



Orchid Pharma Ltd.
(Formerly Orchid Chemicals & Pharmaceuticals Ltd.)

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CIN: L24222TN1992PLC022994

NOTICE OF THE 24th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of the members of Orchid Pharma Limited will be held at The Music Academy, Old No. 306, New No. 168, TTK Road, Royapettah, Chennai - 600014, Tamil Nadu, India on Wednesday, September 13, 2017 at 10:30 A.M to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the a) Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon and b) audited consolidated financial statements of the company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard pass the following resolutions as ordinary resolutions :
 - a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon laid before this meeting be and are hereby considered and adopted."
 - b) "RESOLVED THAT the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon laid before this meeting be and are hereby considered and adopted."
2. To appoint statutory auditors and fix their remuneration
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (Including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit Committee, M/s. CNGSN & Associates LLP, Chartered Accountants (Firm Registration No. 0049155), be and are hereby appointed as the statutory auditors of the Company, for a period of five years to hold office from the conclusion of this 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM, subject to approval (first year) & ratification (thereafter) by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company in place of retiring auditors M/s. SNB Associates, Chartered Accountants (Firm Registration No. 015682N /Partner Regn.No.222579) whose term ends at the conclusion of this AGM."
3. To appoint a Director in place of Smt. Soundara Kumar (DIN: 01974515), Nominee Director - SBI who retires by rotation and being eligible offers herself for re-appointment as a Director.

SPECIAL BUSINESS

4. Re-appointment of Mr. K Raghavendra Rao (DIN: 00010096) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the consent of the members of the Company be and is hereby accorded to the re-appointment of Shri. K Raghavendra Rao, as the Managing Director of the Company to hold office for a period of 3 (Three) years with effect from July 01, 2017 till June 30, 2020 on payment of remuneration for a period of three years with effect from July 01, 2017 as per the terms and conditions stated below, with liberty to the Board to vary, alter and modify the terms and conditions of appointment including salary, perquisites, allowances and other benefits at any time during the tenure of his office as may be agreed to between the Board and Shri K. Raghavendra Rao.

Terms and Conditions of Appointment

1. **Period of Appointment:-** Appointment shall be for a period of 3 (Three) years beginning from July 01, 2017 till June 30, 2020 subject to retirement by rotation.
2. **Details of Remuneration:-**
 - A. **Salary:-**
Rs. 5.00 Lakhs (Rupees Five Lakhs only) per month from July 01, 2017. During the tenure of appointment, the Board has the option to revise the Salary of Shri K Raghavendra Rao within the threshold limit of Rs. 10.00 lakhs (Rupees Ten Lakhs) per month.
 - B. **Perquisites and Allowances:-**
In addition to the Salary, Shri K Raghavendra Rao shall be entitled to the following perquisites and allowances, subject to an overall limit of 50% of the Salary as per "A" above:

- i. Furnished accommodation or House Rent Allowance (HRA) in lieu thereof and house maintenance allowance (Gas, Electricity, Water, Repairs, Security, etc.) thereof.
- ii. One Company maintained Car.
- iii. Reimbursement of Medical Expenses/Medical Insurance Premium incurred for self and his Family.
- iv. Leave Travel Concession - For self and his family once in a year incurred in accordance with the Rules of the Company.
- v. Personal Accident Insurance premium.
- vi. Ex-gratia, Bonus & Incentive - In accordance with the Rules and discretion of the Trustees of the Fund/Board of Directors.
- vii. Any other perquisite or allowance as may be agreed to by the Board of Directors and the Managing Director.

The Salary, Perquisites & Allowances all put together as mentioned in A and B above would be subject to the overall limits prescribed under the provisions of Companies Act, 2013.

C. Other Benefits:-

Apart from "A" & "B" above, Shri K Raghavendra Rao, Managing Director is entitled for the following benefits as per the rules and regulations of the company, which would not be considered for computing the overall limits under the provisions of Companies Act, 2013.

- i. Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund or any other Fund as per the Rules and Regulations of the Company.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of leave as per the Rules of the Company.

Note:-

- I. For the purpose of calculating the overall limits under the provisions of Companies Act, 2013, perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual cost.
- II. For the purposes of perquisites, "family" means spouse, dependent children and dependent parents of Shri K Raghavendra Rao.

