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CIN : L24222TN199PLC022994

## NOTICE OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING

### (Under Corporate Insolvency Resolution Process)

NOTICE IS HEREBY GIVEN that the 25<sup>th</sup> Annual General Meeting of the members of Orchid Pharma Limited will be held at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai -600 017, Tamil Nadu, India on Wednesday, December 12, 2018 at 11.00 A.M to transact the following businesses:-

#### ORDINARY BUSINESS:

##### 1. To receive, consider and adopt:

- a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board and the Auditors thereon; and
- b) The Audited consolidated financial statements of the company for the financial year ended March 31, 2018 and the report of Auditors thereon; and

in this regard pass the following resolutions as Ordinary Resolutions:

- I. "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board and the Auditors thereon laid before this meeting be and are hereby considered and adopted."
- II. "RESOLVED THAT the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon laid before this meeting be and are hereby considered and adopted."

2. To consider & pass with or without modifications the following as Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Board and pursuant to the resolution passed by the members at the Annual General Meeting held in 2017, the Board of Directors be and are hereby authorised to fix the remuneration payable to CNGSN & Associates, LLP, Chartered Accountants (FRN.: 004915S) for the remaining tenure of their appointment as may be determined by the Board in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors."

#### SPECIAL BUSINESS

##### 3. Remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri J Karthikeyan, Cost Accountants, [Membership No. 29934, Firm Registration Number M – 102695] appointed as the Cost

Auditors by the RP/Board, to conduct the audit of the cost records for the year ended March 31, 2019, be paid a remuneration of Rs. 2,00,000/- p.a (Rupees Two Lakhs) excluding applicable taxes and out of pocket expenses, if any.

RESOLVED FURTHER THAT the RP /Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the  
Resolution Professional /Board**

**L Chandrasekar**  
Executive VP – Finance &  
Secretary

Place : Chennai

Date : November 09, 2018

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing a proxy, duly completed and signed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A blank proxy form is attached.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
7. The Register of Members and the Share Transfer Books will remain closed from Thursday, December 06, 2018 to Wednesday, December 12, 2018 both days inclusive for the purpose of Annual General Meeting for the financial year 2017-2018.
8. Members are requested to bring their copies of the Annual Report to the Meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the Meeting hall.
  - a) Members who hold shares in electronic form are requested to notify any change in their particulars like changes in address, bank particulars, e-mail ID, Contact Number etc., to their respective Depository Participants immediately.
  - b) Members who hold shares in physical form are requested to notify any change in their particulars like changes in address, bank particulars etc., to the Registrars viz., M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India.

On 8<sup>th</sup> June 2018, SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 had

amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 which states that, “except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.” As such, SEBI had mandated transfer of shares in dematerialised form alone. This comes into effect from December 05, 2018 and hence you are requested to take note of it and take necessary steps to dematerialise your shares that are held in physical form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors.

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and

for ease in portfolio management. Members can contact either the Company or M/s Integrated Registry Management Services Private Limited, for assistance in this regard.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. We request you to update your email address with your Depository Participant or RTA to enable us to send Annual Report, Notices and all other communication via email.
11. Members are requested to check whether they have encashed Dividend Warrants for the earlier years. If the Dividend Warrant have become time-barred/lost, please apply for revalidation/fresh dividend warrant before the last dates indicated below:

<b>Dividend for the year</b>	<b>% of Dividend</b>	<b>Date of declaration of Dividend</b>	<b>Date on which unpaid amount to be transferred to IEPF</b>	<b>Shareholders should apply latest by</b>
2011-2012	30%	September 20, 2012	October 27, 2019	September 26, 2019

The dividend amounts, which remain unclaimed for the year 2011-2012, can be claimed from the Company before the due date mentioned here in above. Pursuant to Section 124 of the Companies Act, 2013, the amounts, which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. As per Section 124 (6) of the Companies Act, 2013 (“Act”), all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholder are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the Act.

13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing a facility to its members to exercise their

votes electronically through the remote e-voting facility arranged by National Securities Depository Limited for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions.

The facility for voting through poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through voting by poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 25th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post /Speed Post /Courier /e-mail.

14. The Companies Act, 2013 has recognized serving of documents to Members through Electronic mode. In terms of circular no. NSDL/CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-mail addresses made available by the Depository accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013, read with Section 20 of the Act and the rules related to transmission of documents through electronic mode. In line with the requirements of the said circular, for those Members whose Depository Participant (DP) accounts do not contain the details of their e-mail address, printed copies of the Annual Reports and Notice would be despatched.
15. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of this AGM.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are,

therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / IRMSPL.

17. A route map indicating the venue of the AGM and its nearest landmark is annexed to the notice for convenience of members.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying notice dated November 16, 2018.

#### **Item No.3 – Remuneration of the Cost Auditor**

The Resolution Professional /Board has approved the appointment of M/s. Shri J Karthikeyan, Cost Accountants, [Membership No. 29934, Firm Registration Number M – 102695], Cost Accountants, as the cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-2019, at a fee of 2 lakhs for cost audit services.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.3 of the Notice for the payment of remuneration to the Cost Auditors for conducting the audit of the Cost records of the Company for the financial year ending March 31, 2019.

The RP /Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members

None of the Directors /Key Managerial Personnel



of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**By Order of the Resolution  
Professional /Board**

L Chandrasekar  
Executive VP – Finance & Secretary

Place : Chennai

Date : November 09, 2018

CALENDAR - AGM		
S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, December 5, 2018
2.	Book Closure Dates	From Thursday, December 06, 2018 to Wednesday, December 12, 2018 (both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M on Saturday, December 8, 2018 till 5.00 P.M. on Tuesday, December 11, 2018
4.	Date & Time of AGM	Wednesday, December 12, 2018 at 11.00 A.M.

