DHANUKA *Laboratories Ltd.*

CIN No.: U24100DL1993PLC052285

Unit-I: 7th 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

To

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/ Madam,

Sub: Proposed offer for sale of the equity shares of face value of ₹ 10 each ("Equity Shares") of Orchid Pharma Limited ("Company") by Dhanuka Laboratories Limited ("Seller"), being the promoter of the Company.

SEBI, vide circular number CIR/MRD/DP/18/2012 dated July 18, 2012 has issued comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended and updated by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 ("**SEBI OFS Circular**") and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 2S, 2019, (together with SEBI OFS Circular, the "**SEBI Circulars**"), read with (a) *'Revised Guidelines for Bidding in Offer For Sale (OFS)Segment'* issued by the BSE, vide its circular bearing no. 20200701-27 dated July 1, 2020 and *"OFS Segment- Placing of price bids by Retail Investors (an T+1 Day) below Cut-off Price Not Allowed"* issued by the BSE vide its circular bearing no. 20210322-2 dated March 22, 2021, and to the extent applicable, the previous notices issued by BSE in this regard; and (b) *'Offer for Sale-Introduction of Interoperability'* issued by NSE vide its circular bearing no. 51/2020 dated June 30, 2020, and *"Offer far Sale – Retail category price bids below cut-off not allowed in RS series on T+1 day"* issued by NSE vide its circular bearing no. 32/2021 dated March 22, 2021, and to the extent applicable, the previous notices issued by NSE in this regard (together with the SEBI Circulars, the "**OFS Guidelines**").

The Seller proposes to sell an aggregate of up to 32,80,115 (thirty two lakh eighty thousand and one hundred and fifteen) Equity Shares ("**Offer Shares**"), representing 8.04% of the issued, subscribed and fully paid-up equity share capital of the Company) on June 24, 2021, ("**T day**") (for non-Retail Investors only) and on June 2S, 2021 ("**T+1 day**") (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allocated bids from T day) through a separate, designated window of BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("NSE"), by way of an offer for sale through the stock exchange mechanism in accordance with the OFS Guidelines (such offer for sale hereinafter referred to as the "**Offer**"). The BSE and NSE are together referred to as the "Stock Exchanges". NSE has been identified as the designated stock exchange by the Seller.

In this connection, we wish to avail the Offer for Sale facility provided by the NSE for offering shares based on the OFS Guidelines. Accordingly, please find enclosed all the requisite documents and undertakings as required by NSE in connection with the Offer.

The Seller has appointed JM Financial Institutional Securities Limited and Edelweiss Securities Limited as the 'Seller's Brokers'. The Offer shall be undertaken exclusively through the Seller's Brokers. The Seller has already deposited the Offer Shares with NSE Clearing Limited being the clearing corporation of NSE.

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

Enclosed:

1. Seller's undertaking for usage of exchange's OFS platform and OFS related information as per NSE Circular dated June 30, 2020 including Annexure 1, 1(A) and 1(B).

2. Notice dated June 23, 2021 to Stock Exchange pursuant to SEBI Circulars.

Thanking You,

Yours sincerely,

For Dhanuka Laboratories Limited

For Dhanuka Laboratories Ltd

Authorized Signatory

Authorised Signatory

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

To,
The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/ Madam,

Sub: Proposed offer for sale of the equity shares of face value of ₹ 10 each ("Equity Shares") of Orchid Pharma Limited ("Company") by Dhanuka Laboratories Limited ("Seller"), being the promoter of the Company.

SEBI, vide circular number CIR/MRD/DP/18/2012 dated July 18, 2012 has issued comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended and updated by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (**"SEBI OFS Circular"**) and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, (together with SEBI OFS Circular, the **"SEBI Circulars"**), read with (a) *"Revised Operational Guidelines for Offer for Sale (OFS) Segment"* issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) *"Offer for Sale- Introduction of Interoperability"* issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the **"OFS Guidelines"**).