3. Other Terms: -

Subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Shri K Raghavendra Rao shall have the responsibility for the overall management of the affairs of the Company and shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board, in the best interests of the Company.

The remuneration i.e., Salary, Perquisites and Allowances of Shri K Raghavendra Rao has been fixed in accordance with Part II, Section II, Part A of the Schedule V of the Companies Act, 2013 (Remuneration payable by companies having no profit or inadequate profit without Central Government approval) based on the effective capital which shall not exceed a maximum limit of Rs.135 Lakhs (Rupees One Hundred and Thirty Five Lakhs Only) Per Annum.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will continue to pay Shri K Raghavendra Rao remuneration by way of salary, perquisites, allowances and other benefits as minimum remuneration as specified above, subject to the provisions of the Companies Act, 2013 and the approval of Central Government as may be required under the applicable laws."

By Order of the Board
For Orchid Pharma Limited

Place : Chennai

L Chandrasekar

Date : May 26, 2017

Executive VP- Finance & Secretary

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. 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.
3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting. A blank proxy form is attached.
4. 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.
5. In terms of the relevant provisions of the Companies Act, 2013 it is proposed to appoint M/s. CNGSN & Associates, LLP, Chartered Accountants as Statutory Auditors as per details contained in the Resolution relating to item no. 2 of the Notice, in place of M/s. SNB Associates, Chartered Accountants. The change in the Statutory Auditors is proposed in accordance with the regulatory changes prescribed under the Companies Act, 2013 and the rules thereon.

6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send 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, September 07, 2017 to Wednesday, September 13, 2017 both days inclusive for the purpose of Annual General Meeting for the financial year 2016-17.
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.
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. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards notified by Ministry of Corporate Affairs, of the directors seeking re-appointment, is provided in the annexure attached to this notice.
11. We request you to update your e-mail address with your Depository Participant or RTA to enable us to send Annual Report, Notices and all other communication via e-mail.
12. 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:

Dividend for the year	% of Dividend	Date of declaration of Dividend	Date on which unpaid amount to be transferred to IEPF	Shareholders should apply latest by
2010-2011	30%	July 29, 2011	September 04, 2018	August 03, 2018
2011-2012	30%	September 20, 2012	October 27, 2019	September 26, 2019

The dividend amounts, which remain unclaimed for the year 2009-10 and the subsequent years, can be claimed from the Company before the due date mentioned here in above. Pursuant to Section 124 of the Companies Act, 2013 (the Act) and Section 205C of the Companies Act, 1956 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. Apart from the transfer of unpaid dividend amount remaining unclaimed for a period of seven years, pursuant to the notification issued by the Ministry of Corporate Affairs on February 28, 2017 amending the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares belonging to those shareholders who have not encashed any dividend warrants during the last seven or more years shall also be transferred to the DEMAT account of the IEPF authority within a period of thirty days of such shares becoming due to be transferred to the Fund. The details of shareholders who have not encashed their dividend warrants are available in Company's website www.orchidpharma.com.

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 24th 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 May 26, 2017.

Item No. 4

Shri K. Raghavendra Rao is the Managing Director of the Company. At the 20th Annual General Meeting of the Company held on September 20, 2012, the members had re-appointed Shri. K Raghavendra Rao as the Chairman and Managing Director for a period of five years from July 01, 2012 to June 30, 2017. Further, at the 22nd Annual General Meeting of the Company held on September 15, 2015, the terms and conditions of appointment of Shri K Raghavendra Rao were revised with effect from April 01, 2015 wherein it was stated that he shall also be liable to retire by rotation.

Shri K Raghavendra Rao has been associated with the Company since its inception. Considering his long association with the Company and vast experience, the Board of Directors on the basis of recommendation of Nomination and Remuneration Committee, at its meeting held on May 26, 2017, re-appointed Shri K Raghavendra Rao (holding DIN: 00010096) as Managing Director of the Company with effect from July 1, 2017 for a period of three years subject to approval of shareholders in the Annual General Meeting of the Company.

Shri K Raghavendra Rao is not related to any other Director of the Company. A brief resume of Shri.K.Raghavendra Rao, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/ chairmanship of Board Committees and relationships between directors inter-se, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are appended to this Notice.

