

November 13, 2025

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**

Sub: Monitoring Agency Report for the Quarter-II ended on September 30, 2025- Orchid Pharma Limited ("the Company")

Dear Sir/Madam,

Pursuant to the captioned subject and subject to the provisions of Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, please find enclosed herewith the Monitoring Agency Report for Quarter-II ended on September 30, 2025, issued by M/s. Care Ratings Limited, Monitoring Agency, in respect of utilization of proceeds raised through Qualified Institutions Placement.

You are requested to take the above intimation on record.

Thanking You,
For **Orchid Pharma Limited**



Kapil Daya
Company Secretary & Compliance Officer
Mem. No.- F10698



Encl. as above

No. CARE/CRO/GEN/2025-26/1016

The Board of Directors

Orchid Pharma Limited

Plot Nos.121-128,128A-133,138-151,159-164,
SIDCO Industrial Estate, Alathur,
Kanchipuram Tamil Nadu 603110

Date: November 12, 2025

Dear Sir,

Monitoring Agency Report for the quarter ended September 30, 2025 - in relation to the Qualified Institutional Placement (QIP) of Orchid Pharma Limited ("the Company")

We write in our capacity of Monitoring Agency for the Qualified Institutional Placement (QIP) of 99,02,705 equity shares aggregating to Rs. 400.00 crore of the Company and refer to our duties cast under 173A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended September 30, 2025, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated June 23, 2023.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

Ratheesh Kumar

Associate Director

Ratheesh.Kumar@careedge.in

Report of the Monitoring Agency

Name of the issuer: Orchid Pharma Limited

For quarter ended: September 30, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:



Ratheesh Kumar

Associate Director

Ratheesh.Kumar@careedge.in

1) Issuer Details:

Name of the issuer : Orchid Pharma Limited
Name of the promoter : Dhanuka Laboratories Limited
Industry/sector to which it belongs : Pharmaceuticals

2) Issue Details

Issue Period : June 22, 2023, to June 27, 2023
Type of issue (public/rights) : QIP
Type of specified securities : Equity shares
IPO Grading, if any : Not applicable
Issue size (in Rs. crore) : Rs. 400.00 crore

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

| Particulars | Reply | Source of information / certifications considered by Monitoring Agency for preparation of report | Comments of the Monitoring Agency | Comments of the Board of Directors |
|---|---|--|---|------------------------------------|
| Whether all utilization is as per the disclosures in the Offer Document? | No | CA certificate*, Bank statements, supporting documents | The company revised the allocation of QIP proceeds among the objects specified in the offer document, pursuant to shareholders' approval obtained through the AGM resolution dated September 20, 2025. Accordingly, the utilisation of funds is now being undertaken in line with the revised allocation schedule | No comments |
| Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document? | Yes | Voting results of AGM resolution dated September 20, 2025 | Change in allocation of funds towards the objects of the issue was approved by shareholders vide AGM resolution dated September 20, 2025. | No comments |
| Whether the means of finance for the disclosed objects of the issue have changed? | Yes | Voting results of AGM resolution dated September 20, 2025 | The company revised the allocation of QIP proceeds among the objects specified in the offer document, pursuant to shareholders' approval obtained through the AGM resolution dated September 20, 2025. Accordingly, the utilisation of funds is now being undertaken in line with the revised allocation schedule | No comments |
| Is there any major deviation observed over the earlier monitoring agency reports? | Yes | Previous MA note, AGM resolution dated September 20, 2025 | Change in allocation of funds towards the objects of the issue was approved by shareholders vide AGM resolution dated September 20, 2025. | No comments |
| Whether all Government/statutory approvals related to the object(s) have been obtained? | No | Offer document, AGM resolution dated Sep 20, 2025 | No specific list of statutory/ Govt Approvals was mentioned in the offer document for the purpose of monitoring. As per the AGM dated Sep 20, 2025, no further investment is expected towards Alathur project from QIP proceeds. | No comments |
| Whether all arrangements pertaining to technical assistance/collaboration are in operation? | An amount of Rs. 10 crores has been mentioned for technical know-how for Object 1 | Management undertaking | The company has spent Rs 3.77 crores towards technical know-how. | No comments |

| Particulars | Reply | Source of information / certifications considered by Monitoring Agency for preparation of report | Comments of the Monitoring Agency | Comments of the Board of Directors |
|--|---|--|-----------------------------------|------------------------------------|
| | – for setting up a manufacturing facility in Jammu. | | | |
| Are there any favorable/unfavorable events affecting the viability of these object(s)? | No | Not applicable | Not Applicable | No comments |
| Is there any other relevant information that may materially affect the decision making of the investors? | No | Not applicable | Not Applicable | No comments |

*As per Chartered Accountant certificate from D. Rangaswamy & Co, Chartered Accountants dated November 07, 2025.

