

September 20, 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**

Ref: Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Sub: Proceedings of the 32nd Annual General Meeting ("AGM") of Orchid Pharma Limited ("the Company") held on September 20, 2025

Dear Sir/Madam,

With reference to the captioned subject and in accordance with Regulation 30 read with Schedule III, Para A Part A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed herewith Summary Proceedings of 32nd Annual General Meeting of the Company held on September 20, 2025, commenced at 11:30 A.M. (IST) and concluded at 12:35 P.M. (IST).

The same is also available on the official website of the Company at <https://www.orchidpharma.com/index.html>.

Kindly take the above on your records.

Thanking you,
For **Orchid Pharma Limited**

Kapil Dayya
Company Secretary and Compliance Officer
Mem. No. F10698

Encl.: as above

Summary Proceedings of the 32nd Annual General Meeting of Orchid Pharma Limited held today i.e. Saturday, September 20, 2025 at 11:30 A.M. (IST) through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”)

PRESENT THROUGH VIDEO CONFERENCING		Location
Mr. Manish Dhanuka	Managing Director	Gurugram
Mr. Mridul Dhanuka	Whole Time Director	Gurugram
Mr. Arjun Dhanuka	Non- Executive Director	Gurugram
CA (Dr.) Manoj Kumar Goyal	Independent Director and Chairman of the Audit Committee	Noida
Dr. Dharam Vir	Independent Director and Chairman of the Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee	Faridabad
Ms. Shubha Singh	Independent Woman Director	Gurugram
Ms. Tanu Singla	Independent Woman Director	New Delhi

IN ATTENDANCE

Mr. Sunil Kumar Gupta	Chief Financial Officer
Mr. Kapil Dayya	Company Secretary & Compliance Officer

INVITEES

Ms. Rachna Mootha	Authorized Representative of M/s. Singhi & Co., Statutory Auditor
Mr. Sudesh Choraria	Authorized Representative of M/s. Singhi & Co., Statutory Auditor
Mr. N. Ramanathan	Authorized Representative of M/s. S. Dhanapal & Associates LLP, Secretarial Auditor
Mr. Muthukumaran	Partner, Practising Company Secretary, M/s. Muthukuman & Associates, Scrutinizer

The 32nd Annual General Meeting (“AGM”) of the Members of Orchid Pharma Limited (“the Company”) held on Saturday, September 20, 2025 at 11:30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) at the deemed venue; Registered Office of the Company.

Members present through VC/OAVM: 39

Mr. Kapil Dayya, Company Secretary welcomed the members and briefed certain procedural and technical information regarding the participation and voting by the Members through VC/OAVM at the meeting.

He further informed the Members that the Statutory Registers as required under the Companies Act, 2013 and the documents referred to in the Notice of the 32nd AGM were available for inspection electronically by the Members.

Mr. Manish Dhanuka, Managing Director of the Company welcomed the members and introduced the Board of Directors and attendees, who attended the meeting through Video Conferencing. He further informed the members that Mr. Ram Gopal Agarwal, Non-Executive Director cum Chairman of the Board of Directors, had sought leave of absence from this meeting.

The Managing Director also recorded the attendance of M/s. Singhi & Co., Statutory Auditors, M/s. S Dhanapal & Associates LLP, Secretarial Auditors of the Company and M/s. P Muthukumaran & Associates, Scrutinizer at the AGM.

Thereafter, given the absence of Mr. Ram Gopal Agarwal from the meeting and pursuant to Articles of Association of the Company read with Secretarial Standard- 2 issued by the Institute of Company Secretaries of India, Mr. Manish Dhanuka was appointed as the Chairman of the AGM.

The Chairman confirmed the presence of requisite quorum and called the meeting to order.

The Notice of AGM dated August 12, 2025 was taken as read and the Chairman delivered his speech highlighting Company's journey throughout the Financial Year 2024-25 with some financial insights and the macro-economic outlook.

The Company Secretary on the instructions of the Chairman informed the members that the Auditors' Report on Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 does not contain any qualification. However, there are certain qualifications made by Statutory Auditors in the Consolidated Auditor's Report, which were read out at the meeting along with the Management's response thereon, as included in the Board's Report.

The Members were also explained about the comments/remarks of the Secretarial Auditors of the Company in their Report issued for the Financial Year 2024-25 along with the Management response included in the Board's Report for the same Financial Year.

Thereafter, the Chairman read out the businesses, as set out in the Notice convening the 32nd Annual General Meeting, for Members' consideration and approval:

S. No.	Resolution	Type of Resolution
1.	Adoption of the financial statements, including the Consolidated financial statements for the financial year ending March 31, 2025, including the report of the Board of Directors and auditors thereon.	Ordinary Resolution
2.	Appointment of Mr. Arjun Dhanuka (DIN: 00454689) Non-Executive, Non- Independent Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
3.	Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2025-26.	Ordinary Resolution
4.	Approval for Appointment of Secretarial Auditor of the Company and fix their remuneration.	Ordinary Resolution

5.	Approval for Re-appointment of Dr. Dharam Vir (DIN: 08771224) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years.	Special Resolution
6.	Approval for Re-appointment of CA (Dr.) Manoj Kumar Goyal (DIN: 06361663) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years.	Special Resolution
7.	Approval for Re-appointment of Ms. Tanu Singla (DIN: 08774132) as the Independent Director of the Company for the Second Term of 5 (Five) Consecutive Years.	Special Resolution
8.	Approval for modification in the terms of utilization of funds earlier raised through Qualified Institution Placement.	Ordinary Resolution
9.	*Approval for Material Related Party Transactions with M/s. Otsuka Chemical (India) Private Limited.	Ordinary Resolution

**Since Mr. Manish Dhanuka was interested in the agenda item, he stepped down as Chairman and nominated CA (Dr.) Manoj Kumar Goyal, Independent Director and Chairman of Audit Committee to Chair the AGM to transact the remaining business i.e. Item No. 9. Post transacting the said business, Mr. Manish Dhanuka resumed the Chair and proceeded with the AGM.*

Thereafter, the Company Secretary explained the e-voting procedure to members in detail and requested to exercise their right to cast vote through e-voting at the AGM, in case they have not, during the remote e-voting period.

The members who had registered themselves as speaker shareholders were invited to express their views and queries raised by them were suitably replied by the Management. Further, the Company Secretary informed the Members to send their questions/clarifications, if any, to email id: investorrelations@orchidpharma.com or cs@orchidpharma.com.

Thereafter, the Members were informed that the e-voting window would be kept open for 15 minutes and requested the Members who had not cast their vote to do the same before the said time. It was further informed that the e-voting results along with Scrutinizer Report shall be declared within 2 working days of conclusion of this meeting and the same would be placed on the website of the Company and NSDL and will be submitted with the stock exchanges.

The Meeting concluded at 12:35 P.M. (IST) with the end of e-voting time.