The Seller proposes to sell an aggregate of up to 32,80,115 (thirty two lakh eighty thousand and one hundred and fifteen) Equity Shares (**"Offer Shares"**), representing 8.04% of the issued, subscribed and fully paid-up equity share capital of the Company) on June 24, 2021, (**"T day"**) (for non-Retail Investors only) and on June 25, 2021 ("T+1 day") (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allocated bids from T day) through a separate, designated window of BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**), by way of an offer for sale through the stock exchange mechanism in accordance with the OFS Guidelines (such offer for sale hereinafter referred to as the **"Offer"**). The BSE and NSE are together referred to as the **"Stock Exchanges"**. In this connection, we, the Seller, wish to avail the offer for sale facility provided by the NSE for offering shares based on the OFS Guidelines. We, therefore, request you to kindly allow us to use the NSE screen-based facilities and oblige. Please find attached details regarding the Offer as enclosed in **Annexure 1.**

The Seller undertakes to comply with all terms and condition of the OFS Guidelines and any other circular issued by the Stock Exchanges in this regard from time to time, as also any other requirement as may be specified from time to time by SEBI.

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

For providing the above-mentioned services, the Seller shall pay the applicable fees and taxes net of discounts if any.

The Seller shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the NSE from time to time.

Thanking You,

Yours sincerely,

For Dhanuka Laboratories Limited

For Dhanuka Laboratories Ltd

Authorized Signatory

Authorised Signatory

Annexure-1

Information needed from the Seller and/or the Issuer for the Offer.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
1.	Name of the Seller (Promoter / Promoter Group)	Dhanuka Laboratories Limited
2.	Name of the company whose shares are proposed to be sold and ISIN	Name: **Orchid Pharma Limited** ISIN: **INE191A01027**
3.	Name of the stock exchange where orders shall be placed	BSE and NSE
4.	Name of the designated stock exchange	NSE Limited
5.	Name of the designated clearing corporation	NSE Clearing Limited
6.	Dates and time of the opening and closing of the Offer	**The Offer shall take place during trading hours on a separate window of the Stock Exchanges on June 24, 2021 ("T Day") and on June 25, 2021 ("T+1 Day"), from 9:15 am to 3:30 pm (Indian Standard Time) over two trading days, as per details given below:** **For Non-Retail Investors on T Day i.e., June 24, 2021** The Offer shall take place during trading hours on a separate window of the Stock Exchanges on T Day commencing at 9:15 AM (Indian Standard Time) and shall close at 3:30 PM (Indian Standard Time) on the same date. Non-Retail Investors who have placed their bids on T Day may indicate their willingness to carry forward their unallocated bids to T+1 Day, for allocation to them in the unsubscribed portion of the Retail Category (defined below) **Please note that only Non-Retail Investors can place their bids on T Day i.e., June 24, 2021.** **For Retail Investors and for Non-Retail Investors who opt to carry forward their unallocated bids from T Day on T+1 Day i.e., June 25, 2021** The Offer shall continue to take place during trading hours on the separate designated window of the Stock Exchanges on T+1 Day, commencing at 9:15 AM and shall close at 3:30 PM (Indian Standard Time) on the same date. Please note that only Retail Investors are permitted to place their bids on T+1 Day. Further those Non-Retail Investors who had placed their bids on T Day and who opted to carry forward their unallocated bids from T Day to T+1 Day would be allowed to revise their bids on T+1 Day in terms of the SEBI OFS Circulars.
7.	Allocation methodology	The allocation shall be at or above the Floor Price (defined

