



DHANUKA *Laboratories Ltd.*

CIN: U24100DL1993PLC052285

7KM, Old Manesar Road, Village Mohammedpur, Gurgaon, Haryana, India – 122004

Ph: +91 124 3938921; Fax: +91 124 3938908; Email: dll@dhanuka.com

Website: www.dhanuka.com

April 06, 2020

National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Stock Code: ORCHIDPHAR

BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Stock Code: 524372

**Sub: Disclosure under Regulation 29(1) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir,

With reference to the captioned subject, Please find enclosed herewith the Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the above on records.

Thanking you

Yours faithfully

**By Order of the Board of Directors
For Dhanuka Laboratories Limited**

Manish Dhanuka
Managing Director
DIN 00238798
610A, Tower 6, The DLF Magnolias,
Golf Course Road, Sector 42
Gurugram – 122 001



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ANNEXURE - 1

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Orchid Pharma Limited				
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Dhanuka Laboratories Limited				
Whether the acquirer belongs to Promoter/Promoter group	No				
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd BSE Ltd Luxembourg Stock exchange (GDR's are listed)				
Details of the acquisition as follows	Number	% w.r.t. total	% w.r.t. total		
		Share capital of TC(*)	Voting capital of TC(**)	Share capital of TC(*)	Voting capital of TC(**)
Before the acquisition under consideration, holding of acquirer along with PACs of:					
a) Shares carrying voting rights	-	-	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA	NA	NA
e) Total (a+b+c+d)	-	-	-	-	-



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Details of acquisition					
a) Shares carrying voting rights acquired (Equity shares allotted to acquirer in accordance with approved Resolution plan)	4,00,00,072	98.00	98.00	98.00	98.00
b) VRs acquired otherwise than by equity shares					
e) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category acquired					
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)					
d) Total (a+b+c+/-d)	4,00,00,072	98.00	98.00	98.00	98.00
After the acquisition, holding of acquirer along with PACs of:					
a) Shares carrying voting rights (Equity shares allotted to acquirer in accordance with approved Resolution plan)	4,00,00,072	98.00	98.00	98.00	98.00
b) VRs otherwise than by equity shares					
e) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition					
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)					
e) Total (a+b+c+d)	4,00,00,072	98.00	98.00	98.00	98.00
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment on Preferential basis and pursuant to Scheme of Amalgamation, pursuant to Resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 by the Honourable National Company Law Tribunal, Chennai bench vide its order dated June 27, 2019, the Hon'ble National Company Law Appellate Tribunal vide its order dated November 13, 2019 and the Hon'ble Supreme Court vide its order dated February 28, 2020 (received on March 02, 2020)				



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Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	In accordance with the Approved Resolution plan, Orchid Pharma Limited has allotted the following securities to Dhanuka Laboratories Limited on March30,2020 and March 31,2020 respectively: <ul style="list-style-type: none">• 10,000 Equity shares of Rs.10/- each to M/s. Dhanuka Laboratories Limited pursuant to Scheme of Amalgamation• 3,99,90,072 Equity shares of Rs.10/- to M/s. Dhanuka Laboratories Limited on a preferential basis and in aggregate 4,00,00,072 Equity shares representing 98% of the paid up capital of Orchid Pharma Limited.
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of allotment – March 30, 2020(Allotment pursuant to Scheme of Amalgamation) & March 31,2020 (Preferential Allotment)
Equity share capital / total voting capital of the TC before the said acquisition	Equity share capital-8,16,328 Equity Shares Voting capital-8,16,328 Equity Shares
Equity share capital/ total voting capital of the TC after the said acquisition	Equity share capital-4,08,16,400 Equity Shares Voting capital-4,08,16,400 Equity Shares
Total diluted share/voting capital of the TC after the said acquisition	-Equity share capital -4,08,16,400 Equity Shares

Note: N.A.- Not Applicable



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This acquisition is pursuant to a resolution plan approved by the Honourable National Company Law Tribunal, Chennai Bench dated June 27, 2019 under Section 31 of the Insolvency and Bankruptcy Code, 2016, the Hon'ble National Company Law Appellate Tribunal vide its order dated November 13, 2019 and the Hon'ble Supreme Court vide its order dated February 28, 2020 (received on March 02, 2020) and is exempt under Regulation 10(1)(da) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011

Equity share capital before acquisition of 8,16,328 equity shares of Rs.10/- each is pursuant to the following activities as contemplated under the approved Resolution plan-Reduction and Consolidation of equity shares, allotment of equity shares to secured financial creditors .

**By Order of the Board of Directors
For Dhanuka Laboratories Limited**

**Manish Dhanuka
Managing Director
DIN 00238798
610A, Tower 6, The DLF Magnolias,
Golf Course Road, Sector 42
Gurugram - 122 001**

Date: April 06, 2020.



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Part-B***

Name of the Target Company: Orchid Pharma Limited

**The Allottee is currently categorized as public and requisite applications for reclassification as Promoter will be submitted to the Stock Exchanges pursuant to the approved Resolution plan.*

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For Dhanuka Laboratories Limited

Manish Dhanuka
Managing Director
DIN 00238798
610A, Tower 6, The DLF Magnolias,
Golf Course Road, Sector 42
Gurugram - 122 001

Date: April 06, 2020.

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.