The Company has incurred a net loss for the year ended March 31, 2017 on account of internal and external factors such as demand recession, general economic slowdown, high debt, etc., The Company is taking all possible steps, towards revival of its operations. Consequently, out of abundant caution and in view of the relevant extant provisions of law relating to Managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits,

the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II subject to the conditions prescribed therein.

As per the provisions of Companies Act, 2013 read with schedule V of the Companies Act, 2013, re-appointment of Shri K Raghavendra Rao requires approval of the shareholders in the general meeting.

Hence, the Board commends the resolution as an ordinary resolution as set out in Item No. 4 of the Notice for your approval.

Except Shri K Raghavendra Rao, being an appointee, none of the Directors and Key Managerial Personnel and their relatives is interested or concerned in this resolution.

By Order of the Board
For Orchid Pharma Limited

Place : Chennai **L Chandrasekar**
Date : May 26, 2017 Executive VP– Finance & Secretary

THE SPECIFIED INFORMATION WHILE SEEKING APPROVAL/ CONSENT OF THE SHAREHOLDERS AS REQUIRED UNDER SCHEDULE V IS LISTED OUT HEREIN BELOW

DISCLOSURE AS PER SUB CLAUSE (IV) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART – II OF SCHEDULE V OF THE ACT

I. General information

- (1) Nature of industry:
The company operates in Pharmaceutical Industry. The company is engaged in the development, manufacture, distribution and marketing of cephalosporin and non-cephalosporin bulk actives and formulations.
- (2) Date or expected date of commencement of commercial production:
The company commenced its operations in the year 1994.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions in the prospectus: Not Applicable
- (4) Financial performance based on given indicators

Rs.in Crores

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Total income	774.84	903.94
Gross Profit	111.56	198.66
Profit/(Loss) before tax	(531.67)	(291.52)
Profit/(Loss) after tax	(483.63)	(274.27)

- (5) Foreign Investments or collaborators, if any:
The Company has neither made any foreign investments nor entered into any collaborations during the financial year 2016-17.

II. Information about the appointee

(1) Background details:

Shri.K.Raghavendra Rao has a Bachelors Degree in Commerce from the University of Andhra Pradesh and a Post-Graduate Diploma in Management from IIM-Ahmedabad. He is also a member of The Institute of Cost & Works Accountants of India and The Institute of Company Secretaries of India. He is the Managing Director of Orchid. Prior to establishing Orchid in 1992, he was associated with leading organizations in India in various capacities. He was singularly responsible for developing a multi-business conglomerate in the Gulf, which included the Region's first ever bulk drugs plant.

Shri.K.Raghavendra Rao started his career as the Financial Controller of Pure Ice Creams in Bombay. Later, he moved to Ashok Leyland, Chennai, where, as Assistant Manager-Corporate Finance he introduced and implemented innovative concepts. Moving on he joined Standard Medical and Pharmaceuticals Limited, Hyderabad as Vice President and set up modern bulk drug and formulation plants, apart from contributing to substantial expansion of the Medinova diagnostic division.

During November 1988, he moved to Al Buraimi Group based in the Sultanate of Oman as its Director and Vice President where he gained an unparalleled international exposure. He also diversified the group's activities, which includes bulk drugs, garments, steel, hotels and cars. He returned to India in 1992 to promote Orchid Pharma Ltd (Formerly Orchid Chemicals & Pharmaceuticals Limited)

(2) Past remuneration:

The total remuneration of Shri K Raghavendra Rao for the financial year ended March 31, 2017 was Rs.77.46 Lakhs & for the financial year ended March 31, 2016 was Rs.68.20 Lakhs comprising of salary, perquisites and other benefits.

(3) Recognition or awards

Shri.K.Raghavendra Rao has earned several accolades for himself and Orchid. These, among others include India Young Business Achiever Award in 1997, Ernst & Young Entrepreneur of the Year - Manufacturing 1999 Award, The Outstanding Alumni 2000 Award of his Alma Mater VSR & NVR College, Tenali, Outstanding Entrepreneur Achievements, Katragadda Charities 2000, Madras Management Association Award in Managerial Excellence - Manufacturing 2002 and 'Padma Shri' Award by the Government of India for his contribution to the Pharmaceutical Industry.