**Instructions for e-voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 25th Annual General Meeting to be held on Wednesday, December 12, 2018 at Sri Thyaga Brahma Gana Sabha (Vani Mahal) 103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai - 600 017, Tamil Nadu, India. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Wednesday, December 12, 2018.

**Steps for Remote e-voting**

1. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
2. Click on Shareholder Login
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
7. Select "EVEN" of Orchid Pharma Ltd.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/



Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csdhanapal@gmail.com](mailto:csdhanapal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

#### **General Instructions:**

1. The facility for voting through ballot/poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences at 09.00 A.M. on Saturday, December 8, 2018 and ends at 05.00 P.M on Tuesday, December 11, 2018. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of December 05, 2018 may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical

form or in dematerialised form, as on the December 05, 2018 cut-off date (and who have not cast their vote electronically during currency of remote e-voting) may only cast their vote at the Annual General Meeting.

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut Off date i.e. December 05, 2018 may obtain the login ID and password by sending a request in writing at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
7. Shri CS N.Ramanathan of M/s Dhanapal Associates, Practising Company Secretaries (Membership No.FCS 6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

9. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 5, 2018. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orchidpharma.com](http://www.orchidpharma.com) and on the website of the NSDL within two days of the passing of the resolutions at the 25th Annual General Meeting of the Company and communicated to National Stock Exchange of India Limited and BSE Limited.
11. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 25<sup>th</sup> Annual General Meeting of the Company.

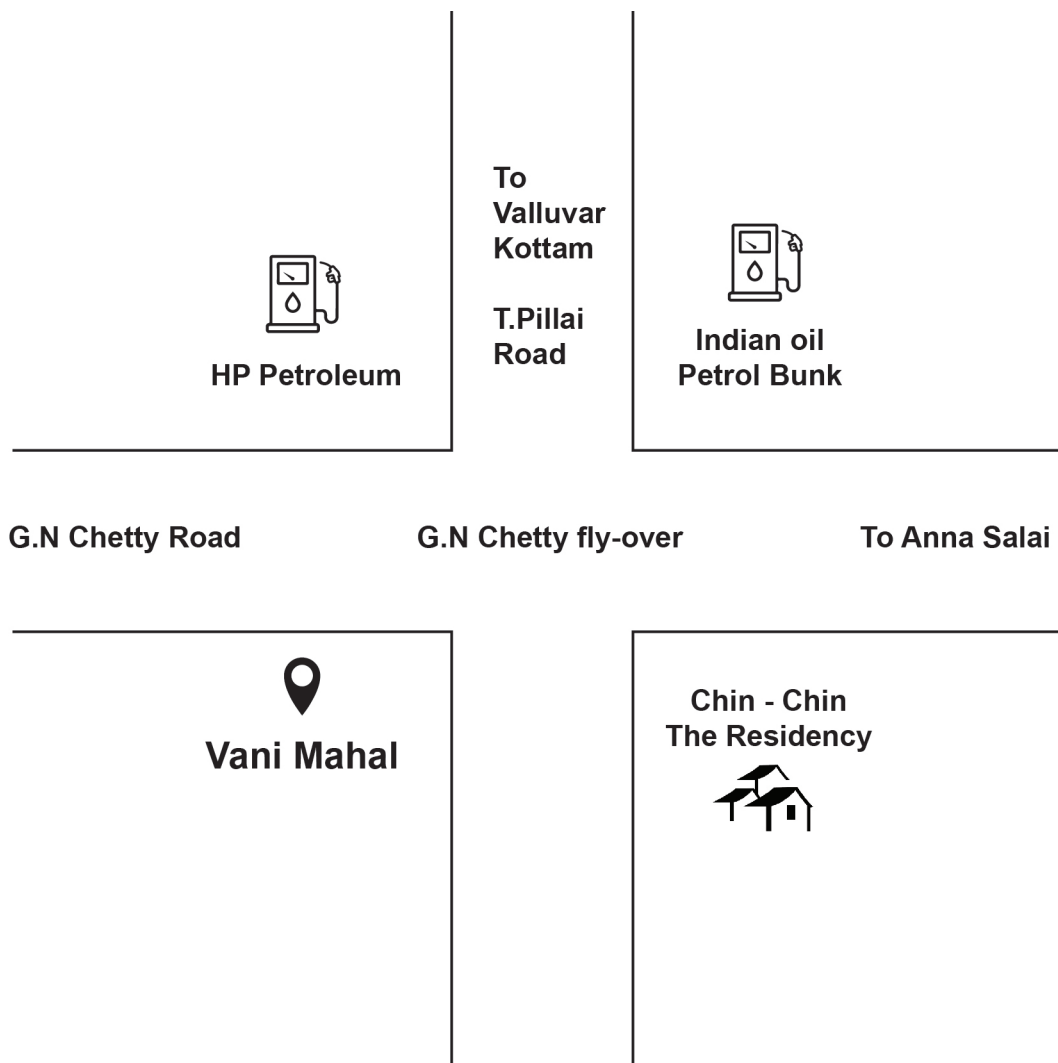
Place : Chennai

Date : November 09, 2018

**By Order of the Resolution Professional / Board**

**L Chandrasekar**  
Executive VP - Finance & Secretary

## VENUE ROUTE MAP :



## AGM VENUE

**SRI THYAGA BRAHMA GANA SABHA (VANI MAHAL)**  
**NO.103, G.N.CHETTY ROAD,**  
**T.NAGAR, CHENNAI-600 017**  
**TAMIL NADU - INDIA**