#Where material deviation may be defined to mean:

- a) Deviation in the objects or purposes for which the funds have been raised
b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) Cost of objects –

| Sr. No | Item Head | Source of information / certifications considered by Monitoring Agency for preparation of report | Original cost (as per the Offer Document) in Rs. Crore | Revised Cost in Rs. Crore | Comments of the Monitoring Agency | Comments of the Board of Directors | | |
|--------------|---|--|--|---------------------------|---|------------------------------------|---------------------------|---------------------------------------|
| | | | | | | Reason for cost revision | Proposed financing option | Particulars of firm arrangements made |
| 1 | Investment in Orchid Bio Pharma Limited for setting up Manufacturing Facility in Jammu. | Offer Document | 90.00 | 135.00 | The company revised the allocation of QIP proceeds among the objects specified in the offer document, pursuant to shareholders' approval obtained through the AGM resolution dated September 20, 2025. Accordingly, allocation towards investment in Orchid Bio Pharma Ltd for setting up a manufacturing facility and allocation towards the repayment of credit limit are increased whereas allocation towards API facility at Alathur has reduced. | No comments | No comments | No comments |
| 2 | Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company | Offer Documents | 141.00 | 195.46 | | No comments | No comments | No comments |
| 3 | Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu | Offer Documents | 99.82 | 0.36 | | No comments | No comments | No comments |
| 4 | General corporate purposes | Offer Documents | 60.98 | 63.72 | # | No comments | No comments | No comments |
| Total | | | 391.80 | 394.54 | | | | |

#As per the offer document the GCP was ₹ 60.98 crore which was on the basis of proposed net proceeds after issue expenses of ₹ 391.80 crore. However, net Proceeds transferred to Monitoring Account was ₹ 394.54 crores as against the proposed Net Proceeds of ₹ 391.80 crores, therefore the GCP was revised to ₹ 63.72 crore.

(ii) Progress in the objects –

| Sr. No | Item Head | Source of information / certifications considered by Monitoring Agency for preparation of report | Amount as proposed in the Original Offer Document in Rs. Crore | Revised amount # in Rs. Crore | Amount utilised in Rs. Crore | | | Total unutilised amount ₹ Crore | Comments of the Monitoring Agency | Comments of the Board of Directors | |
|--------------|---|--|--|-------------------------------|---|---------------------------------|--|---------------------------------|---|------------------------------------|---------------------------|
| | | | | | As at the beginning of the quarter in Rs. Crore | During the quarter in Rs. Crore | At the end of the quarter in Rs. Crore | | | Reasons for idle funds | Proposed course of action |
| 1 | Investment in OBPL for setting up Jammu Manufacturing Facility | CA certificate*, Bank statements, Offer Document | 90.00 | 135.00 | 64.61 | 8.41 | 73.02 | 61.98 | The company has transferred Rs. 8.41 crores from MA account to CC account as reimbursement of investment already made in OBPL from its own sources. | No comments | No comments |
| 2 | Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company | CA certificate, Bank statements, Offer Document | 141.00 | 195.46 | 141.00 | - | 141.00 | 54.46 | -- | No comments | No comments |
| 3 | Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu | CA certificate, Bank statements, Offer Document | 99.82 | 0.36 | 0.36 | - | 0.36 | - | -- | No comments | No comments |
| 4 | General corporate purposes | CA certificate, Bank statements, Offer Document | 60.98 | 63.72 | 63.72** | - | 63.72 | - | | No comments | No comments |
| Total | | | 391.80 | 394.54 | 269.69 | 8.41 | 278.10 | 116.44 | | | |

#Allocation among the objects has been revised vide AGM resolution dated September 20, 2025

*As per Chartered Accountant certificate from D. Rangaswamy & Co, Chartered Accountants dated November 07, 2025

**As per the offer document the GCP was ₹ 60.98 crore which was on the basis of proposed net proceeds after issue expense of Rs 8.20 crores amounting to Rs 391.80 crores. The actual issue expense incurred was Rs 5.46 crores. Accordingly, Net Proceeds transferred to Monitoring Account was ₹ 394.54 crores as against the proposed Net Proceeds of ₹ 391.80 crores, therefore the GCP was revised to ₹ 63.72 crore.

