

**August 09, 2023**

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

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

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

**Sub: Proceedings of the 30<sup>th</sup> Annual General Meeting (“AGM”) of Orchid Pharma Limited**

Dear Sir/Madam,

This is in continuation of our earlier intimation dated July 13, 2023,

In view of the above, we would like to inform you pursuant to the terms of the General Circular bearing Nos. 14/2020 dated 8 April, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as “**MCA Circulars**”) and any updates thereto issued by the Ministry of Corporate Affairs (“**MCA**”) read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**the Circulars**”), further in compliance with the other applicable provisions of the Companies Act, 2013 (“**the Act**”), and the **30<sup>th</sup> Annual General Meeting (“AGM”)** of the Orchid Pharma Limited (“**Company**”) was duly held through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) on Wednesday, August 09, 2023 at 11.30 a.m. (IST) to transact the businesses mentioned in the Notice of the AGM dated July 12, 2023.

Further, pursuant to Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, we hereby enclose the proceedings of the AGM.

Furthermore, pursuant to Regulation 44 of SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, voting results of the business transacted at the AGM along with report of the scrutinizer shall be submitted in due course of time.

Kindly take the above on your records.

Thanking you,  
For **Orchid Pharma Limited**

**Marina Peter**  
**Company Secretary and Compliance Officer**  
*Encl. as above*

**Summary on Proceedings of the 30<sup>th</sup> Annual General Meetings of Orchid Pharma Limited held today i.e. Wednesday, August 09, 2023 at 11.30 a.m. IST through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”)**

<b>PRESENT THROUGH VIDEO CONFERENCING</b>		<b>Location</b>
Shri. Manish Dhanuka	Managing Director	Chennai
Shri. Mridul Dhanuka	Whole Time Director	Chennai
Shri. Manoj Kumar Goyal	Independent Director and Chairman of the Audit Committee	Noida
Dr. Dharam Vir	Independent Director, Chairman of the Stake Holder Relationship Committee and Member of the Nomination and Remuneration Committee	Faridabad
Smt. Tanu Singla	Independent Director	Gurugram

**IN ATTENDANCE**

Shri. Sunil Kumar Gupta	Chief Financial Officer	Gurugram
Ms. Marina Peter	Company Secretary	Gurugram

**INVITEES**

Ms. Rachna Mootha	Authorized Representative of M/s. Singhi & Co, - Statutory Auditor	Chennai
Ms. Smita Chirimar	Authorized Representative of M/s S Dhanapal & Associates LLP - Secretarial Auditor	Chennai
Mr. Prabhakar Kumar	Partner, Practising Company Secretary, M/s. VAPN & Associates - Scrutinizer	New Delhi

The 30<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Orchid Pharma Limited (“Members”) was held on Wednesday, August 09, 2023 at 11.30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) and the circulars issued by the Securities and Exchange Board of India (“SEBI”) and as per applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Secretarial Standard on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India (“ICSI”), the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the AGM.

Ms. Marina Peter, Company Secretary welcomed the Members to the AGM and informed that the AGM of Orchid Pharma Limited was being held through Video Conference (“VC”)/ Other Audio Visual means (“OAVM”) to conduct the businesses as set out in the Notice of the AGM. The Company Secretary further briefed certain procedural and technical information regarding the participation by the Members through VC/OAVM. The AGM commenced at 11:30 a.m. IST.

Mr. Manish Dhanuka, Managing Director, informed that Mr. Ram Gopal Agarwal, Non-Executive Director and Chairman of the Board, has sought leave of absence from the AGM. Consequently, pursuant to the Articles of Association of the Company read with Secretarial Standards -2 issued by Institute of Company Secretaries of India, Board Members present at the meeting through VC facility elected Mr. Manish Dhanuka as Chairman to preside over the AGM. Since the requisite quorum was present, the Chairman called the meeting to order and thereafter commenced the proceedings of the said meeting.

Thereafter, Mr. Manish Dhanuka took the Chair and welcomed the Members to the AGM. The Chairman further introduced other directors attending the meeting & informed the Members that Mr. Mudit Tandon, Independent Director and Chairman of the Nomination and Remuneration Committee (“Committee”) have expressed his inability to attend the meeting due to other pre-occupations. Dr. Dharam Vir, Independent Director and Members of the Nomination and Remuneration Committee was authorised to attend the meeting on behalf of the Committee.