(4) Job profile and his suitability

Shri.K.Raghavendra Rao is the Managing Director of Orchid. As a Managing Director he is required to devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to

him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such companies or any other executive body or any Committee of such a company.

With his vast expertise and knowledge, he is considered the most suitable for the position.

(5) Remuneration proposed

The remuneration proposed is given in Resolution No.4 of the Notice.

(6) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person

Taking into consideration the size of the Company, the level of operations and the financial performance parameters, the profile of the appointee and the responsibilities shouldered by him, the remuneration proposed is only a bare minimum remuneration and is well within the limits prescribed under the Companies Act, 2013.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with Managerial Personnel, if any.

Shri K Raghavendra Rao does not have any other pecuniary relationship with the Company or Managerial Personnel except for receipt of remuneration for the services rendered in the capacity of Managing Director. As of March 31, 2017 he holds 1.20 % of the equity shares of the Company.

III. Other information

(1) Reasons of loss or inadequate profits:

The Company's operations were affected initially from FY 2011-12 on account of closure of a critical plant followed by redemption of FCCB in February 2012. Though the Company could manage continuation of operations through corrective actions taken, the performance of the Company was further affected by external constraints leading to lower top line resulting in losses. While the torrential rains/flood had affected the performance for more than 4 months during the FY 2015-16, regulatory issues of the customer/supplier has affected the performance of the Company for about 4 months during the FY 2016-17.

(2) Steps taken or proposed to be taken for improvement:

The Company has implemented Corporate Debt Restructuring Scheme in July 2014 and sold Penam and Penicillin business together with manufacturing/R&D facilities to ensure continuity of operations with the support of lenders. Currently, the promoters of the Company are in the process of identifying potential investments for the Company to facilitate availability of long term funds in the Company to continue and expand the operations

smoothly. Despite the constraints, the Company was able to pass through successfully in all major regulatory audits exhibiting its core quality strengths.

- (3) Expected increase in productivity and profits in measurable terms:

With the inherent quality strength developed, the Company still remains as an established and noted player in global cephalosporin market. Based on its success rate in terms of regulatory filings in the US and EU markets, the Company is having a pipeline of several niche and profitable products for launch in the ensuing years in US and EU markets. With its existing product portfolio coupled with expected new product launches, the Company has bright prospects to achieve significant growth with attractive returns. The key focus areas for the Company would be increasing productivity level, improving operational efficiencies and profit maximization. These initiatives are expected to improve the productivity and profitability. In view of the dynamics of the industry/market and the limited availability of funds, the Company, at this moment, is not in a position to state exactly the expected increase in measurable terms.

- (4) Disclosures

The information and disclosures of the remuneration package of the Managerial Personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading "Details of Remuneration paid to Directors for the year 2016-2017."

ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING

Profile of Smt Soundara Kumar

(PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013)



Smt Soundara Kumar

Smt Soundara Kumar (Director Identification Number – 01974515) born on August 15, 1954, aged 63 years is a Graduate in Mathematics and CAIIB. She has rich and diversified experience of more than 41 years in the areas of Wholesale, Retail, Rural Credit banking, Debt Restructuring /Rehabilitation. She started her career with State Bank of India Group and was a member of RBI Working Group. She has held various positions in State Bank of India and retired as the Deputy Managing Director, State Bank of India in Stressed Assets Management Group. She will be a non-

executive, non-independent director on the Board of Orchid. Smt. Soundara Kumar was first appointed on the Board of Orchid on March 30, 2015 as Nominee director – SBI, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment. Smt. Soundara Kumar has attended 6 (Six) Board meetings of the Company during the Financial Year 2016-17.

Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person:

Smt. Soundara Kumar is the Nominee Director, –State Bank of India, Monitoring institution of CDR package. The terms and conditions of appointment of Smt. Soundara kumar are subject to the discretion of the monitoring institution, State Bank of India. Smt. Soundara Kumar is entitled only to the sitting fee for attending the Board and committee meetings which is fixed at Rs.20,000 (Rupees Twenty Thousand Only) per Board/ Committee meeting. Smt. Soundara Kumar did not receive any remuneration during the Financial Year 2016-17 but was in the receipt of sitting fee the details of which are disclosed in the Corporate Governance report forming part of Boards’ Report.

