



ANNEXURE XI FORM MGT - 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

I	CIN	L24222TN1992PLC022994
II	Registration date	1 July, 1992
III	Name of the Company	Orchid Pharma Limited
IV	Category / Sub-category of the Company	Indian Non-Government Company
V	Address of the Registered office and contact details	"ORCHID TOWERS", No. 313, Valluvarkottam High Road, Nungambakkam, Chennai 600034, Tamilnadu, India. Ph. : +91-44-2821 1000, Fax No. +91-44-2821 1002 Email - corporate@orchidpharma.com
VI	Whether Listed Company	Yes
VII	Name, Address and contact details of Registrar and Transfer Agent, if any	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 Ph. : +91-44-2814 0801, Fax : +91-44-28142479 E-Mail : corpserve@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below:

S. No	Name and description of main product /Services	NIC code of the product /service	% to total turnover of the Company
1	Manufacturing - Pharmaceuticals	C6	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.no.	Name and address of the Company	CIN/GNL	Holding / Subsidiary / Associates	% of shares held	Applicable section
1	Orchid Europe Limited Rear Ground Floor, Hygeia Building, 66-68 College Road, Harrow Middlesex, United Kingdom-HA1 1BE	NA	Subsidiary	100	2(87)
2	Orchid Pharmaceuticals Inc 2711, Centreville Road, Suite 400 Wilmington de 19808 - 1645 USA	NA	Subsidiary	100	2(87)
3	Orchid Pharmaceuticals SA (Proprietary Limited) Inc. Jankara Building, 3 Greyling Street, Potchefstroom 2531, South Africa	NA	Subsidiary	100	2(87)
4	Bexel Pharmaceuticals Inc 32980 Alvaradoste, 810 Union City, CA 94587, United States	NA	Subsidiary	100	2(87)

5	Diakron Pharmaceuticals Inc 4570, Executive Drive Suite, 100 San Diego, California, USA	NA	Subsidiary	76.65	2(87)
6	Orgenus Pharma Inc., USA 700, Alexander Park, Suite 104 Princeton, N J 08540-6832, USA (Wholly owned subsidiary of Orchid Pharmaceuticals Inc)	NA	Step-down Subsidiary	100	2(87)
7	Orchid Pharma Inc / Karalex Pharma USA 100, Overlook Center, Second Floor, Princeton, N J 08540, USA (Wholly owned subsidiary of Orchid Pharmaceuticals Inc)	NA	Step-down Subsidiary	100	2(87)

Note: 8,89,64,327 equity shares of Rs. 10/- each aggregating to Rs. 88,96,43,270 (Rupees Eighty Eight Crore Ninety-Six Lakhs Forty Three Thousand and Two Hundred Seventy)(ISIN: INE191A01019) is the paid up capital of the company prior to the execution of the Corporate actions as per approved Resolution plan. As per the Resolution plan approved for Orchid Pharma Ltd. by the Honourable National Company Law Tribunal, Chennai Bench vide its Order dated June 25/27, 2019 and subsequently upheld by the Honourable Supreme Court of India vide its Order dated February 28, 2020, the Monitoring Committee at its meeting convened on March 31, 2020 has approved the allotment of 4,00,00,072 Equity shares of Rs.10/- each to M/s.Dhanuka Laboratories Limited ("Resolution Applicant") ("DLL") which will constitute 98% of the share capital of the Company, post implementation of all the corporate actions as per approved Resolution plan. The Company has made applications to the Stock exchanges to give effect to the Corporate actions as envisaged under the approved Resolution plan and the approvals from the Stock exchanges are awaited. The listing & trading approvals for Reduction & Consolidation was accorded by NSE Ltd. & BSE Ltd. on October 29, 2020. The corporate action for Reduction & Consolidation was executed during October 2020.

Pursuant to Preferential allotment of 4,00,00,072 equity shares of Rs. 10/- each to M/s Dhanuka Laboratories Limited ("DLL") ("Resolution Applicant") constituting 98% of the Paid up capital post implementation of all Corporate actions as per approved Resolution plan, DLL is the holding company of Orchid Pharma Limited. However, approvals from the Stock Exchanges for the above Corporate actions is awaited.

