

NOTICE FOR THIRTEENTH (13TH) ANNUAL GENERAL MEETING
THROUGH VIDEO CONFERENCE

NOTICE is hereby given that the **Thirteenth (13th) Annual General Meeting (“AGM”)** of **FinOrion Pharma India Private Limited - the ‘Company’** will be held **Friday, September 20, 2024** at **Registered office address - 501, A Wing, Everest Chambers Marol Naka, Andheri Kurla Road, Andheri (E) Mumbai City Maharashtra 400059 India**, at **02:00 P.M. IST via video conference (i.e., through Microsoft teams)** pursuant to General Circular no. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs, read with other related circulars in this regards, to transact the following businesses:

❖ **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company comprising of the Audited Balance Sheet as on March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with notes and the Reports of the Board of Directors and Auditors thereon;
2. To re-appoint M/s. B S R & Co. LLP, Chartered Accountants, bearing firm registration number 101248W/W-100022, as Statutory Auditors of the Company for term of 5 (five) years from the conclusion of this annual general meeting till the conclusion of annual general meeting to be held for financial year 2028-2029 and to fix their remuneration.

❖ **SPECIAL BUSINESS:**

3. To consider, and thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

Appointment of Mr. Rene Kristian Lindell (DIN: 10717452) as Director of the Company:

“RESOLVED THAT pursuant to section 152 and any other applicable provisions of the Companies Act 2013 and Rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Rene Kristian Lindell (DIN: 10717452), who was appointed as an Additional Director of the Company with effect from August 5, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and any other applicable provisions if any, of the Act and who holds office up to the date of this Annual General Meeting, being so eligible, be and is hereby appointed as a Director of the Company;

FinOrion Pharma India Private Limited

Registered Office: 501, 5th Floor, A wing, Everest Chambers
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Mumbai - 400 059, India
Tel: +91 8104964640

Email: samrudhi.utturkar@orion.fi CIN No:
U74120MH2011PTC225361

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RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorised to file relevant e-forms with the Ministry of Corporate Affairs, electronically, and to do such other acts and take necessary actions to execute the resolution.”

Kindly confirm your availability and accessibility of participation through video conferencing on following contacts:

- **Email ID** : Samrudhi.Utturkar@orion.fi
- **Telephone/Mobile No.** : +91 99207 87222
- **Video Conference Details** : Directors, Members & Auditors may connect via Microsoft teams

By order of the Board
FinOrion Pharma India Private Limited

.....
Samrudhi Mangesh Utturkar
Director

DIN: 08162610

Address: B – 1704 Flying Kite, L.B.S Road, Bhandup West, Mumbai-400078, Maharashtra, India Email ID:
samrudhi.utturkar@orion.fi

Date: September 3, 2024

Place: Mumbai

CC:

- 1. All Directors of the Company;**
- 2. Statutory Auditor(s) of the Company.**

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❖ **NOTES:**

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its General Circular no. 09/2023 dated September 25, 2023 in continuation with General Circular no. 10/2022 dated December 28, 2022, General Circular no. 2/2022 dated May 5, 2022, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the Financial Year ended March 31, 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice shall be hosted on the website of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
3. Members are requested to intimate the change(s), if any, of the e-mail addresses with the company at the earliest addressed to Ms. Samrudhi Mangesh Utturkar, Director of the Company at email id: Samrudhi.Utturkar@orion.fi.
4. As required under the provision of Section 136 of Companies Act, 2013, the Audited financial statements are annexed herewith this notice.
5. Annual General Meeting can be held via a shorter notice with the consent of all the members.
6. Attendance of members joining through Video Conferencing mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Auditors are invited to attend this Annual General Meeting held through Video Conferencing.
8. The Chairman/Chairperson is requested to take a roll call to ensure that they can completely and clearly see and communicate with all the participants and that no one other than the concerned authorized participant

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is attending the Annual General Meeting through electronic mode and ascertain the quorum necessary in accordance with the Articles of Association of the Company and the Companies Act, 2013.

9. In case if any member proposes to inspect any document before or during the meeting, then, the member is required to inform the same to the Company through e-mail at the below mentioned mail address and the same shall be provided to the members through e-mail only. The said emails shall only to be sent to the designated email address i.e., Samrudhi.Utturkar@orion.fi.
10. The Meeting shall be deemed to be held at the Registered office address - 501, A Wing, Everest Chambers Marol Naka, Andheri Kurla Road, Andheri (E) Mumbai City Maharashtra 400059 India.
9. Corporate shareholders are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
10. The soft copy of registers as required to be maintained in accordance with the provisions of the Companies Act, 2013, will be made available for e-inspection at the request of the members at the General Meeting.
11. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
12. An invitation to join the meeting via videoconference through Microsoft teams shall be sent to all the shareholders and their representatives on their e-mail addresses registered with the Company.

❖ **Instructions for Members for participating in the AGM through VC facility are as under:**

13. The members may join the meeting through Microsoft teams Meeting link, the Meeting Id for which shall be shared with all the Members separately through a mail.
14. Members are required to download Microsoft team's application or directly join via link provided in their systems and to click on "Join a meeting" option as shown on the home page of that app.

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15. Shareholders will be required to switch on the video facility during the Meeting. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
16. For any further assistance in joining and participating in meeting directly addressed to Ms. Samrudhi Mangesh Utturkar, Director of the Company at email id: Samrudhi.Utturkar@orion.fi.
17. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

By order of the Board
FinOrion Pharma India Private Limited

.....
Samrudhi Mangesh Utturkar

Director

DIN: 08162610

Address: B – 1704 Flying Kite, L.B.S Road, Bhandup West, Mumbai-400078, Maharashtra, India Email ID:
samrudhi.utturkar@orion.fi

Date: September 3, 2024

Place: Mumbai

CC:

- 1. All Directors of the Company;**
- 2. Statutory Auditor(s) of the Company.**

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EXPLANATORY STATEMENT
(Pursuant to the provision of section 102 of the Companies Act, 2013)

Item No. 3:

Mr. Rene Kristian Lindell (DIN: 10717452) was appointed as an Additional Director of the Company on August 5, 2024, by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, Mr. Rene Kristian Lindell (DIN: 10717452) holds office as an Additional Director only up to the date of the ensuing Annual General Meeting and hence is required to be re-appointed as Director of the Company.

The Board of Directors recommends the passing of the Ordinary resolution for approval of the Shareholders.

Except Mr. Rene Kristian Lindell (DIN: 10717452) being an appointee, none of the other Directors or Key Managerial personnel of the Company, or their relatives are concerned or interested in the said resolution.

Brief particulars about Mr. Rene Kristian Lindell (DIN: 10717452) are mentioned below:

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Particulars	Information
Date of Birth	April 3, 1976
Qualification	Master of Economics and Doctor of Science (Technology)
Terms and conditions of appointment along with details of remuneration sought to be paid, and remuneration last drawn by such person, if applicable	--
Date of first appointment	August 5, 2024
Shareholding	--
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	--
Number of meeting of the Board attended during the year	NA
Other Directorships, Memberships/Chairmanships of other Committees of the Board	--

*****Vote of Thanks*****

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