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		below) on price priority basis at multiple clearing prices basis, in accordance with the SEBI OFS Circulars, except in case of Retail Investors, who shall have an option to bid at or above the Cut-Off Price (as defined below). **Retail Investors** Retail Investors mean individual investors who place their bids for the Sale Shares for an aggregate value of not more than ₹ 2,00,000 (Rupees Two lakh only) across all Stock Exchanges No discount is being offered to the Retail Investors. 10% of the Sale Shares is reserved for the Retail Investors subject to receipt of valid bids ("**Retail Category**" and the term "**Non-Retail Category**" shall be construed accordingly). The Stock Exchanges will decide the quantity of Sale Shares eligible to be considered in the Retail Category, based on floor Price. Unsubscribed portion of the Offer Shares reserved in the Retail Category shall be available for allocation to the Non-Retail Investors who opted to carry forward their unallocated bids from T Day to T+1 Day. However, such investors are required to indicate their willingness to carry forward their un-allotted bids to T+1 Day. Retail Investors will have an option to place a price bid or bid at the Cut-off Price. The Cut-off Price is the lowest price at which all the Sale Shares may be sold and shall be determined based on all valid bids received in the Non-Retail Category on T Day. Upon determination of the Cut-off Price, the Sale Shares reserved for the Retail Category shall be allocated to the valid bids by the Retail Investors on price priority method at multiple clearing prices in accordance with the SEBI OFS Circulars. In case of excess demand in the Retail Category at the Cut-off Price, allocation for the Retail Investors bidding at the Cut-off Price shall be done on proportionate basis. Likewise, if there is excess demand at a clearing price then subject to Sale Shares being available at such clearing price, the allocation would be done on proportionate basis at such clearing price. Bids by Retail Investors below the Cut-off Price shall be rejected, in accordance with the BSE Notice No. 20210322-21 dated March 22, 2021. **Non-Retail Category** Non-Retail Investors shall have an option to carry forward their unallocated bids from T Day to T+1 Day. Non-Retail Investors opting to carry forward their unallocated bids from T Day are required to indicate their willingness to do so. Further, these Non-Retail Investors may revise their bids on T+1 Day in accordance with the SEBI OFS Circulars. **Non-Retail Category and Retail Category allocation**

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		methodology No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended ("**Mutual Fund Regulations**") and insurance companies registered with the Insurance Regulatory and Development Authority of India ("**IRDAI**") under the Insurance Regulatory and Development Authority Act, 1999, as amended ("**IRDA Act**") may be allocated more than 25% of the Sale Shares being offered in the Offer. A minimum of 25% of the Sale Shares shall be reserved for mutual funds registered under the Mutual Funds Regulations and insurance companies registered with the IRDAI under the IRDA Act, subject to receipt of valid bids at or above the Floor Price (as defined below) and as per allocation methodology. In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to other bidders. In case of excess demand from Non-Retail Investors at a particular clearing price and subject to the reservation to the mutual funds and insurance companies and subject to Sale Shares being available for allocation at such clearing price, the allocation for bids at such clearing price would be carried out on a proportionate basis. The allocation to Non-Retail Investors shall be at a price equal to the Cut-Off Price or higher as per their bids.
8.	Total number of Equity Shares being offered in the Offer	Up to 32,80,115 (thirty two lakh eighty thousand and one hundred and fifteen) Equity Shares representing 8.04% of the total issued and paid-up equity share capital of the Company
9.	Maximum number of shares the Seller may choose to sell over and above made at point 8 above	Not applicable
10.	Name of the broker(s) on behalf of the Seller (the "**Seller's Brokers**")	JM Financial Institutional Securities Limited (BSE: 0400 and NSE: 12966); and Edelweiss Securities Limited (BSE: 121 and NSE: 11933)(together, the "**Seller's Brokers**"). JM Financial Institutional Securities Limited (BSE: 0400 and NSE: 12966); will be acting as the Settlement Broker.
11.	Floor Price	The floor price for the Offer shall be ₹ 375/- (Rupees Three Hundred and Seventy Five only) per Equity Share ("**Floor Price**").
12.	Conditions for withdrawal of the Offer	The Seller reserves the right to not proceed with the Offer at any time prior to the time of opening of the Offer on T day. In such a case, there shall be a cooling off period of 10 trading

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
13.	Conditions for cancellation of the Offer	The Seller reserves the right to not proceed with the Offer at any time prior to opening of the Offer. In the event that sufficient demand from Non-Retail Investors at or above the Floor Price on T Day is not received, the Seller reserves the right to cancel the Offer (for both Non-Retail Investors and Retail Investors), post bidding in full on T Day and not proceed with the Offer to Retail Investors on T+1 Day. In the event that valid orders are not placed for the entire number of Sale Shares at or above the Floor Price or in case of defaults in settlement obligations, the Seller reserves the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either accept or reject the Offer shall be at the sole discretion of the Seller. The Seller shall notify to the Stock Exchange(s) its intention for cancellation of the offer post bidding latest by 5 pm on T Day.
14.	Conditions for participating in the Offer	1. Non-institutional investors bidding in the Non-Retail Category shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing of the bids 2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, the custodian confirmation shall be made within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and applicable SEBI OFS Circulars. 3. In respect of Retail Category, clearing corporations shall collect margin to the extent of 100% of order value in cash or cash equivalents. Pay-in and pay-out for retail bids shall take place as per the SEBI OFS Circulars. 4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 5. Individual investors shall have the option to bid in the Retail Category and the Non-Retail Category. However, if the cumulative bid value by an individual investor across