The Paid up capital of the Company after implementation of all the Corporate actions as per approved Resolution plan for the Company is Rs.40,81,64,000/- (Comprising of 4,08,16,400 Equity shares of Rs.10/-each). However, the new paid up capital is not reflected as the approval from the Stock exchanges for the corporate actions as per the approved Resolution plan was pending on March 31, 2020.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise shareholding

S. No	Categories of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)##				% of Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	Promoter									
1	Indian									
a	Individual/Hindu undivided family	34,64,207	-	34,64,207	3.89	34,64,207	-	34,64,207	3.89	-
b	Central Government /State Government	-	-	-	-	-	-	-	-	-
c	Bodies Corporate	1,94,09,575	-	1,94,09,575	21.82	1,94,09,575	-	1,94,09,575	21.82	-
d	Financial institutions/Banks	-	-	-	-	-	-	-	-	-
e	Any other (Specify)	-	-	-	-	-	-	-	-	-
	Sub -total (A) (1)	2,28,73,782	-	2,28,73,782	25.71	2,28,73,782	-	2,28,73,782	25.71	-
2	Foreign									
a	Non-Resident Individuals	-	-	-	-	-	-	-	-	-
b	Other - Individuals	-	-	-	-	-	-	-	-	-
c	Bodies corporate	-	-	-	-	-	-	-	-	-



S.No	Categories of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)##				% of Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
d	Banks / FI	-	-	-	-	-	-	-	-	-
e	Any other (Specify)	-	-	-	-	-	-	-	-	-
	Sub -total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	2,28,73,782	-	2,28,73,782	25.71	2,28,73,782	-	2,28,73,782	25.71	-
B.	Public Shareholding									
1	Institutions									
a	Mutual Funds	450	100	550	0.00	450	100	550	0.00	-
b	Banks / FI	21,905	100	22,005	0.02	20,450	100	20,550	0.02	(0.00)
c	Central Government	-	-	-	-	-	-	-	-	-
d	State Government	-	-	-	-	-	-	-	-	-
e	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f	Insurance Companies	31,34,660	-	31,34,660	3.52	31,34,660	-	31,34,660	3.52	-
g	Foreign Institutional Investors	-	150	150	0.00	-	150	150	0.00	-
h	Foreign venture capital investors	-	-	-	-	-	-	-	-	-
i	Others (Specify)									
	Foreign Portfolio Investor	6,86,712	-	6,86,712	0.77	6,83,252	-	6,83,252	0.77	(0.00)
	Limited Liability Partnership	34,115	-	34,115	0.04	34,115	-	34,115	0.04	-
	Sub -total (B)(1)	38,77,842	350	38,78,192	4.36	38,72,927	350	38,73,277	4.35	(0.01)
2	Non-Institutions									
a	Bodies corporate	48,29,160	1,704	48,30,864	5.43	45,52,343	1,704	45,54,047	5.12	(0.31)
b	Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	3,74,26,029	1,97,510	3,76,23,539	42.29	3,71,21,815	1,92,409	3,73,14,224	41.94	(0.35)
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1,47,05,075	-	1,47,05,075	16.53	1,52,88,293	-	1,52,88,293	17.18	0.66

S.No	Categories of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)##				% of Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c	Others (Specify)									
	NRI (R)	14,72,370	150	14,72,520	1.66	14,77,206	150	14,77,356	1.66	-
	NRI (NR)	2,62,236	-	2,62,236	0.29	265229	-	2,65,229	0.30	0.00
	Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	Foreign companies	15,000	-	15,000	0.02	15,000	-	15,000	0.02	-
	IEPF	76,431	-	76,431	0.09	76,431	-	76,431	0.09	-
	Sub -total (B) (2)	5,87,86,301	1,99,364	5,89,85,665	66.30	5,87,96,317	1,94,263	5,89,90,580	66.31	0.01
	Total Public Shareholding (B)=(B)(1)+(B)(2)	6,26,64,143	1,99,714	6,28,63,857	70.66	6,26,69,244	1,94,613	6,28,63,857	70.66	-
	Total (A)+(B)	8,55,37,925	1,99,714	8,57,37,639	96.37	8,55,43,026	1,94,613	8,57,37,639	96.37	-
C.	Shares held by Custodians and against which Depository Receipts have been issued									
	1) Promoter group	-	-	-	-	-	-	-	-	-
	2) Public	32,26,688	-	32,26,688	3.63	32,26,688	-	32,26,688	3.63	-
	Sub -total (c)	32,26,688	-	32,26,688	3.63	32,26,688	-	32,26,688	3.63	-
	GRAND TOTAL (A)+(B)+(C)	8,87,64,613	1,99,714	8,89,64,327	100.00	8,87,69,714	1,94,613	8,89,64,327	100.00	-



