

**NOTICE FOR FOURTEENTH (14TH) ANNUAL GENERAL MEETING
THROUGH VIDEO CONFERENCE**

NOTICE is hereby given that the **Fourteenth (14th) Annual General Meeting (“AGM”)** of **FinOrion Pharma India Private Limited - the ‘Company’** will be held **Monday, September 22, 2025** at **Registered office address** - Smartworks Coworking Location, Times Square Building, 9th Floor, C Wing, Andheri Marol, Andheri East, Marol Naka, Mumbai, Maharashtra, India, 400059, at **11:00 A.M. IST i.e. 08:30 A.M. FI 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, 2025, 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 declare final dividend for the Financial Year ended March 31, 2025.

❖ **SPECIAL BUSINESS:**

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

Regularization of Mr. Mikko Tapani Kempainen (DIN: 11046428) 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. Mikko Tapani Kempainen (DIN: 11046428), who was appointed as an Additional Non – Executive Director of the Company with effect from April 24, 2025, 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;

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file relevant e-forms with the Ministry of Corporate Affairs, electronically, and to do such other acts, deeds and things as may be considered necessary in connection regularized as a Non-Executive Director of the Company with the above appointment.”

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,
9th Floor, C Wing, Andheri Marol,
Andheri East, Mumbai - 400059
Tel: +91 8104964640
Email : contact.india@orion.fi
CIN No. : U74120MH2011PTC225361
www.orionpharma.in

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

Regularization of Mr. Pekka Juhani Kankaanpää (DIN: 11048805) 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. Pekka Juhani Kankaanpää (DIN: 11048805), who was appointed as an Additional Non – Executive Director of the Company with effect from April 24, 2025, 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;

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file relevant e-forms with the Ministry of Corporate Affairs, electronically, and to do such other acts, deeds and things as may be considered necessary in connection regularized as a Non-Executive Director of the Company with the above appointment.”

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: August 26,2025
Place: Mumbai

CC:

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

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,
9th Floor, C Wing, Andheri Marol,
Andheri East, Mumbai - 400059
Tel: +91 8104964640
Email : contact.india@orion.fi
CIN No. : U74120MH2011PTC225361
www.orionpharma.in

❖ **NOTES:**

1. 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.
2. 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.
3. As required under the provision of Section 136 of Companies Act, 2013, the Audited financial statements are annexed herewith this notice.
4. Annual General Meeting can be held via a shorter notice with the consent of all the members.
5. 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.
6. Auditors are invited to attend this Annual General Meeting held through Video Conferencing.
7. 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 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.
8. 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.
9. The Meeting shall be deemed to be held at the Registered office address - Smartworks Coworking Location, Times Square Building, 9th Floor, C Wing, Andheri Marol, Andheri East, Mumbai, 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

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,
9th Floor, C Wing, Andheri Marol,
Andheri East, Mumbai - 400059
Tel: +91 8104964640
Email : contact.india@orion.fi
CIN No. : U74120MH2011PTC225361
www.orionpharma.in

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 video conference 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.
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: August 26, 2025

Place: Mumbai

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,

9th Floor, C Wing, Andheri Marol,

Andheri East, Mumbai - 400059

Tel: +91 8104964640

Email : contact.india@orion.fi

CIN No. : U74120MH2011PTC225361

www.orionpharma.in

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

Item No. 1:

Mr. Mikko Tapani Kemppainen (DIN: 11046428) was appointed as an Additional Director of the Company on April 24, 2025, by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, Mr. Mikko Tapani Kemppainen (DIN: 11046428) 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. Mikko Tapani Kemppainen (DIN: 11046428) 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. Mikko Tapani Kemppainen (DIN: 11046428) are mentioned below:

Particulars	Information
Date of Birth	November 29, 1972
Qualification	Master degree
Terms and conditions of appointment along with details of remuneration sought to be paid, and remuneration last drawn by such person, if applicable	NA
Date of first appointment	April 24, 2025
Shareholding	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA
Number of meeting of the Board attended during the year	--
Other Directorships, Memberships/Chairmanships of other Committees of the Board	--

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,
9th Floor, C Wing, Andheri Marol,
Andheri East, Mumbai - 400059
Tel: +91 8104964640
Email : contact.india@orion.fi
CIN No. : U74120MH2011PTC225361
www.orionpharma.in

Item No. 2:

Mr. Pekka Juhani Kankaanpää (DIN: 11048805) was appointed as an Additional Director of the Company on April 24, 2025, by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, Mr. Pekka Juhani Kankaanpää (DIN: 11048805) 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. Pekka Juhani Kankaanpää (DIN: 11048805) 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. Pekka Juhani Kankaanpää (DIN: 11048805) are mentioned below:

Particulars	Information
Date of Birth	August 21, 1980
Qualification	Master degree
Terms and conditions of appointment along with details of remuneration sought to be paid, and remuneration last drawn by such person, if applicable	NA
Date of first appointment	April 24, 2025
Shareholding	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA
Number of meeting of the Board attended during the year	--
Other Directorships, Memberships/Chairmanships of other Committees of the Board	--

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

FinOrion Pharma India Private Limited

Smartworks Coworking Location - Times Square Building,
9th Floor, C Wing, Andheri Marol,
Andheri East, Mumbai - 400059
Tel: +91 8104964640
Email : contact.india@orion.fi
CIN No. : U74120MH2011PTC225361
www.orionpharma.in