(iii) Deployment of unutilized public issue proceeds:

| Sr. No. | Type of instrument and name of the entity invested in | Amount invested | Maturity date | Earning | Return on Investment* (%) | Market Value as at the end of quarter |
|---------|---|-----------------|---------------|---------|---------------------------|---------------------------------------|
| 1. | Fixed Deposit with Yes Bank Ltd | 16.44 | 02-10-2025 | - | 5.60% | - |
| 2. | Fixed Deposit with Yes Bank Ltd | 25.00 | 29-12-2025 | - | 7.70% | - |
| 3. | Fixed Deposit with Yes Bank Ltd | 25.00 | 30-12-2025 | - | 7.70% | - |
| 4. | Fixed Deposit with Yes Bank Ltd | 25.00 | 14-10-2025 | - | 6.00% | - |
| 5. | MA Account | 25.00 | NA | - | NA | - |
| | Total | 116.44 | | | | |

* The interest on FD is being transferred to CC account and used for general business operations.

(iv) Delay in implementation of the object(s) –

| Objects | Completion Date | | Delay (no. of days/ months) | Comments of the Board of Directors | |
|---|---|--|--|------------------------------------|---------------------------|
| | As per the offer document | Actual | | Reason of delay | Proposed course of action |
| Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu | <ul style="list-style-type: none"> Building - Dec 2023 Plant and Machinery - Jan 2024 Electrical, Instrumental and other quality control equipment's – Feb 2024 Fabrication erection & commissioning – Feb 2024 | Ongoing and Rs. 0.36 crores was utilized as of June 30, 2025 | Yes, there is a delay, but extent of delay is not ascertainable. | No comments | No comments |
| Investment in OBPL for setting up Jammu Manufacturing Facility | <ul style="list-style-type: none"> Land and Site Development – June 2024 Technical Know How – July 2024 Building – September 2024 Electrical, ETP and other utilities – October 2024 Misc, Fixed Assets – October 2024 Plant and Machinery – December 2024 Pre operative Expenses- December 2024 | Ongoing and Rs 73.02 crores was utilized as of September 30, 2025. | Yes, there is a delay, but extent of delay is not ascertainable. | No comments | No comments |

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

| Sr. No | Item Head^ | Amount in Rs. Crore | Source of information / certifications considered by Monitoring Agency for preparation of report | Comments of Monitoring Agency | Comments of the Board of Directors |
|--|------------|---------------------|--|-------------------------------|------------------------------------|
| Not applicable since the company has completed utilizing GCP portion as of March 31, 2025. | | | | | |

^ Section from the offer document related to GCP:

"The Net Proceeds will first be utilized for the purposes as set out above. Subject to this, our Company intends to deploy Rs 609.76 million from the Gross Proceeds towards our general corporate purposes, subject to such amount not exceeding 25% of the gross proceeds of the Issue and as permissible under applicable law and approved by our Board of Directors or a duly constituted committee thereof. Such general corporate purposes may include (i) strategic investment; (ii) financing of business opportunities (which may be either organic or inorganic); (iii) any additional cost incurred towards the objects of the Company; and (iv) meeting various expenditure of the Company including contingencies or any other purpose as permissible."

Disclaimers to MA report:


a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as “**Monitoring Agency/MA**”). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.

b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.

c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.

d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.

e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.



Company Comments on Monitoring Agency Report under Regulation 41 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Remark 1:

Delay in implementation of the object(s) w.r.t the object- Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu but the extent of delay is not ascertainable.

Comment:

Alathur project is for further processing of proposed 7ACA into intermediate goods or downstream products from Jammu Project. The Land acquisition for setting up 7ACA project at Jammu is delayed. Consequently, there is delay in setting up of API Facility at Alathur. Hence the major amount remained unutilised.

Remark 2:

Delay in implementation of the object(s) w.r.t the object- Investment in OBPL for setting up Jammu Manufacturing Facility but the extent of delay is not ascertainable.

Comment:

The Land of around 203.8 Kanal (25.475 acres) at Jammu had been identified, out of which registration of 164.50 Kanal of land has completed and registration of the remaining land parcel is expect to be completed upto December 2025. Construction of boundary had been completed and construction activity of Major Building is in advance stage. Installation of equipment's already started.

The Land acquisition task has been given to Land aggregator who is getting the land from various farmers. Getting the agreement signed from various farmers has taken time. Further for this land Change of Land Use (CLU) / registration was required. This has led to delay in acquiring land.