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer

the Retail Category and Non-Retail Category exceeds ₹ 2,00,000 (Rupees Two lakh only) such bids, would be rejected. Further, if the cumulative bid value by an individual investor in the Retail Category across Stock Exchanges exceeds Rs. 2,00,000/- (Rupees Two Lakhs only), such bids shall be rejected.

6. Retail Investors may enter a price bid or opt for bidding at the Cut-off Price. Retail Investors will not be allowed to bid below the Cut-Off Price.

7. Modification or cancellation of orders:

   a. Orders placed by institutional investors and by non-institutional investors with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T Day;

   b. Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be modified or cancelled by the investor or stock broker except for making upward revision in price or quantity on T Day;

   c. Unallocated bids carried forward by Non-Retail Investors to T+1 Day may be revised in accordance with the SEBI OFS Circulars;

   d. Orders placed by Retail Investors can be modified or cancelled any time during the trading hours on T+1 Day; and

   e. In case of any permitted modification or cancellations of the bids, the funds shall be released / collected on a real time basis by the clearing corporation.

8. Bidder shall also be liable to pay any other fees as may be levied by the Stock Exchanges including security transaction tax

9. Multiple orders from a single bidder is permitted subject to conditions prescribed in clause 5 above

10. In case of default in pay-in by any bidder, an amount aggregating 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the concerned Stock Exchange.

11. The Equity Shares other than the Sale Shares shall continue trading in the normal segment. However, in case of market closure due to incidence of breach of market wide index based circuit filters, the Offer shall also be

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		halted. 12. In accordance with the SEBI OFS Guidelines, the promoters and members of the promoter group of the Company, are not allowed to participate in the Offer (apart from the Seller), and accordingly any bid from the members of the promoter group of the Company shall be rejected.
15.	Settlement	1. Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place bids with 100% of the value of the bid deposited upfront on T Day, settlement shall take place on T+1 Day in accordance with the SEBI OFS Circulars; 2. In the case of institutional investors who place bids on T Day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2 day) 3. For bids received on T+1 Day, from the Retail Category, the settlement shall take place on T+3 day 4. For bids received on T+1 Day from the Non-Retail Investors opting to carry forward their unallocated bids from T Day to T+1 Day with 100% of the bid value deposited upfront, the settlement shall take place on T+2 day 5. For bids received on T+1 Day from Non-Retail Investors opting to carry forward their unallocated bids from T Day to T+1 Day without depositing 100% of the bid value upfront, the settlement shall take place on T+3 day
16.	A letter from seller confirming criteria under which the seller is coming for OFS	Attached as **Annexure 1(A)**
17.	Details of the authorized personnel for the purpose of OFS such as contact number, email id etc.	Mr. Sunil Gupta Email ID: sunilgupta@dhanuka.com Contact No: +91 95609 29417
18.	Copy of advertisement	Copy of notice for the offer for sale attached as **Annexure 2**
19.	Undertaking from seller for usage of Exchange's OFS platform as per annexure II of the NSE circular	Attached as **Annexure 1(B)**
20.	Confirmation from promoter/ promoter group entities on non-purchase and /or sale of shares of the	Attached as **Annexure 1(C)**

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
	company in the 12 weeks period prior to the offer and undertaking not to purchase and/or sale of shares of the company in the 12 weeks period after the offer	
21.	Details of the personnel(s) who shall be present while opening the sealed envelope containing the Floor price.	Not Applicable

Thanking You,

Yours sincerely

For **Dhanuka Laboratories Limited**

For Dhanuka Laboratories Ltd

Authorized Signatory

Authorised Signatory

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

Annexure 1(A)

To
The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/ Madam,

Sub: Proposed offer for sale of the equity shares of face value of ₹ 10 each ("Equity Shares") of Orchid Pharma Limited ("Company") by Dhanuka Laboratories Limited ("Seller"), being the promoter of the Company.

