

January 29, 2019

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No: C/1
G - Block, Bandra - Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir/Madam,

**Sub: Outcome of Meeting - Approval of Un-audited Standalone Financial Results for the
Quarter / Half year ended September 30, 2018 (Q2 of FY 2018-2019)**

Ref: Security Symbol - ORCHIDPHAR

In continuation to our letter dated January 22, 2019 and in accordance with Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we would like to inform that the Resolution professional at a meeting held on January 29, 2019 has considered and taken on record the Standalone unaudited Financial Results of the Company for the Quarter and Half year ended September 30, 2018 (Q2 of FY 2018-2019).

A copy of the said unaudited financial results along with the Limited Review Report issued by the Statutory Auditors are enclosed.

Kindly take the above information on your records.

Thanking you,

Yours faithfully,



L Chandrasekar
Executive VP – Finance & Secretary

Encl.: a/a

Orchid Pharma Limited

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Ph. +91 - 44 - 2821 1000 / 2823 0000 Fax: +91 - 44 - 2821 1002 Email id: corporate@orchidpharma.com Website: www.orchidpharma.com
CIN : L24222TN1992PLC022934

Statement of unaudited financial results for the six months and quarter ended September 30, 2018 under Ind AS

S.No	Particulars	Quarter ended			Half year ended		(Rs in Lakhs)
		30.09.2018 (Unaudited)	30.06.2018 (Unaudited)	30.09.2017 (Unaudited)	30.09.2018 (Unaudited)	30.09.2017 (Unaudited)	31.03.2018 (Audited)
1	Income from Operations						
2	(a) Net Sales/ Income from operations	14,247.98	13,064.60	20,934.15	27,312.66	34,897.78	64,900.18
3	(b) Other Income (Net)	628.04	426.79	471.70	1,054.83	1,009.22	1,986.72
4	Total Income (1+2)	14,876.02	13,491.47	21,405.85	28,367.49	35,907.00	66,886.90
5	Expenses						
6	(a) Cost of materials consumed	7,045.09	4,638.02	9,225.90	11,683.11	19,074.97	32,710.36
7	(b) Purchases of Stock in Trade	9.54	12.36	8.53	21.90	50.41	119.74
8	(c) Changes in inventories of finished goods and WIP	(1,085.88)	2,110.13	2,087.24	1,024.25	724.90	255.64
9	(d) Employees benefits expense	1,948.95	1,941.31	1,973.32	3,890.26	4,164.97	8,239.47
10	(e) Finance Cost - Refer Note no 4	-	1,354.89	7,545.10	1,354.89	14,633.62	30,164.80
11	(f) Depreciation and amortisation expense	3,295.68	3,278.91	3,363.85	6,574.59	6,724.62	13,325.29
12	(g) Excise Duty	-	-	-	-	403.25	483.25
13	(h) Other expenses - Refer Note no 5	6,653.85	5,789.26	5,262.36	12,442.11	11,174.65	21,730.39
14	Total Expenses	17,867.23	19,123.88	29,466.38	36,991.11	57,031.68	1,07,033.94
15	Profit/(Loss) before exceptional items and tax (3-4)	(2,991.21)	(5,632.41)	(8,060.53)	(8,623.62)	(21,124.68)	(40,147.04)
16	Exceptional items - Refer Note no 4	677.87	1,032.46	-	1,710.33	-	-
17	Profit/(Loss) before tax (5+6)	(2,313.34)	(4,599.95)	(8,060.53)	(6,913.29)	(21,124.68)	(40,147.04)
18	Tax expense						
19	Current tax	-	-	-	-	-	-
20	Deferred tax Asset/(Liability)	(0.83)	0.83	(1,026.50)	-	(2,711.73)	(4,619.44)
21	Total tax expenses	(0.83)	0.83	(1,026.50)	-	(2,711.73)	(4,619.44)
22	Profit/(Loss) for the period from continuing operations (7-8)	(2,312.51)	(4,600.78)	(7,034.03)	(6,913.29)	(18,412.95)	(35,527.60)
23	Profit/(Loss) from discontinued operations	-	-	-	-	-	-
24	Tax expense of discontinued operations	-	-	-	-	-	-
25	Profit/(Loss) from discontinued operations (after tax) (10-11)	-	-	-	-	-	-
26	Profit/(Loss) for the period (9+12)	(2,312.51)	(4,600.78)	(7,034.03)	(6,913.29)	(18,412.95)	(35,527.60)
27	Other comprehensive income, net of Income tax						
28	(a) (i) Items that will not be reclassified to profit or loss	23.21	17.23	(37.50)	40.44	(78.77)	74.22
29	(ii) income tax relating to the above items	-	-	-	-	-	-
30	(b) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
31	(ii) income tax relating to the above items	-	-	-	-	-	-
32	Total other comprehensive income, net of income tax	23.21	17.23	(37.50)	40.44	(78.77)	74.22
33	Total comprehensive income/(loss) for the period (13+14)	(2,289.30)	(4,583.55)	(7,071.53)	(6,872.85)	(18,491.72)	(35,453.38)
34	Paid-up equity share capital	8,896.43	8,896.43	8,896.43	8,896.43	8,896.43	8,896.43
35	Face value per share (Rs)	10.00	10.00	10.00	10.00	10.00	10.00
36	Earning per share (Rs) (not annualised)						
37	- Basic	(2.60)	(5.17)	(7.91)	(7.77)	(20.70)	(39.93)
38	- Diluted	(2.60)	(5.17)	(7.91)	(7.77)	(20.70)	(39.93)