ii) Shareholding of Promoters / Promoters Group & PAC

S.No	Promoters name	Shareholding at the beginning of the Year 01.04.2019			Shareholding at the end of the Year 31.3.2020			Change in shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares Pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	SHRI K RAGHAVENDRA RAO ^{&}	10,66,173	1.20	1.20	10,66,173	1.20	1.20	-
2	SMT. R VIJAYALAKSHMI	23,90,755	2.69	2.69	23,90,755	2.69	2.69	-
3	M/S ORCHID HEALTH CARE PRIVATE LTD	1,94,09,575	21.82	21.82	1,94,09,575	21.82	21.82	-
4	SMT. DIVYA R	499	0.00	-	499	0.00	-	-
5	SMT. SOWMYA R	-	-	-	-	-	-	-
6	SMT. BHUVANA MANI	6,000	0.01	-	6,000	0.01	-	-
7	SMT. KOTA SWARNALATHA	-	-	-	-	-	-	-
8	SHRI. RAJAGOPAL K	780	0.00	-	780	0.00	-	-
	Total	2,28,73,782	25.71	25.71	2,28,73,782	25.71	25.71	-

##Note

8,89,64,327 equity shares of Rs. 10/- each aggregating to Rs. 88,96,43,270 (Rupees Eighty Eight Crore Ninety-Six Lakhs Forty Three Thousand and Two Hundred Seventy) (ISIN: INE191A01019) is the paid up capital of the company prior to the execution of the Corporate actions as per the approved Resolution plan.

As per the approved Resolution plan, the existing issued, subscribed and paid-up equity share capital of the Company shall be reduced and consolidated from Rs.88,96,43,270 divided into 8,89,64,327 equity shares of Rs.10/- each to Rs.40,81,640 divided into 4,08,164 equity shares of Rs.10/- each. The Paid up capital of the Company after implementation of all the Corporate actions as per approved Resolution plan for the Company is Rs.40,81,64,000/- (Comprising of 4,08,16,400 Equity shares of Rs.10/-each). However, the new paid up capital is not reflected as the approval from the Stock exchanges for the corporate actions as per the approved Resolution plan was pending on March 31, 2020. Hence the old paid-up share capital 8,89,64,327 Equity shares of Rs. 10 each, fully paid up continues to reflect in the list of shareholders as on March 31, 2020. Accordingly, the details of the then Promoters continues to be reflected. The listing & trading approvals for Reduction & Consolidation was accorded by NSE Ltd. & BSE Ltd. on October 29, 2020. The corporate action for Reduction & Consolidation was executed during October 2020.

A total of 4,00,00,072 equity shares of Rs.10/- each has been allotted to new Promoters (M/s Dhanuka Laboratories Limited) which will constitute 98% of the total Equity Shares post implementation of Corporate actions as per approved Resolution plan and 4,08,164 equity shares of Rs.10/- each has been allotted to secured financial creditors towards part conversion of their dues. The company is in the process of submitting reclassification application to the stock exchanges for categorizing M/s. Dhanuka Laboratories Limited as "Promoters" from "Public".

[&] Disqualified u/s 164(2)(a) until October 21, 2023. Accordingly vacated office of Managing Director as required under Section 167 of the Companies Act 2013.

iii) Change in Promoters Shareholdings (Please specify , if there is no change)##

S. No	Particulars	Opening Balance (No. of shares)	% of total shares of the company	Date of increase or Decrease	Reasons for increase or decrease	No. of shares	% of total shares of the company	Cumulative Shareholding during the financial year 2019-20		Closing balance as on 31.03.2020	
								No. of shares	% of total shares of the company*	No. of shares	% of total shares of the company*
1	SHRI K RAGHAVENDRA RAO ⁸	10,66,173	1.20	NO CHANGE IN SHAREHOLDING DURING THE FINANCIAL YEAR 2019-20						10,66,173	1.20
2	SMT. R VIJAYALAKSHMI	23,90,755	2.69							23,90,755	2.69
3	M/S ORCHID HEALTH CARE PRIVATE LTD	1,94,09,575	21.82							1,94,09,575	21.82
4	SMT. DIVYA R	499	0.00							499	0.00
5	SMT. SOWMYA R	-	-							-	-
6	SMT. BHUVANA MANI	6,000	0.01							6,000	0.01
7	SMT. KOTA SWARNALATHA	-	-							-	-
8	SHRI. RAJAGOPAL K	780	-							780	0.00

