

May 28, 2025

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

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal
Street, Fort, Mumbai-400001

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

Sub: Annual Secretarial Compliance Report under Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Dear Sir/Madam,

Pursuant to Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed herewith copy of Annual Secretarial Compliance Report of Orchid Pharma Limited for the Financial Year ended on March 31, 2025, issued by M/s. S Dhanapal & Associates LLP, Secretarial Auditors of the Company.

You are requested to take the above information on record.

Thanking You,

For **Orchid Pharma Limited**


Kapil Dayya
Company Secretary & Compliance Officer



Encl: as above

S Dhanapal & Associates LLP **Practising Company Secretaries**

LLPIN ACB - 0368
(Regd. with Limited Liability Under the LLP Act, 2008)

Designated Partners :

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

SECRETARIAL COMPLIANCE REPORT

OF

ORCHID PHARMA LIMITED

FOR THE FINANCIAL YEAR ENDED 31.03.2025

We, S DHANAPAL & ASSOCIATES LLP, Practicing Company Secretaries, Chennai, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by ORCHID PHARMA LIMITED(hereinafter referred as 'the listed entity'), having its Registered Office at Plot No. 121-128, 128A-133, 138-151, 159-164, SIDCO Industrial Estate, Alathur, Alathur Industrial Estate, Chengalpattu, Kanchipuram, Tamil Nadu, India, 603110.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that, the listed entity has, during the review period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined;

- (a) all the documents and records made available to us and explanation provided by ORCHID PHARMA LIMITED("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges and as provided to us / available for public viewing on website of the exchanges;
- (c) websiteofthelistedentity namelywww.orchidpharma.com;
- (d) other document/ filings, such as email communications as relevant, which have been relied upon to make this certification,

for year ended on March 31, 2025 (**"Review Period"**) in respect of compliance with the applicable provisions of:



S Dhanapal & Associates LLP

Practising Company Secretaries

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, as and to the extent applicable have been examined, include:-

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, whereby report that, during the Review Period:

- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Advisory/Clarification / Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Intimation of Resignation of CS as per Reg 30 of SEBI (LODR) Regulations, 2015	Regulation 30 read with sub-para 7 of Part A of Schedule III of SEBI LODR and SEBI Circular no	Delayed Intimation of Resignation of Company Secretary	NSE and BSE	Warning Letter	Delayed intimation for resignation of Company Secretary beyond the timeline prescribed under SEBI (LODR)	Nil	NA	Delay was caused inadvertently due to the interpretation on difference of Clause 7 & 7C of Part A of	NA



S Dhanapal & Associates LLP

Practising Company Secretaries

		SEBI/HO/C FD/CFD- PoD- 1/P/CIR/2 023/123 dated July 13, 2023				Regulations, 2015			Schedule III of the Securities & Exchange Board of India (Listing Obligations and Disclosures Requireme nts) Regulations , 2015, as amended read with the SEBI Circular no. SEBI/HO/C FD/CFD- PoD- 1/P/CIR/20 23/123 dated July 13, 2023.	
2.	Shareholder's Approval for continuation of Non-executive Director who has attained the age of 75 years	Reg 17(1A) of SEBI (LODR) Regulations 2015	Delay in getting approval from shareholders for continuation of Non-Executive Director who has attained the age of 75 years	NSE & BSE	Fine	Violation of Reg 17(1A) of SEBI (LODR) Regulations, 2015 as there was delay in getting shareholder's approval for continuation of Non-executive director who has attained the age of 75 years.	Amount of Rs.44,000 imposed as Fine by NSE and BSE, respectively	NA		The company has paid the fine imposed by NSE and BSE
3.	Intimation by Company for Schedule of Investors/Analysts' Meet/Call	Reg 30 of SEBI (LODR) Regulations read with SEBI Circular no. SEBI/HO/C FD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	Delayed intimations, being less than two working days (excluding the date of intimation and due date of the meet), by Company for Schedule of Investors/Analysts' Meet/Call	NSE & BSE	Cautionary Letter	Delayed intimations, being less than two working days (excluding the date of intimation and due date of the meet), by Company for Schedule of Investors/Analysts' Meet/Call scheduled on June 05 & 06, 2024 and June 18 & 19, 2024 via announcements dated June 04, 2024 and June 14,	Nil	NA		NA



S Dhanapal & Associates LLP

Practising Company Secretaries

						2024 respectively.				
4.	Limited review of audit of all entities / companies whose accounts are consolidated with the listed entity	Reg. 33(8) of SEBI (LODR) Regulations, 2015	Limited review by statutory auditor of audit of companies whose accounts are consolidated with the listed company has not been carried out	-	-	Limited review by statutory auditor of Financial information of companies whose accounts are consolidated with the listed company has not been carried out	-	As per the report of the Statutory Auditors on the consolidate financial statements, the auditors have not reviewed the financial results of the subsidiary and associates companies	The subsidiaries of the Company are located in USA Audit is not compulsory for companies in USA, if they are not publicly traded Further transactions in majority subsidiaries are Nil/or very less and the accounts of subsidiary consolidated is audited.	As stated herein

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					Advisory/Clarification / Fine/ Show Cause Notice/ Warning, etc.					
1.	Maintenance of Minimum Public Shareholding	Reg. 38 of SEBI (LODR) Regulations, 2015 &	Non maintenance of Minimum Public Shareholding as prescribed	NSE & BSE	Clarification sought and fine of Rs. 5000/- + GST levied by each of	Non compliance with provisions relating to maintenance	Rs. 5900/- levied by each of BSE and NSE	The fees have been paid and clarification provided by the	The Company is in compliance of the requirement	As stated herein



S Dhanapal & Associates LLP

Practising Company Secretaries

		Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	under Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957		BSE and NSE	e of minimum public shareholdin g		company by 31.05.2023. Further, on 27.06.2023 Company has made qualified institutions placement of equity shares, thereafter the requiremen t of Minimum Public Shareholdin g is complied with	ent since 27th June, 2023	
2.	Limited review of audit of all entities / companies whose accounts are consolidate with the listed entity	Reg. 33(8) of SEBI (LODR) Regulations, 2015	Limited review by statutory auditor of audit of companies whose accounts are consolidate with the listed company has not been carried out	-	-	Limited review by statutory auditor of Financial information of companies whose accounts are consolidate with the listed company has not been carried out	-	As per the report of the Statutory Auditors on the consolidate financial statements, the auditors have not reviewed the financial results of the subsidiary and associates companies	The subsidiari es of the Company are located in USA Audit is not compulso ry for companie s in USA, if they are not publicly traded. Further transactio ns in majorit y subsidiari es are Nil/or very less and the accounts of subsidia ry consolda ted is audited.	As stated herein



S Dhanapal & Associates LLP

Practising Company Secretaries

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements is as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India(ICSI)	Yes	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes Yes	Nil Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	Nil Nil Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	NA	The listed entity does not have any material subsidiaries



S Dhanapal & Associates LLP

Practising Company Secretaries

	(b) Disclosure requirement of material as well as other subsidiaries	NA	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes Yes	NIL NIL
9.	Disclosure of events or information: The listed entity has provided all there quired disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Action has been taken against the listed entity during the review period as mentioned in table a) above in this report.



S Dhanapal & Associates LLP

Practising Company Secretaries

12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA during the review period	Nil
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	NIL


We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)
(Firm Regn. No. L2023TN014200)
(Peer Review Certificate No.1107/2021)




RAMANATHAN NACHIAPPAN
DESIGNATED PARTNER
FCS 6665
COP 11084
UDIN: F006665G000426898

Date: 24.05.2025
Place: Chennai