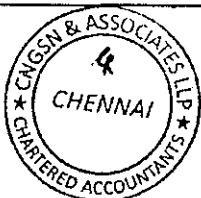
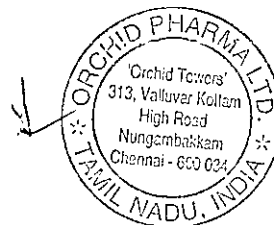
Notes:

1 The Honble National Company Law Tribunal ("NCLT"), Chennai Bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by an operational creditor of Orchid Pharma Limited ("the Company") and appointed an Interim Resolution Professional ("IRP"), in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP.No. CP/ 540/ (IB)/ CB/ 2017 dated August 17, 2017. Subsequently, Mr. Ramkumar Sripatham Venkatasubramanian (IP Registration no. IBBI/PA-001/P-00015/2016-17/10033) have been appointed as the Resolution Professional ("RP") of the Company, by an order of NCLT with effect from October 27, 2017.

The Resolution Plan filed by the RP has been approved by NCLT vide its order dated September 17, 2018. However, the successful Resolution Applicant has not completed the implementation of the approved Resolution Plan. Consequently, the NCLT vide its order dated October 10, 2018 has approved the RP to discharge the functions of the Corporate Debtor as per the instructions of the Interim Monitoring Committee (IMC) until further orders.

In view of pendency of the CIRP, the further developments stated above and in view of suspension of the powers of board of directors, it was explained to us that the powers of adoption of the unaudited financial results for the quarter ended September 30, 2018 vest with the RP as per the instructions of the IMC.

These unaudited financial results have been prepared by the management of the company and certified by Mr. K Raghavendra Rao, MD and Mr. L Chandrasekar, CFO in accordance with Regulation 33(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, confirming that the financial statements do not contain any misleading or false statements. The RP has, in review of the unaudited financial results and certifications, relied on the representations and statements made by MD and CFO in relation to these unaudited financial results. The RP has approved these unaudited financial results only to the limited extent of discharging the powers of the Board of Directors of the company which has been conferred upon him in terms of provisions of Section 17 of the Code. It is clarified, however, that the RP has not conducted an independent verification of these unaudited financial results and has not certified on the truthfulness, fairness, accuracy or completeness of these results, in so far as it pertains to the period prior to commencement of the CIRP and his appointment.



- 2 Further to the aforesaid CIRP (more fully described in note 1 above), the Company is in the process of obtaining confirmation for receivables, loans and advances given, payables, employee claims and bank loans as at September 30, 2018. The Company's ability to meet the financial/ contractual obligations including repayment of various loans, unpaid interest and ability to fund various obligations pertaining to operations for ensuring/ commencing normal operations and further investments required towards ongoing research and development projects under progress is dependant on the resolution of the aforesaid matters as part of the CIRP.