* The Percentage is calculated based on the issued & Paidup capital: 8,89,64,327 shares

##Note

8,89,64,327 equity shares of Rs. 10/- each aggregating to Rs. 88,96,43,270 (Rupees Eighty Eight Crore Ninety-Six Lakhs Forty Three Thousand and Two Hundred Seventy)(ISIN: INE191A01019) is the paid up capital of the company prior to the execution of the Corporate actions as per the approved Resolution plan.

As per the approved Resolution plan, the existing issued, subscribed and paid-up equity share capital of the Company shall be reduced and consolidated from Rs.88,96,43,270 divided into 8,89,64,327 equity shares of Rs.10/- each to Rs.40,81,640 divided into 4,08,164 equity shares of Rs.10/- each. The Paid up capital of the Company after implementation of all the Corporate actions as per approved Resolution plan for the Company is Rs.40,81,64,000/- (Comprising of 4,08,16,400 Equity shares of Rs.10/-each). However, the new paid up capital is not reflected as the approval from the Stock exchanges for the corporate actions as per the approved Resolution plan was pending on March 31, 2020. Hence the old paid-up share capital 8,89,64,327 Equity shares of Rs. 10 each, fully paid up continues to reflect in the list of shareholders as on March 31, 2020. Accordingly, the details of the then Promoters continues to be reflected. The listing & trading approvals for Reduction & Consolidation was accorded by NSE Ltd. & BSE Ltd. on October 29, 2020. The corporate action for Reduction & Consolidation was executed during October 2020.

A total of 4,00,00,072 equity shares of Rs.10/- each has been allotted to new Promoters (M/s Dhanuka Laboratories Limited) which will constitute 98% of the total Equity Shares post implementation of Corporate actions as per approved Resolution plan and 4,08,164 equity shares of Rs.10/- each has been allotted to secured financial creditors towards part conversion of their dues. The company is in the process of submitting reclassification application to the stock exchanges for categorizing M/s. Dhanuka Laboratories Limited as "Promoters" from "Public".

⁸Disqualified u/s 164(2)(a) until October 21, 2023. Accordingly vacated office of Managing Director as required under Section 167 of the Act.



iv) Shareholding pattern of Top Ten Shareholders (Other than Directors , Promoters and Holders of GDRs and ADRs)

S. No.	Top 10 Shareholders	Opening Balance (No. of shares) as on 01.04.2019	% of total shares of the company*	Date of increase or Decrease	Reasons for increase or decrease	No. of shares	Cumulative Shareholding during the financial year 2019-20		Closing Balance as on 31.03.2020	
							No. of Shares	% of total shares of the company*	No. of Shares	% of total shares of the company*
1	LIFE INSURANCE CORPORATION OF INDIA	23,08,053	2.59	-	-	-	23,08,053	2.59	23,08,053	2.59
2	POLARIS BANYAN HOLDING PRIVATE LIMITED	8,79,000	0.99	-	-	-	8,79,000	0.99	8,79,000	0.99
3	COBRA INDIA (MAURITIUS) LIMITED	6,86,712	0.77	19-07-2019	Sale	(3,460)	6,83,252	0.77	6,83,252	0.77
4	KARVY STOCK BROKING LIMITED-CLIENT ACCOUNT-BSE CM	4,74,110	0.53	05-04-2019	Sale	(1,469)	4,72,641	0.53		
				12-04-2019	Purchase	1,496	4,74,137	0.53		
				19-04-2019	Sale	(245)	4,73,892	0.53		
				26-04-2019	Purchase	20	4,73,912	0.53		
				03-05-2019	Sale	(150)	4,73,762	0.53		
				10-05-2019	Purchase	1,154	4,74,916	0.53		
				17-05-2019	Sale	(305)	4,74,611	0.53		
				24-05-2019	Purchase	8,150	4,82,761	0.54		
				31-05-2019	Sale	(8,181)	4,74,580	0.53		
				07-06-2019	Purchase	773	4,75,353	0.53		
				14-06-2019	Purchase	38,835	5,14,188	0.58		
				21-06-2019	Sale	(7,700)	5,06,488	0.57		
				28-06-2019	Sale	(31,762)	4,74,726	0.53		
				05-07-2019	Sale	(20,094)	4,54,632	0.51		
				12-07-2019	Sale	(10,974)	4,43,658	0.50		
				19-07-2019	Purchase	2,920	4,46,578	0.50		
				26-07-2019	Sale	(1,050)	4,45,528	0.50	4,45,528	0.50
5	GENERAL INSURANCE CORPORATION OF INDIA	3,99,006	0.45	-	-	-	3,99,006	0.45	3,99,006	0.45
6	THE ORIENTAL INSURANCE COMPANY LIMITED	3,27,601	0.37	-	-	-	3,27,601	0.37	3,27,601	0.37