The Seller intends to make an offer for Sale ("**Offer**") of an aggregate of up to 32,80,11S Equity Shares of the Company, representing 8.04% of the total issued, subscribed and fully paid-up equity share capital of the Company ("**Offer Shares**") on June 24, 2021, ("**T day**") (for non-Retail Investors only) and on June 25, 2021 ("**T+1 day**") (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allocated bids from T day) through a separate, designated window of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), by way of an offer for sale through the stock exchange mechanism in accordance with the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by SEBI pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 1S, 2016, circular number CIR/MRD/DP/6S/2017 dated June 27, 2017, and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 ("**SEBI OFS Circular**") and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, issued by SEBI, (together with SEBI OFS Circular, the "**SEBI Circulars**"), read with (a) "*Revised Operational Guidelines for Offer for Sale (OFS) Segment*" issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) "*Offer for Sale- Introduction of Interoperability*" issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the "**OFS Guidelines**"). The BSE and NSE are together referred to as the "**Stock Exchanges**".

The Offer is being undertaken by the Seller for achieving the minimum public shareholding in the Company, as prescribed under Rule 19A of the Securities and Contract Regulation (Rules), 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Seller is eligible to participate in the Offer and sell the Offer Shares by way of an offer for sale through the stock exchange mechanism in terms of the OFS Guidelines.
Thanking You,

Yours sincerely,

For **Dhanuka Laboratories Limited**

For Dhanuka Laboratories Ltd

Authorized Signatory

Authorised Signatory

Corporate Office: 14th Floor, Building 5A, Cyber City, DLF Phase III, Gurgaon - 122002 Haryana, (India)
Phone : 0124 - 3838500 Fax : 0124 - 3838888 E-mail :dll@dhanuka.com
Regd. Off. : 82, Abhinash Mansion, Ist Floor, Joshi Road, Karol Bagh, New Delhi -110 005

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

To
The Managing Director
National Stock Exchange of India Limited ("NSE")
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/ Madam,

Sub: Proposed offer for sale of the equity shares of face value of ₹ 10 each ("Equity Shares") of Orchid Pharma Limited ("Company") by Dhanuka Laboratories Limited ("Seller"), being the promoter of the Company.

The Securities and Exchange Board of India ("**SEBI**"), vide circular number CIR/MRD/DP/18/2012 dated July 18, 2012 has issued comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended and updated by circular number CIR/MRD/DP/04/2013 dated January 2S, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 ("**SEBI OFS Circular**") and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 2S, 2019, (together with SEBI OFS Circular, the "**SEBI Circulars**"), read with (a) '*Revised Guidelines for Bidding in Offer For Sale (OFS)Segment*' issued by the BSE, vide its circular bearing no. 20200701-27 dated July 1, 2020 and "*OFS Segment- Placing of price bids by Retail Investors (on T+1 Day) below Cut-off Price Not Allowed*" issued by the BSE vide its circular bearing no. 20210322-2 dated March 22, 2021, and to the extent applicable, the previous notices issued by BSE in this regard; and (b) *'Offer for Sale-Introduction of Interoperability'* issued by NSE vide its circular bearing no. 51/2020 dated June 30, 2020, and "*Offer for Sale – Retail category price bids below cut-off not allowed in RS series on T+1 day*" issued by NSE vide its circular bearing no. 32/2021 dated March 22, 2021, and to the extent applicable, the previous notices issued by NSE in this regard (together with the SEBI Circulars, the "**OFS Guidelines**").

The Seller proposes to sell an aggregate of up to 32,80,11S (thirty two lakh eighty thousand and one hundred and fifteen) Equity Shares ("**Offer Shares**"), representing 8.04% of the issued, subscribed and fully paid-up equity share capital of the Company) ("**Offer**") to achieve the minimum public shareholding in the Company, as prescribed under Rule 19A of the Securities and Contract Regulation (Rules), 19S7 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 201S.

In this connection, We wish to avail the Offer for Sale facility provided by NSE for offering shares based on the OFS Guidelines. We, therefore, request you to kindly allow us to use NSE screen based facilities and oblige. Please find attached details regarding the Offer, enclosed hereto as **Annexure 1** above.