Under the CIRP, the resolution plan has been presented and approved by the Committee of Creditors ('CoC') and thereafter it was approved by the Hon'ble NCLT vide its order dated September 17, 2018. Pending implementation of the Resolution Plan, the Company had reversed the interest provided after the CIRP period in the earlier years and also stopped accruing further interest in the current and previous quarters. The successful Resolution Applicant is yet to comply with the conditional orders passed thereafter by the Hon'ble NCLT. Based on the application made by the resolution applicant in the Hon'ble National Company Law Appellate Tribunal (NCLAT), the matter was posted for further hearing on February 1, 2019 by Hon'ble NCLAT with a direction to Hon'ble NCLT to not to pass any orders on the applications filed by the CoC and the RP.

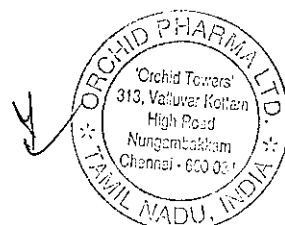
Pending this and measures to be adopted as part of the resolution process, the above financial results have been continued to be prepared on a going concern basis.

This is a matter of qualification by the auditors.

- 3 The RP has received the claims from the creditors of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (as amended). The status of these claims may be found at the following link:
<http://www.orchidpharma.com/downloads-cirp.aspx>
- 4 Exceptional items for six months ended September 30, 2018 amounting to Rs. 1,710.33 Lakhs represents net of:-
a) reversal of interest accrued and provided for the financial creditors post commencement of the Corporate Insolvency Process date, reversal of exchange rate fluctuation on capital advances and advances to suppliers and cash credit interest included in Outstanding liabilities and
b) provisions considered for investments in subsidiaries and loans given to subsidiaries.
- 5 The Other expenses includes loss of INR 4,125.97 Lakhs on account of forex loss for six month ended September 30, 2018 (H1 FY 2017-18 - INR 1,174.04 Lakhs). This includes loss of INR 4,687.40 Lakhs (H1 FY 2017-18 - INR 1,417.69 Lakhs) on account of ECB loan and Gain of INR 561.43 Lakhs (H1 FY 2017-18 - INR 243.65 Lakhs) on account of operations. During the preceding previous year FY 2017-18 the reported Loss on of same was INR 1,950.46 Lakhs which includes Loss of INR 2,638.62 on account of ECB loan and Gain of INR 688.16 Lakhs on account of operations.
- 6 The statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 7 With the introduction of GST, no excise duty is payable by the Company from July 1, 2017. Accordingly, the income from operations are presented on a gross basis only for the six months ended September 30, 2017 and for the year ended March 31, 2018. The excise duty expenses was presented as a separate line item in the expenditure side in the aforesaid results, as required by Schedule III applicable to Ind AS Companies. Accordingly, the gross income from operations for the six months ended September 30, 2018 is not comparable with that of the previous period presented in the above results.

8 Statement of assets and liabilities

Particulars	(in lakhs)	
	As at Sep 30, 2018 (Unaudited)	As at March 31, 2018 (Audited)
Assets		
Non-current assets		
Property, plant and equipment	1,20,394.33	1,26,821.65
Intangible assets	2,158.51	2,306.10
Capital work in progress	25,770.46	25,721.90
Intangible Assets under Development	1,431.00	1,431.00
Financial assets		
Investments - Refer Note no 4	102.13	12,476.97
Other financial assets	1,713.65	7,197.07
Other non-current assets		
Total Non-current assets	2,32,254.06	2,51,996.85
Current assets		
Inventories	17,376.27	18,494.39
Financial assets		
Trade receivables	12,845.24	14,506.50
Cash and cash equivalents	11,439.02	3,060.20
Bank balances other than above	22,558.09	27,043.95
Loans	-	-
Other financial assets	419.39	233.42
Other current assets	6,620.73	5,741.14
Total Current assets	71,258.74	69,079.60
Total Assets	3,03,512.82	3,21,076.45