S. No.	Top 10 Shareholders	Opening Balance (No. of shares) as on 01.04.2019	% of total shares of the company*	Date of increase or Decrease	Reasons for increase or decrease	No. of shares	Cumulative Shareholding during the financial year 2019-20		Closing Balance as on 31.03.2020	
							No. of Shares	% of total shares of the company*	No. of Shares	% of total shares of the company*
7	MR.PHILIP SAMUEL	2,75,126	0.31				2,75,126	0.31	2,75,126	0.31
8	SHRI SIDDHARTH DUTTA	2,69,000	0.30	-	-	-	2,69,000	0.30	2,69,000	0.30
9	SHRI BABULAL SANGHVI	2,58,000	0.29	-	-	-	2,58,000	0.29	2,58,000	0.29
10	SMT. RAJITHAA	2,22,274	0.24	17-05-2019	Purchase	77,726	3,00,000	0.34		
				14-06-2019	Sale	(10,000)	2,90,000	0.33		
				12-07-2019	Sale	(90,000)	2,00,000	0.22	2,00,000	0.22

* The Percentage is calculated based on the issued & Paidup capital: 8,89,64,327 shares

v) Shareholding of Directors and Key Managerial Personnel (KMP)

S. No.	Top 10 Shareholders	Opening Balance (No. of shares) as on 01.04.2019	% of total shares of the company*	Date of increase or Decrease	Reasons for increase or decrease	No.of shares	Cumulative Shareholding during the financial year 2019-20		Closing Balance as on 31.03.2020	
							No. of Shares	% of total shares of the company*	No.of Shares	% of total shares of the company*
1	Shri Ram Gopal Agarwal^^	NIL								
2	Shri Manish Dhanuka^^									
3	Shri Mridul Dhanuka^^									
4	Shri Arun Kumar Dhanuka^^									
5	Shri K Raghavendra Rao- Erstwhile Managing Director	10,66,173	1.20	-	-	-	10,66,173	1.20	10,66,173	1.20
6	Shri L Chandrasekar - Company Secretary & CFO [#]	14,564	0.02	-	-	-	14,564	0.02	14,564	0.02
7	Ms. Nikita K-Company Secretary [§]	101	0.00	-	-	-	101	-	101	0.00

[§]Disqualified u/s 164(2)(a) until October 21, 2023. Accordingly vacated office of Managing Director as required under Section 167 of the Act.

[#] Shri L Chandrasekar - Company Secretary & CFO had retired from the services of the Company with effect from June 30, 2019.

[§] Ms. Nikita K was appointed as the Company Secretary of the Company with effect from March 05, 2020

^{^^}Pursuant to the implementation of the approved Resolution plan, Shri Ram Gopal Agarwal, Shri Manish Dhanuka, Shri Mridul Dhanuka and Shri Arun Kumar Dhanuka were inducted as Additional Directors on the Board on March 31, 2020. 4,00,00,072 Equity Shares of Rs.10/- each were allotted to new Promoters as per approved Resolution plan. Applications have been submitted to the stock exchanges for the corporate actions and approval for the same is awaited.



