent Director of the Company

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The e-voting facility will be available during the following period:

Commencement of e-voting	<b>Sunday, October 29, 2023 at 9:00 a.m. (IST)</b>
End of e-voting	<b>Monday, November 27, 2023 at 5:00 p.m. (IST)</b>

The Company has commenced the dispatch of the said Notice on October 28, 2023.

Copy of the Notice is also made available on the Company’s website i.e. [www.orchidpharma.com](http://www.orchidpharma.com)

You are requested to take the above intimation on record.

Thanking You,

For **Orchid Pharma Limited**

MARINA  
PETER

Digitally signed by  
MARINA PETER  
Date: 2023.10.28  
13:12:12 +05'30'

**Marina Peter**

**Company Secretary & Compliance Officer**

**ORCHID PHARMA LIMITED**

**Regd off:** Plot Nos. 121 – 128, 128A – 133, 138 – 151, 159 – 164, SIDCO Industrial Estate, Alathur,  
Chengalpattu District – 603110, Tami Nadu

**CIN: L24222TN1992PLC022994**

**Phone: +91 - 44- 2744 4471/72/73**

**Website: [www.orchidpharma.com](http://www.orchidpharma.com), E-mail: [corporate@orchidpharma.com](mailto:corporate@orchidpharma.com)**

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

**Notice** is hereby given that pursuant to the provisions of Sections 110 and 108 all other applicable provisions, if any, of Companies Act, 2013 (“**the Act**”), read together with Rules 20 and 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 (the “**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8 th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolution appended below, proposed to be passed through Postal ballot by voting through electronic means only (remote e-voting).

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>Sunday, October 29, 2023 at 9:00 a.m. (IST)</b>	<b>Monday, November 27, 2023 at 5:00 p.m. (IST)</b>

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is appended to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at [www.orchidpharma.com](http://www.orchidpharma.com)

In accordance with Section 101 of the Act read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/ Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on **Saturday, October 21, 2023 (“Cut-off Date”)**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the remote e-voting process not later than **5:00 p.m. (IST) on Monday, November 27, 2023** failing which it will be considered that no reply has been received from the Member.

The Board of Directors have appointed Mr. Ashok (Membership No. 55136 & Certificate of Practice No. 20599), Partner, M/s VAPN & Associates Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit the Report to the Chairman or the Managing Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The voting result along with Scrutinizer Report shall be declared on or before **Tuesday, November 28, 2023**.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. [www.orchidpharma.com](http://www.orchidpharma.com) and also on the website of NSDL, viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in addition to being communicated to the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) where the Company's shares are listed.

The proposed resolution as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot e-voting period i.e., **Monday, November 27, 2023**, as if the same have been passed at a General Meeting of the Members convened in that behalf.

#### **Special Business:**

1. Appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non-Executive Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("**Rules**") framed thereunder, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Shri Arjun Dhanuka (DIN: 00454689), who was appointed as an Additional Director in the capacity of an Non-Executive and Non-Independent Director of the Company with effect from October 20, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company or the Company Secretary, be and are hereby individually and severally authorized to file the necessary forms with the Registrar of the Companies/any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution”

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

Sd/-  
**Manish Dhanuka**  
**Managing Director**  
**DIN: 00238798**

**Place: Gurugram**

**Date: October 20, 2023**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Postal Ballot (“**Notice**”).
2. The Notice containing instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on **Saturday, October 21, 2023** (hereinafter called as “**Cut-off Date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Abhipra Capital Limited (“**Abhipra/RTA**”). A copy of this Notice will also be available on the Company’s website [www.orchidpharma.com](http://www.orchidpharma.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Abhipra at [www.abhipra.com](http://www.abhipra.com).
3. Voting rights of the members shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.
4. The remote e-voting facility will be available for the following period:

<b>Commencement of e-voting:</b>	<b>Sunday, October 29, 2023 (9:00 A.M. IST)</b>
<b>End of e-voting:</b>	<b>Monday, November 27, 2023 (5:00 P.M. IST)</b>

5. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and Secretarial Standard – II, the Company is providing e-voting facility to enable its Members to cast their votes electronically on the matter included in this Notice. The Company has appointed National Securities Depositories Limited (hereinafter called as “NSDL” / “Agency”) for

facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

6. The Board of Directors of the Company has appointed Mr. Ashok (Membership No. 55136 & Certificate of Practice No. 20599), Partner, M/s VAPN & Associates Company Secretaries [FRN: P2015DE045500] as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by him, on or before **Tuesday, November 28, 2023**. The Scrutinizer’s decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.orchidpharma.com](http://www.orchidpharma.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to to the BSE Limited and the National Stock Exchange of India Limited . The results shall also be displayed on the notice board of the Company at its Registered Office.
9. Resolution passed by Members with requisite majority through remote e-voting shall be deemed to be passed on **Monday, November 27, 2023** i.e., the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members
10. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to [corporate@orchidpharma.com](mailto:corporate@orchidpharma.com)
11. SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
  - a. SEBI further vide its circular dated March 16, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. The folios wherein any one of the above cited documents/details are not available on or after December 31, 2023 shall be frozen