We shall undertake to comply with all terms and condition applicable to an offer for sale scheme as set out in *'Offer for Sale-Introduction of Interoperability'* issued by NSE vide its circular bearing no. 51/2020 dated June 30, 2020, and *"Offer for Sale – Retail category price bids below cut-off not allowed in RS series on T+1 day"* issued by NSE vide its circular bearing no. 32/2021 dated March 22, 2021, and to the extent applicable, the previous notices issued by NSE in this regard, and the SEBI OFS Circular.

Corporate Office: 14th Floor, Building 5A, Cyber City, DLF Phase III, Gurgaon - 122002 Haryana, (India)
Phone : 0124 - 3838500 Fax : 0124 - 3838888 E-mail :dll@dhanuka.com
Regd. Off. : 82, Abhinash Mansion, Ist Floor, Joshi Road, Karol Bagh, New Delhi -110 005

dhanuka

DHANUKA Laboratories Ltd.

CIN No.: U24100DL1993PLC052285

Unit-I: 7th 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

We shall ensure compliance with the requirements specified in the SEBI OFS Circular and such other requirements as may be specified from time to time by Securities and Exchange Board of India.

For providing the above mentioned services, we shall pay a sum of Rs. 3,37,665 in advance to NSE.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by NSE from time to time.

Thanking You,

Yours sincerely,

For **Dhanuka Laboratories Limited**

For Dhanuka Laboratories Ltd

Authorised Signatory

Authorized Signatory

Corporate Office: 14th Floor, Building 5A, Cyber City, DLF Phase III, Gurgaon - 122002 Haryana, (India)
Phone : 0124 - 3838500 Fax : 0124 - 3838888 E-mail :dll@dhanuka.com
Regd. Off. : 82, Abhinash Mansion, Ist Floor, Joshi Road, Karol Bagh, New Delhi -110 005

DHANUKA Laboratories Ltd.
CIN No.: U24100DL1993PLC052285
Unit-I: 7th 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

Annexure 1(C)

To

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/ Madam,

Sub: Proposed offer for sale of the equity shares of face value of ₹ 10 each ("Equity Shares") of Orchid Pharma Limited ("Company") by Dhanuka Laboratories Limited ("Seller"), being the promoter of the Company.

The Seller proposes to sell an aggregate of up to 32,80,115 Equity Shares of the Company ("**Offer**"), representing 8.04% of the issued, subscribed and fully paid-up equity share capital of the Company) on June 24, 2021, ("**T day**") (for non-Retail Investors only) and on June 25, 2021 ("**T+1 day**") (for Retail Investors and for non-Retail Investors, including who choose to carry forward their un-allocated bids from T day) through a separate, designated window of BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), by way of an offer for sale through the stock exchange mechanism in accordance with the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by SEBI pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017, and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 ("**SEBI OFS Circular**") and Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019, issued by SEBI, (together with SEBI OFS Circular, the "**SEBI Circulars**"), read with (a) "*Revised Operational Guidelines for Offer for Sale (OFS) Segment*" issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) "*Offer for Sale- Introduction of Interoperability*" issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI Circulars, the "**OFS Guidelines**").The BSE and NSE are together referred to as the "**Stock Exchanges**".

The Seller hereby confirms that they or any promoter or entity forming part of the promoter group of the Company:

a. have not purchased and/or sold any Equity Shares during the period of 12 weeks preceding the Offer; and

b. shall not buy/sell shares of the Company for a period of 12 weeks from the closure of the Offer as prescribed by SEBI in the SEBI OFS Circular, except as permitted in the SEBI OFS Circular.

Thanking You,
Yours faithfully,

Yours sincerely,

For **Dhanuka Laboratories Limited**

For Dhanuka Laboratories Ltd

Authorized Signatory

Authorised Signatory

Corporate Office: 14th Floor, Building 5A, Cyber City, DLF Phase III, Gurgaon - 122002 Haryana, (India)
Phone : 0124 - 3838500 Fax : 0124 - 3838888 E-mail :dll@dhanuka.com
Regd. Off. : 82, Abhinash Mansion, Ist Floor, Joshi Road, Karol Bagh, New Delhi -110 005