



# DHANUKA *Laboratories Ltd.*

CIN No.: U24100DL1993PLC052285

Unit-I: 7<sup>th</sup> Km.Old Manesar Road, Village Mohammedpur, Gurgaon - 122004 Haryana, (INDIA)

Phone : +91 124 4848900 Fax: +91 124 4848999 Email: dll@dhanuka.com Website: www.dhanukalab.com

Unit-II: Plot No. SP4-4, Industrial Area, Keshwana Rajput, Kotputli, Shahpura, Distt. Jaipur-303108 (Rajasthan) INDIA



October 05, 2021

National Stock Exchange of India Ltd Listing Department Exchange Plaza, 5th Floor, Plot No: C/1, G - Block, Bandra — Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: ORCHPHARMA	BSE Limited Corporate Relationship Department 1st floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001 BSE Code: 524372
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**Sub: Revised Disclosure under Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Madam

We refer to our disclosure submitted to your good office on July 02, 2021 with respect to submission under Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In furtherance of the same, based on the e-mail received from BSE Limited on October 04, 2021, the revised disclosure under Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 towards encumbrance of shares in the format prescribed by SEBI along with the details of lender and reasons for encumbrance is enclosed herewith.

Kindly take the above on records.

Thanking you,

Yours faithfully

For Dhanuka Laboratories Limited

Manish Dhanuka  
Managing Director  
DIN:00238798

Encl.:a/a

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance. In terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Orchid Pharma Limited (OPL)	
Names of the stock exchanges where the shares of the target company are listed	National Stock Exchange of India Limited BSE Limited	
Date of reporting	02-07-2021	
Name of the Promoter or PAC on whose shares encumbrance has been created/ invoked/ <del>released</del>	Dhanuka Laboratories Limited	

Name of the Promoter (s) or PACs with him	Details of the creation / <del>invocation</del> / <del>release</del> of encumbrance:-				Details of events pertaining to encumbrance (3)				Post event holding of encumbered shares (creation (2)+( <del>3</del> )/ <del>release</del> -(2)-( <del>3</del> )/ <del>invocation</del> -(1)-(3))			
	Promoter holding in the target company (1)	Number	% of total share capital	Promoter holding already encumbered (2)	Number	% of total share capital	Type of encumbrance (pledge/lien/non disposal/undertaking /others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number
M/s. Dhanuka Laboratories Limited	36,719,957	89.96	-	Creation	30/06/2021	Pledge	Collateral towards the loan availed by the Company as stipulated by the Bank	12000022	29.40	Axis Trustee Services Limited (Share Pledge Trustee) on behalf of Union Bank of India (Lender)	12000022	29.40

**(\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.**

For Dhanuka Laboratories Limited

*M. Dhanuka*

Manish Dhanuka  
Managing Director  
DIN:00238798

Place : Chennai  
Date : 05.10.2021

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares /Invocation of encumbrance/ release of encumbrance. In terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Name of the Target Company (TC)	Orchid Pharma Limited (OP)	
Names of the stock exchanges where the shares of the target company are listed	National Stock Exchange of India Limited BSE Limited	
Date of reporting	02-07-2021	
Name of the Promoter or PAC on whose shares encumbrance has been created/ invoked/ released-	Dhanuka Laboratories Limited	

Name of the Promoter (s) or PACs with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Type of event-- (creation/ release/ invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ non disposal/ undertaking / others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number (2)+(3)/release-(4)-(5)/invocation(1)-(3)	% of total holding of encumbered shares
	Number	% of total share capital	Number	% of total share capital									
M/s. Dhanuka Laboratories Limited	36,719,957	89.96	12,000,022	29.40	Creation	30.06.2021	Non disposal undertaking	Collateral towards the loan availed by the Company as stipulated by the Bank	8000015	19.60	Axis Trustee Services Limited (Share pledge Trustee) on behalf of Union Bank of India (Lender)	20000037	49.00

(\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

For Dhanuka Laboratories Limited

  
 Manish Dhanuka  
 Managing Director  
 DIN:00238798

Place : Chennai  
 Date : 05.10.2021

**Annexure - II**

**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Orchid Pharma Limited
Name of the recognized stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Dhanuka Laboratories Limited
Total promoter shareholding in the listed company	No. of shares -- 3,67,19,957 % of total share capital - 89.96%
Encumbered shares as a % of promoter shareholding	Pledge- 32.67% Non-disposal undertaking- 21.79%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

**Details of all the existing events/ agreements pertaining to encumbrance**

	Encumbrance 1 (Date of creation of encumbrance: 30.06.2021)	Encumbrance 2 (Add columns for each event/ agreement)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	(a) Pledge (b) Non- disposal undertaking	-
No. and % of shares encumbered	(a) Pledge No. of shares: 12000022 % of total share capital: 29.40%  (b) Non-Disposal Undertaking No. of shares: 8000015 % of total share capital: 19.60%	-
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X) Axis Trustee Services Limited (Share pledge Trustee) on behalf of Union Bank of India (Lender)	

*Dhanuka*

	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	
	Names of all other entities in the agreement	Listed company and its group companies (if any)  1. Orchid Pharma Limited  Other entities (if any) -1. <b>NOT APPLICABLE</b>	
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	<del>YES</del> / NO If yes, 1. <del>Name of the issuer</del> 2. <del>Details of the debt instrument</del>	
		3. <del>Whether the debt instrument is listed on stock exchanges?</del> 4. <del>Credit Rating of the debt instrument</del> 5. <del>ISIN of the instrument</del>	
Security Cover / Asset Cover	Value of shares on the date of agreement (A)	(a) Pledge creation- Rs.1,10,00,420,167  (b) Non-Disposal Undertaking Rs.7,33,36,13,750	
	Amount involved (against which shares have been encumbered) (B)	Rs. 4,77,00,00,000	
	Ratio of A / B	Pledge creation- 2.31  Non-disposal undertaking- 1.54	

*M. Shambh*

End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>For the benefit of listed company – Acquisition of Orchid Pharma Limited under the NCLT route</p> <p>The amount was utilized on March 31, 2020 for payment to Financial Creditors as per the Resolution plan approved by NCLT</p> <p>Repayment schedule</p> <p>Repayable in 20 equal quarterly instalments after moratorium period of one year from the date of first disbursement</p>	
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Signature of Authorized Signatory

For Dhanuka Laboratories Limited



Manish Dhanuka  
Managing Director

Place: Chennai

Date: October 05, 2021