

November 23, 2021

National Stock Exchange of India Limited 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: Presentation on Related Party Transaction

Dear Sir/ Madam

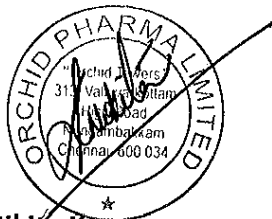
In furtherance to our communication dated November 09, 2021, on the matters of the notice of Postal Ballot in pursuance of Members approval on proposed Related Party Transactions of the Company, please find enclosed herewith a brief presentation on the proposed Related Party Transactions.

The same can be accessed on the website of the Company at www.orchidpharma.com under the Investors tab.

Kindly take the above on your records.

Thanking you,
Yours faithfully,

For Orchid Pharma Limited



Nikita K
Company Secretary

PROPOSED RELATED PARTY TRANSACTIONS BETWEEN
ORCHID PHARMA LIMITED & **DHANUKA LABORATORIES LIMITED**
AND
ORCHID PHARMA LIMITED & **M/S SYNMEDIC LABORATORIES**

PROPOSED RELATED PARTY TRANSACTION WITH DHANUKA LABORATORIES LIMITED

By virtue of approved Resolution plan for the Company

Dhanuka Laboratories Limited
(Holding Company)

← Holds 89.96% shareholding in Orchid Pharma Limited

Few Directors of Orchid Pharma Limited (Mr. Manish Dhanuka, Managing Director, Mr. Mridul Dhanuka, Whole Time Director & Mr. Arun Kumar Dhanuka, Non-Executive Director) are Directors in Dhanuka Laboratories Limited & hold more than 2% of paid up share capital of Dhanuka Laboratories Limited

This makes this transaction a related party transaction.

PROPOSED RELATED PARTY TRANSACTION WITH DHANUKA LABORATORIES LIMITED

Nature of transaction

Purchase of land and building at Rajasthan from Dhanuka Laboratories Limited

Land ad measuring-32,800 square meters
Building 14,483 square meters

Transaction value: Rs.26.96 Crores +taxes+ stamp duty+ registration fee +other charges as may be applicable

The valuation of land and buildings has been carried out by two Independent Registered Valuers

The transaction has been reviewed by the Audit Committee & is evaluated to be at arm's length basis

The aforesaid transaction is aimed at enhancing the operational efficiency of Orchid Pharma Limited and maximizing shareholders' value

The transaction is in the best interest of the Company and its Stakeholders and recommended by the Board of Directors to its Shareholders for approval by way of Ordinary resolution

PROPOSED RELATED PARTY TRANSACTION WITH M/S. SYNMEDIC LABORATORIES

Synmedic
Laboratories

A Partnership firm in which a
Director of Orchid Pharma
Limited (Mr. Manish Dhanuka,
Managing Director) is a Partner

M/s. Dhanuka Laboratories Limited, Promoter and holding company of Orchid Pharma Limited & Mr. Harsh Dhanuka, relative of Mr. Mridul Dhanuka, Whole Time Director are also the partners of M/s. Synmedic Laboratories

PROPOSED RELATED PARTY TRANSACTION WITH M/S SYNMEDIC LABORATORIES

Nature of transaction	Purchase of land and building of M/s. Synmedic Laboratories at Rajasthan
Land and building measurement	Land - Ad measuring 22,787 square meters Building - 11,575 Square meters
Value of land	The consideration for the purchase of aforesaid land and building would be Rs.19.71 Crores (Plus taxes, stamp duty, registration fees and such other charges wherever applicable)

- ✓ The valuation of the land and building has been carried out by two Independent Registered Valuers
- ✓ The transaction has been reviewed by the Audit Committee & is evaluated to be at arm's length basis
- ✓ The transaction is in the best interest of the Company and its Stakeholders and recommended by the Board of Directors to the Shareholders for their approval by way of Ordinary resolution

PROPOSED RELATED PARTY TRANSACTION WITH M/S.DHANUKA LABORATORIES LIMITED AND M/S.SYNMEDIC LABORATORIES

Related party transaction

- *The purchase of land and building from M/s. Dhanuka Laboratories Limited and M/s Synmedic Laboratories is a related party transaction under Section 188 of the Companies Act,2013 and exceeds the thresholds under Rule 15 (3) (a) (ii) of the Companies (Meetings of Board and its Powers) Rules,2014 i.e., exceeds 10% of the net worth of the Company and placed for approval of the Shareholders by way of Ordinary resolution. The above proposed related party transactions are not material related party transactions.*

It is pertinent to note that the Company was under Corporate Insolvency Resolution Process(CIRP) from August 2017 till the takeover by Dhanuka Laboratories Limited in March 2020 (the net worth was eroded and not positive since 2017). Hence the aforesaid threshold under Rule 15 (3) (a) (ii) of the Companies (Meetings of Board and its Powers) Rules,2014 for the proposed related party transactions is triggered. Measures are been undertaken by the new Management to generate a positive net worth.