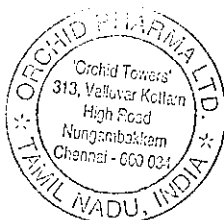


EQUITY AND LIABILITIES		
Equity		
Equity share capital	8,896.43	8,896.43
Other Equity	(87,583.10)	(76,309.69)
Total equity	(78,686.67)	(67,413.26)
Liabilities		
Non-Current Liabilities		
Financial liabilities		
Borrowings - Refer Note no 4	1,78,175.35	1,69,390.71
Provisions	770.82	748.35
Deferred Tax Liability (Net)	322.62	322.60
Total Non-Current Liabilities	1,79,268.79	1,90,461.66
Current Liabilities		
Financial liabilities		
Borrowings - Refer Note no 4	69,612.53	69,429.48
Trade payables	28,294.76	32,635.45
Other financial liabilities	-	-
Short term provisions	111.77	102.91
Other current liabilities	1,04,911.59	95,810.41
Total Current Liabilities	2,02,930.70	1,98,020.25
Total Liabilities	3,82,199.49	3,88,481.91
Total Equity and Liabilities	3,03,512.82	3,21,068.65

- 9 The format for unaudited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated November 30, 2015 has been modified to comply with the requirements of SEBI's circular dated July 5 2016, Ind AS and Schedule III (Part II) to the Companies Act, 2013, which are applicable to companies that are required to comply with Ind AS.
- 10 The operations of the Company falls under a single primary segment i.e., "Pharmaceuticals" in accordance with Ind AS 109 "Operating Segments" and hence no segment reporting is applicable.

L. Chandrasekar
L. Chandrasekar
Chief Financial Officer & Company Secretary

K Raghavendra Rao
K Raghavendra Rao
Managing Director
DIN : 00010035



Place: Chennai
Date : 29-01-2019

Taken on record

Ramkumar Subramanian
Ramkumar Subramanian
Resolution Professional
IP Registration no. ISBIPA-001/P-P00015/2016-17/10039

Initialed for identification purpose





CNGSN & ASSOCIATES LLP

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M.Com., FCA, PGDFM

E.K. SRIVATSAN
B.Com., FCA

Limited Review Report on Quarter and six months ended September 2018 of M/s Orchid Pharma Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

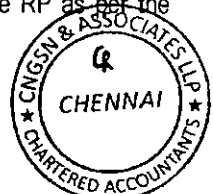
The Resolution Professional
(under the instructions of the Interim Monitoring Committee)
Orchid Pharma Limited
"Orchid Towers"
313 Valluvar Kottam High Road
Nungambakkam, Chennai 600 034

1. The Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by an operational creditor of Orchid Pharma Limited ("the Company") and appointed an Interim Resolution Professional ("IRP"), in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP.No. CP/ 540/ (IB)/ CB/ 2017, dated August 17, 2017. Subsequently, Mr. Ramkumar Sripatham Venkatasubramanian (IP Registration No. IBB/ IPA-001/ IP-P00015/ 2016-17/ 10039) has been appointed as the Resolution Professional ("RP") of the Company, by an order of NCLT with effect from October 27, 2017.

The Resolution Plan filed by the RP has been approved by the Hon'ble NCLT vide its order dated September 17, 2018. The Hon'ble NCLT vide its order dated October 10, 2018 has also approved the RP to discharge the functions of the Corporate Debtor as per the instructions of the Interim Monitoring Committee (IMC) until further orders. The Hon'ble NCLT has heard the matter again on December 11, 2018 and reserved its order.

The Hon'ble NCLAT, in a separate petition filed by the resolution applicant, stayed the orders of the Hon'ble NCLT and posted the case for hearing on February 1, 2019.

In view of pendency of the CIRP, the further developments stated above and in view of suspension of the powers of board of directors, it was explained to us that the powers of adoption of the unaudited financial results for the quarter and six months ended September 2018 vest with the RP as per the instructions of the IMC.



2. We have reviewed the unaudited financial results of M/s Orchid Pharma Limited ("the Company") for quarter and six months ended September 2018, which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the quarter and six months ended September 2018 together with the notes thereon ("the Statement")'.