The Chairman Informed the Members that the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and to cast their votes electronically on the items being considered at the AGM. The Members were informed that the Statutory Registers as required under the Companies Act, 2013 and the documents referred to in the Notice of the 30<sup>th</sup> AGM were available for inspection electronically by the Members.

It was further informed that Ms. Rachna Mootha, Partners, M/s. Singhi & Co., the Statutory Auditors and Ms. Smita Chirimar, Partners, M/s. S Dhanapal & Associates LLP, Secretarial Auditors of the Company were also present at the meeting. Members were further informed that Mr. Prabhakar Kumar (Membership No. 5781 & COP No. 10630) Partner, M/s. VAPN & Associates (Firm Registration No. P2015DE045500), was appointed as Scrutinizer for the purpose of scrutinizing the voting process facilitated through remote e-voting and e-voting in a fair & transparent manner and submit his report on the resolution stated in the AGM Notice dated July 12, 2023.

Members were further informed that pursuant to the applicable provisions of the Act, Rules enacted thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company has provided the remote e-voting facility to the members to cast their vote on AGM agenda item between Sunday, August 06, 2023 (09:00 a.m.) (IST) till Tuesday, August 08, 2023 (5.00 p.m.) (IST) in proportion to their shareholding as on cut-off date i.e. Wednesday, August 02, 2023. Further, it was also informed that the members, who have not cast their vote via remote e-voting can exercise their right to vote through e-voting at the AGM.

Notice of AGM dated July 12, 2023 was taken as read. The Chairman read out the businesses to be transacted at the meeting as mentioned in the AGM Notice dated July 12, 2023.

The Chairman then apprised the Members about the businesses and performance of the Company during the financial year 2022-23. The Chairman informed the members that the Auditors Report on Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 does not contain any qualification. He further informed that there are certain qualifications made by Statutory Auditors in the Consolidated Auditor’s Report. Thereafter, the qualification made by the Auditors along with the Management response thereon was read out at the meeting.

The Company Secretary then informed that the Speaker Registration was open from July 26, 2023 till August 02, 2023 and consequently invited the Member(s) who had registered as speakers to speak/ ask questions or express their views. The Chairman responded to the queries of the Members and provided clarifications. Further, the Company Secretary informed the Members to send their questions/clarifications, if any, to email id: [cs@orchidpharma.com](mailto:cs@orchidpharma.com).

The following items of businesses as set out in the Notice convening the 30<sup>th</sup> Annual General Meeting were recommended for Members’ consideration and approval:

S. No.	Resolution	Type of Resolution
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Shri Mridul Dhanuka (DIN: 00199441) Whole-Time Director of the Company, who retires by rotation and being eligible offers himself for reappointment.	Ordinary Resolution
3.	Ratification of Remuneration to the Cost Auditor for the Financial Year 2023-24	Ordinary Resolution
4.	Shifting of Registered office of the Company outside the local limits of the city but within the jurisdiction of same State and Registrar of Companies	Special Resolution
5.	Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited	Ordinary Resolution
6.	Approval of the limit of managerial remuneration payable to Shri Manish Dhanuka (DIN: 00238798), Managing Director of the Company*	Special Resolution
7.	Approval of the limit of managerial remuneration payable to Shri Mridul Dhanuka (DIN: 00199441) Whole-Time Director of the Company	Special Resolution

*\*Since Mr. Manish Dhanuka was interested in the agenda item, he stepped down as Chairman and nominated Mr. Mridul Dhanuka, Whole Time Director, to Chair the AGM to transact the said business. Post transacting the said business, Mr. Manish Dhanuka took the Chair and proceeded with the AGM.*

Thereafter, the Members were informed that the e-voting window would be kept open for 15 minutes and requested the Members who had not already cast their vote to cast the same before the said time. It was further informed that the e-voting results along with Scrutinizer Report shall be declared within 48 hours of the conclusion of the meeting and the same would be placed on the website of the Company and NSDL.

Thereafter, it was announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company and not later than 48 hours of conclusion of the AGM. The Meeting concluded at 12.07 pm IST.

**For Orchid Pharma Limited**

**Marina Peter**  
**Company Secretary & Compliance officer**