

**February 13, 2024**

National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai-400051

Symbol: ORCHPHARMA

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai-  
400001  
Scrip Code: 524372

**Ref: Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”)**

**Subject: Monitoring Agency Report for the Quarter ended on December 31, 2023**

Dear Sir/Madam,

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we are enclosing herewith the Monitoring Agency Report issued by M/s Care Ratings Limited, Monitoring Agency, for the quarter ended on December 31, 2023 in respect of utilization of proceeds raised through Qualified Institutional Placement.

You are requested to take the above on record.

Thanking You,  
For **Orchid Pharma Limited**

**Kapil Dayya**  
**Company Secretary & Compliance Officer**

***Encl.: as above***

**No. CARE/CRO/RL/2023-24/1450**

**Shri Sunil Gupta**  
**Chief Financial Officer**  
**Orchid Pharma Limited**

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

February 01, 2024

Dear Sir,

**Monitoring Agency Report for the quarter ended December 31, 2023 - in relation to the Qualified Institutional Placemet (QIP) of Equity Shares of Orchid Pharma Limited ("the Company")**

We write in our capacity of Monitoring Agency for the Fresh Issue of 99,02,705 equity shares aggregating to Rs. 400.00 crore of the Company and refer to our duties cast under 82 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 December 31, 2023 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: December 31, 2023

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:



Name of the Authorized Signatory: Ratheesh Kumar

Designation of Authorized person/Signing Authority: Associate Director

**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 (Note 1)

Note 1:

Particulars (As per offer document)	Remarks
Total shares issued and subscribed as part of fresh issue	99,02,705
Total proceeds from fresh issue (in Rs.)	400,00,00,000
Details of expenses related to fresh issues (in Rs.)	8,20,00,000
Net proceeds for utilisation (in Rs.)	391,80,00,000

\*Net Proceeds transferred to Monitoring Account was Rs.394.54 crores as against the proposed net proceeds of Rs.391.80 crores as per offer document.

**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 the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Chartered Accountant certificate*, Bank statement	Not applicable	Nil
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	Not applicable	Not applicable	
Whether the means of finance for the disclosed objects of the issue have changed?	No	Not applicable	Not applicable	
Is there any major deviation observed over the earlier monitoring agency reports?	No	Not applicable	Not applicable	

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments the Board of Directors
Whether all Government/statutory approvals related to the object(s) have been obtained?	As indicated by the company, approvals will be/ are obtained / being obtained from time to time in relation to the objects.	Not applicable	No specific list of statutory/ Govt Approvals has been mentioned in the offer document for the purposes of monitoring.	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	An amount of Rs. 10 crore has been mentioned for technical know-how for Object 1 – for setting up a manufacturing facility in Jammu.	CA Certificate*	As per CA Certificate, no amount has been spent on the project from net proceeds.	
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not applicable	Not applicable	
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not applicable	Not Applicable	

\*Chartered Accountant certificate from M G Sridharan, Chartered Accountant dated January 22, 2024.

#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 –

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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 Jammu Manufacturing Facility	Offer Document	90.00	Not applicable	Nil	Nil		
2	Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company	Offer Documents	141.00	Not Applicable	Nil			
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	Not Applicable	Nil			
4	General corporate purposes	Offer Documents	60.98	63.72	#			
<b>Total</b>			<b>391.80</b>					

#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 –

(Give item by item description for all the Objects stated in the Offer Document in following format)

S r. N o	Item Head	Source of informat ion / certifica tions consider ed by Monitori ng Agency for preparat ion of report	Amou nt as propos ed in the Offer Docu ment in Rs. Crore	Amount utilised in Rs. Crore			Total unutili sed amou nt ₹ Crore	Comm ents of the Monito ring Agency	Comments of the Board of Directors	
				As at begin ning of the quarte r in Rs. Crore	Dur ing the quar ter in Rs. Crore	At the end of the quar ter in Rs. Crore			Reas ons for idle funds	Propo sed cours e of action
1	Investment in OBPL for setting up Jammu Manufacturing Facility	Chartered Accountant certificate *, Bank statements, Offer Document	90.00	Nil	Nil	Nil	90.00	Nil		
2	Repayment/prep ayment, in full or in part, of certain outstanding borrowings availed by our Company	Chartered Accountant certificate *, Bank statements, Offer Document	141.00	141.00	Nil	141.00	0.00			
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	Nil	Nil	Nil	99.82			
4	General corporate purposes	CA certificate , Bank statements, Offer Document	60.98	Nil	Nil	Nil	63.72#			
<b>Total</b>			<b>391.80</b>	-			<b>253.54#</b>			

\*Chartered Accountant certificate from M G Sridharan, Chartered Accountants dated January 22, 2024

#As per the offer document the GCP was ₹ 60.98 crore which was on the basis of proposed net proceeds after issue expenses being ₹ 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.

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(iii) Deployment of unutilised IPO/QIP proceeds:

Sr. No.	Name of the Bank	Type of account	Amount in Rs. crore	Source of information / certifications considered by Monitoring Agency for preparation of report
1.	Yes Bank Ltd	Fixed Deposit	253.25	Fixed Deposit Receipt
2.	Yes Bank Ltd	Fixed Deposit	0.29	Fixed Deposit Receipt

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	253.25	03-Jan-2025	-	7.85	-
2	Fixed Deposit with Yes Bank Ltd	0.29	04-Feb-2025		7.75	-

(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
3 Funding capital expenditure requirements for setting up a new block at the API Facility of the Company in Alathur, Tamil Nadu  - For Building	December 2023 (Amount of Rs. 22.03 crore was supposed to have been spent)	Not Available (No amount has been spent)*	NA	The Land acquisition for setting up 7ACA project at Jammu is delayed. Consequently, there is delay in setting up of API Facility at Alathur for further processing 7ACA into intermediate goods or downstream products, hence the amount of Rs. 22.03 Crore remained unutilised.	

\*Chartered Accountant certificate from MG Sridharan, Chartered Accountant dated January 22, 2024.

**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
NA	NA	NA	NA	NA	NA
	Total				

\*Chartered Accountant certificate from MG Sridharan, Chartered Accountant dated January 22, 2024.

^Section from the offer document related to GCP:

The Net Proceeds will first be utilised for the purposes as set out above. Subject to this, our Company intends to deploy ₹ 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.