V. Indebtedness

Indebtedness of the Company including interest outstanding /accrued but not due for payment

₹ in Crores

Particulars	Secured Loans	Un Secured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,049.85	138.31	-	3,188.16
ii) Interest due but not paid	173.73	41.79	-	215.52
lii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,223.59	180.10	-	3,403.69
Change in indebtedness during the financial years				
Addition *	427.00	3,793.00	-	4,220.00
(Reduction)	(3,161.17)	(3,830.10)	-	(6,991.27)
Net Change	(2,734.17)	(37.10)	-	(2,771.27)
Indebtedness at the end of the financial year				
i) Principal Amount #	489.42	143.00	-	632.42
ii) Interest due but not paid	-	-	-	-
lii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	489.42	143.00	-	632.42

*Addition in unsecured portion represents value of Optionally Convertible Debentures (OCD) issued during the year as per the Resolution Plan approved by Hon'ble NCLT, Chennai Bench and includes Rs.68.56 Crores disclosed as equity component of OCD under Other equity in the Balance sheet as at 31/03/2020.

Includes amounts repayable within one year from the date of the financial statements (i.e) 31/03/2020

VI) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director / Whole Time Director/ Manager

₹. in Lakhs

Sl.No.	Particulars of remuneration	Shri K Raghavendra Rao Erstwhile Managing Director ⁸	Total amount
	Gross salary		
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	11.20	11.20
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961	-	-
2	Stock options	-	-
3	Sweat equity	-	-

Sl.No.	Particulars of remuneration	Shri K Raghavendra Rao Erstwhile Managing Director ^{&}	Total amount
4	Commission as % of profit	-	-
5	Others , Please Specify	-	-
	Other benefits	-	-
	Total (A)	11.20	11.20
	Ceiling as per the Act	Since the Company does not have profits for the financial year 2019-20, the ceiling limit as per Section II of part II, Part A of the Schedule V of the Companies Act, 2013 would be upto Rs. 120.13 Lakhs	

[&]Disqualified u/s 164(2)(a) until October 21, 2023. Accordingly vacated office of Managing Director as required under Section 167 of the Act. Shri Manish Dhanuka was appointed as the Managing Director by the Board with effect from June 29, 2020 and Shri Mridul Dhanuka was appointed as the Whole Time Director with effect from June 29, 2020.

B. Remuneration to other Directors

Non Executive Directors

Sl. No.	Particulars of remuneration	Name of the Directors			
		Shri Ram Gopal Agarwal	Shri Manish Dhanuka	Shri Arun Kumar Dhanuka	Shri Mridul Dhanuka
1.	Sitting fee for attending Board and Committee meetings	NIL [@]			
2	Commission				
3	Others, Please specify				
	Total				

[@] Post implementation of the approved Resolution plan, the Board was reconstituted on March 31, 2020 and only One Board Meeting have been held during the reporting period on March 31, 2020, for which no sitting fee was paid.

C. Remuneration to Key Managerial personnel (KMP) other than Managing Director / Manager/ Whole Time Director

₹ In Lakhs

Sl. No.	Particulars of remuneration	Shri L Chandrasekar Company Secretary & CFO [#]	Total	Ms. Nikita K Company Secretary [§]	Total
	Gross salary				
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	11.82	11.82	0.46	0.46
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others , Please Specify	-	-	-	-
	Total (C)	11.82	11.82	0.46	0.46

[#] Shri L Chandrasekar - Company Secretary & CFO had retired from the services of the Company with effect from June 30, 2019.

[§] Ms. Nikita K was appointed as Company Secretary of the Company with effect from March 05, 2020

Settlement amount Paid is not considered for the purpose of remuneration



VII . Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief description	Details of penalty/punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made, if any (Give details)
A. Company					
Penalty/Late fees	NA	Regulation 33 of SEBI (LODR) regulations, 2015- Fine for delay in submission of Audited financial results for the year ended March 31, 2019	Rs. 23,600/-	National Stock Exchange of India Limited	NA
			Rs. 23,600/-	BSE Limited	
Punishment			NIL		
Compounding					
B. Director					
Penalty					
Punishment					
Compounding					
C. Other Officer in default					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of
Orchid Pharma Limited

Place: New Delhi
Date : November 11, 2020

Manish Dhanuka
Managing Director
DIN:00238798

Mridul Dhanuka
Whole Time Director
DIN:00199441