This Statement is being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been initialled by us for identification purposes.

The Statement is the responsibility of the Company's management and we were informed that the Statement has been approved by the RP based on representations, clarifications and explanations provided by the Managing Director, Chief Financial Officer and Key Management Personnel of the Company (Refer Note 1 and 2 to the statement).

Further, the management is also responsible to ensure that the accounting policies used in preparation of this Statement are consistent with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), as amended from time to time, prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies.

Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review in accordance with the Standards on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
4. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
5. We draw attention to the following matters:
 - (a) Note 1 and 2 to the unaudited financial results, regarding application by an operational creditor, initiating the insolvency provisions under the Insolvency and Bankruptcy Code, 2016 (the Code) and the consequential appointment of RP under the Code, further developments as stated in Paragraph 1 above, and adequacy of disclosures concerning the Company's ability to meet its financial and contractual obligations including management's technical estimates in regard to realisation of value of inventories, overdue receivables (net of provisions) amounting to Rs. 2101.42 Lakhs, long pending loans and advances given to various parties (net of provisions) amounting to Rs. 71,655.01 Lakhs (which includes capital advances of Rs.52,206.24 and other advances of Rs.19,448.77 Lakhs), provision for impairment, if any, required for property, plant and equipment (PPE), PPE under development, internally generated intangible assets comprising of DBF/ ANDA,



other non-monetary assets, investments, unamortised finance charges/ FCMITDA, claims made by/ advances given to employees, financial obligations including repayment of various loans, unpaid interest and the ability to fund various obligations pertaining to operations including unpaid/ overdue creditors, for ensuring/ commencing normal operations and further investments required towards ongoing research and development projects under progress (carrying amount of Rs. 1,431 Lakhs).

The possible impact, if any, arising out of the above matters is not presently ascertainable.

- (b) Confirmation of balances are not available for majority of the trade receivables, loans and advances given, trade payables, claims received from the employees, bank balances and bank loans as at September 30, 2018. The Company stopped providing for the interest on bank borrowings after the CIRP commencement date and reversed the interest already accounted in the earlier quarter/ years over and above the amount approved by RP. In the absence of the confirmation of balances, the possible adjustment, if any, required in the financial statements is not presently determinable.
- (c) The Company's net worth as on the reporting date is negative. Since the successful bidder has not commenced implementation of the terms and conditions of the Resolution Plan and also not complied with the conditional order of the NCLT dated November 2, 2018, material uncertainties exist that may cause significant doubt on the Company's ability to continue as a going concern. However, the appropriateness of preparation of financial results on a going concern basis is subject to the outcome of the final NCLT process or such other manner as specified in note 1 to 3 to the unaudited financial results.
- (d) We have been informed by the RP that certain information including the minutes of the meetings of the Committee of Creditors, cases filed by RP against the key management personnel, suppliers, customers and other parties and the outcome of certain specific/ routine procedures carried out as part of the IBC process are confidential in nature and could not be shared with anyone, other than the Committee of Creditors and NCLT. We have not been provided with sufficient, appropriate audit evidence also in respect of avoidance applications filed under the IBC Code by the RP due to the confidentiality involved.

Further the detailed resolution plan (including the salient features, consideration agreed, terms and conditions, etc.,) has not been made available for our review. In the opinion of the RP, the matter is highly sensitive, confidential and may have adverse impact of the successful implementation of the resolution plan.

Accordingly, we are unable to comment on the possible adjustments required in the carrying amount of assets and liabilities, possible presentation and disclosure impacts, if any, that may arise if we have been provided access to review of those information.



- (e) Our review conclusion has been qualified in respect of matters referred to clauses (a), (b), (c) and (d) above. The above matters have also been qualified in our limited review reports of the earlier quarters.

6. Based on our review conducted as above, except for the possible effects of the matters specified in Paragraph 5 above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with Ind AS and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 read with SEBI circular dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm Registration No.004915S/ S200036

Chinnamy Ganesan

(CHINNSAMY GANESAN)
Partner
Membership No. 027501
Place: Chennai
Date: January 29, 2019