She is a Director on the following Companies:

S No.	Names of the companies / bodies corporate /firms/ association of individuals	Nature of interest or concern
1	Shanthi Gears Ltd	Director
2	Ramco Systems Ltd	Director
3	Sundaram BNP Paribas Fund Services Ltd	Director
4	Centrum Direct Ltd	Director
5	Coastal Energen Private Ltd	Nominee Director
6	Rajapalayam Mills Ltd	Director
7	Sundaram Trustee Company Ltd	Director

Smt Soundara Kumar is a member in the Committees of the following companies:

Audit Committee

- Shanti Gears Ltd
- Sundaram BNP Paribas Fund Services Ltd

Nomination and Remuneration Committee

- Sundaram BNP Paribas Fund Services Ltd

Corporate Social responsibility Committee

- Orchid Pharma Limited

Smt. Soundara Kumar is not related to any of the Directors/Key Managerial Personnel of the Company. Smt Soundara Kumar does not hold any equity shares in the Company.

ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING



Profile of Shri K Raghavendra Rao

(PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA PURSUANT TO SECTION 118 OF THE COMPANIES ACT,2013)

Shri K Raghavendra Rao

Shri K Raghavendra Rao (Director Identification Number - 00010096), born on July 22, 1958, aged 58 years, is the Managing Director of the Company. Shri K Raghavendra Rao holds a Bachelors Degree in Commerce from the University of Andhra Pradesh, a Post - Graduate Diploma in Management from IIM - Ahmedabad. He is also a member of the Institute of Cost & Works Accountants of India and The Institute of Company Secretaries of India. He was first appointed on the Board of Orchid on July 01, 1992.

During the Financial Year 2016-17, Shri. K Raghavendra Rao has attended 6 (Six) Board meetings of the Company.

Shri K Raghavendra Rao is a member in the Allotment Committee and Stakeholder Relationship Committee of the Board of Orchid.

Shri K Raghavendra Rao is a Director on the following Companies:

S No.	Name of Companies/ Bodies Corporate/Firms/ Association of Individuals	Nature of interest or concern
1	Orchid Healthcare Pvt Ltd, India	Director
2	Orchid Europe Ltd, UK	
3	Bexel Pharmaceuticals Inc, USA	
4	Orchid Pharmaceuticals Inc, USA	
5	Orchid Pharmaceuticals Sa (Proprietary) Limited, South Africa	
6	Diakron Pharmaceuticals Inc, USA	
7	Emart Solutions India Private Limited	

As on March 31, 2017, Shri K Raghavendra Rao holds 10,66,173 equity shares in Orchid.

AGM CALENDAR

S.No.	PARTICULARS	DATE
1	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, September 06, 2017
2	Book Closure Dates	From Thursday, September 07, 2017 to Wednesday, September 13, 2017 (both days inclusive)
3	Remote E-Voting Period	From 9.00 A.M on Saturday, September 09, 2017 till 5.00 P.M. on Tuesday, September 12, 2017
4	Date & Time of AGM	Wednesday , September 13, 2017 at 10.30 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 24th Annual General Meeting to be held on Wednesday, September 13, 2017 at The Music Academy ,Old No.306, New No.168, TTK Road, Royapettah, Chennai - 600014, Tamil Nadu, India at 10.30 A.M. 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, September 13, 2017.

Steps for Remote e-voting

1. Open the internet browser and type the following URL 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 with a copy marked to 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.
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, September 09, 2017 and ends at 05.00 P.M. on Tuesday, September 12, 2017. 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 September 06, 2017 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 September 06, 2017 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. September 06, 2017 may obtain the login ID and password by sending a request in writing at 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.nsd.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 S Dhanapal 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 September 06, 2017. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.orchidpharma.com and on the website of the NSDL within two days of the passing of the resolutions at the 24th Annual General Meeting of the Company and communicated to National Stock Exchange of India Limited and BSE Limited.

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 24th Annual General Meeting of the Company.

By Order of the Board
For Orchid Pharma Limited

Place : Chennai
Date : May 26, 2017

L Chandrasekar
Executive VP- Finance & Secretary

ROUTE MAP TO AGM VENUE

**AGM VENUE:
THE MUSIC ACADEMY
OLD NO. 306, NEW NO. 168
TTK ROAD, ROYAPETTAH,
CHENNAI – 600014,
TAMIL NADU, INDIA.**