by the RTA. The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents /details. The payment including dividend, interest or redemption payment in respect of such frozen folios shall be made only through electronic mode with effect from April 01, 2024. The payment shall be made electronically only upon complying with the aforesaid requirements of submission of PAN and other KYC details. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at: [http://www.orchidpharma.com/invr\\_corporategovernance.html](http://www.orchidpharma.com/invr_corporategovernance.html)

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

#### **IMPORTANT COMMUNICATION TO SHAREHOLDERS**

##### **Subject: Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal.**

Securities and Exchange Board of India ('SEBI') vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 provided guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies or specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

Further, use of e-voting facility by members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below:

#### **GENERAL INFORMATION AND INSTRUCTION RELATING TO EVOTING:**

**The remote e-voting period begins on Sunday, October 29, 2023 at 09.00 A.M. IST and ends on Monday, November 27, 2023 at 05.00 P.M. IST. The remote e-voting module shall be**

disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, October 21, 2023, 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 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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:</li> </ol>

	<p><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>



	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B) Login Method 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 :

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

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

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

**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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.

### **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@vapn.in](mailto:info@vapn.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login;
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password;
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);
4. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Saturday, October 21, 2023 only shall be entitled to avail the facility of remote e-voting.**
5. You can also update your mobile number and e-mail id in the user profile details to get e-voting confirmation and which may be used for further communications.

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

Sd/-  
**Manish Dhanuka**  
**Managing Director**  
**DIN: 00238798**

**Place: Gurugram**  
**Date: October 20, 2023**

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

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

**ITEM NO. 1**

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution dated October 20, 2023 has approved the appointment of Mr. Arjun Dhanuka (DIN: 00454689) as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from October 20, 2023 2023 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Arjun Dhanuka (DIN: 00454689) as a Non-Executive & Non -Independent Director of the Company, liable to retire by rotation, by way of Postal Ballot through remote e-voting system only.

Mr. Arjun Dhanuka (DIN: 00454689) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Mr. Arjun Dhanuka shall be effective upon approval by the members by way of this Postal Ballot.

Mr. Arjun Dhanuka is nephew of Mr. Manish Dhanuka, Managing Director, except as stated herein, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non - Executive & Non-Independent Director of the Company as set out in Item No. 1 for approval of the Members by way of a Ordinary Resolution.

**Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

Sr. No.	Particulars	Details
1	Name & Age of the Director	Arjun Dhanuka
	Director Identification Number	00454689
2	Date of Birth	10/03/1988
3	Qualification	Graduate from University of Delhi
4	Brief resume, Experience and expertise in specific functional areas	Mr. Arjun Dhanuka started his career with Dhanuka Laboratories Limited in September 2010. From 2010-2013 his role comprised of managing all the purchase decisions of the company. He graduated from Delhi University and is a now Whole Time Director with the company.

		<p>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. As a team leader, he motivates and encourages the Research and Development team to create innovative healthcare products and contribute to the progress of pharma industry and the society. He believes that quality of products and quality in execution are the strongest pillars in growth and success of a company.</p> <p>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.</p>
4	Date of first appointment on Board, last drawn remuneration and number of board meetings attended	Mr. Arjun Dhanuka was appointed by the Board of Directors w.e.f October 20, 2023
5	List of other Public companies in which Directorships held	One (1) Dhanuka Laboratories Limited
6	Chairman/ Member of the Committee of the Board of Director of the Company	NIL
7	Companies (other than Orchid Pharma Limited) in which the Directors holds directorships and Committee positions in these companies	Whole Time Director in Dhanuka Laboratories Limited Corporate Social Responsibility Committee-Chairman
8	Shareholding in the Company including shareholding as beneficial owner	NIL
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Arjun Dhanuka is nephew of Mr. Manish Dhanuka (Managing Director).  Except as stated above, Shri Arjun Dhanuka is not related to other Directors and Key Managerial Personnel of the Company.
10	Names of the Listed Entities from which the appointee has resigned in the past three years	NIL
12	Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Arjun Dhanuka is entitled only to the sitting fee for attending the Board and Committee meeting as may be approved by the Company in accordance with the applicable provisions of law.

By order of the Board of Directors  
 For **Orchid Pharma Limited**  
 Sd/-  
**Manish Dhanuka**  
**Managing Director**  
**DIN: 00238798**

**Place: Gurugram**  
**Date: October 20, 2023**