



To
The Chairman
Orchid Pharma Limited
CIN: L24222TN1992PLC0022994
'Orchid Towers', 313, Valluvarkottam High Road,
Nungambakkam, Chennai - 600 034

Scrutinizer Report on result of Postal Ballot

**[Pursuant to Section 110 of the Companies Act,2013 and Rule 22 of the Companies
(Management and Administration) Rules,2014]**

Dear Sir,

I, Prasanta Kumar Roy Burman, Proprietor of M/s. Kumar Roy barman Prasanta & Associates, Chartered Accountants, Membership No. 013905, Firm's Registration No. 330634E, have been duly appointed as the Scrutinizer by the Board of Directors of M/s. Orchid Pharma Limited as required under Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the purpose of scrutinizing the voting through electronic means in a fair and transparent manner with respect to the resolutions proposed for approval from members through postal ballot notice dated November 1, 2021 relating to:

1. Approval for related party transaction under Section 188 of the Companies Act, 2013 -Purchase of land and building from M/s Dhanuka Laboratories Limited.
2. Approval for related party transaction under Section 188 of the Companies Act, 2013 - Purchase of land and building from M/s Synmedic Laboratories.

WE SUBMIT OUR REPORT AS UNDER:

1. The Company has sent Postal Ballot Notice pursuant to Section 110 of the Act read with Rules made thereunder electronically to all those Members whose names appeared in the Register of Members/List of Beneficial owners and whose e-mail id(s) were registered with the Registrar and Share Transfer Agent/ Depository Participants as on cut-off date i.e. November 05,2021
2. In view of the current extraordinary circumstances and on account of threat posed by COVID-19 pandemic situation and in accordance with General Circulars No. 14/2020



dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred " the MCA circulars"), the Company has sent the Postal Ballot Notice in **electronic form only** and no physical copy of Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope has been sent to the shareholders. Accordingly, the communication of the assent or dissent of the members took place through e-voting system only.

3. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders to enable them to cast their votes electronically. The E-voting started on November 11, 2021 at 9.00 A.M.(IST) and ended on December 10, 2021 at 5:00 P.M (IST).
4. The Company has engaged Central Depository Services (India) Limited ("CDSL") as the service provider, for extending the facility of e-voting to all the Members of the Company.
5. I have monitored the process of e-voting through the scrutinizer's secured link provided by CDSL through its designated website.
6. The e-voting was unblocked immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and we have downloaded the E-voting report from the website of CDSL in respect of members, who voted through e-voting.
7. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including MCA circulars; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot and voting by electronic means.
8. My responsibility as Scrutinizer for e-voting process is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
9. The total paid up share capital of the Company as on cut-off date was Rs.40,81,64,000/- divided into 4,08,16,400 equity shares of Rs. 10/- each.

I submit herewith the Scrutinizer's Report on the results of the remote e-voting for Postal Ballot, based on the report generated by CDSL, scrutinized and relied upon by me as under:



RESOLUTION NO. 1: APPROVAL FOR RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 -PURCHASE OF LAND AND BUILDING FROM M/S DHANUKA LABORATORIES LIMITED

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
37	12,28,680	55.12

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
08	10,00,426	44.88

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast through E-Voting
0	0

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the resolution with regard to Item no. 1 as set out in the Notice of Postal ballot through E voting is passed in favour of the resolution as an Ordinary Resolution.

RESOLUTION NO. 2: APPROVAL FOR RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 -PURCHASE OF LAND AND BUILDING FROM M/S SYNMEDIC LABORATORIES

(I) VOTED IN FAVOUR THE RESOLUTION:



No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
37	12,28,680	55.12

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
08	10,00,426	44.88

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast through E-Voting
01	36,71,9957*

*The votes cast by i.e. Dhanuka Laboratories Limited, being a related party to the resolution has been considered as invalid.

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the resolution with regard to Item no. 2 as set out in the Notice of Postal ballot through E voting is passed in favour of the resolution as an Ordinary Resolution.



11. The electronic data and other relevant records relating to remote e-voting are under our safe custody and shall be retained until the minutes of the Postal Ballot is approved and signed and shall be handed over to the Company Secretary/Director authorized by the Board for safe keeping.
12. You may accordingly declare the result of the e-voting of Postal Ballot Process.

Thanking you

Yours Faithfully
Prasanta Kumar Roy Burman,
Practicing Chartered Accountant
Membership No.013905



Proprietor
Kumar Roy barman Prasanta & Associates
Chartered Accountants
(Firm's Registration No. 330634E)



Place: Kolkata
Date: 12/12/2021
UDIN: 21013905AAAUEL4919

Countersigned by

For Orchid Pharma Limited

MANISH DHANUKA
Digitally signed
by MANISH
DHANUKA
Date: 2021.12.13
12:36:28 +05'30'

Manish Dhanuka
Managing Director