

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

Sub: Outcome of the 25th Annual General Meeting & Disclosure of Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizer's Report

Dear Sir/Madam,

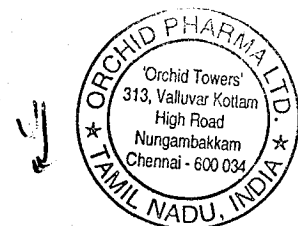
The 25th Annual General Meeting (AGM) of the Company was held on December 12, 2018 at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai -600 017, Tamil Nadu, India.

M/s S Dhanapal & Associates, Practising Company Secretaries, were appointed as the Scrutinizer to scrutinize the remote e-voting and voting by polling papers at the venue of AGM. Mr. N Ramanathan, Partner, M/s S Dhanapal & Associates, has carried out the scrutiny of the votes cast through the remote e-voting facility and the votes cast through polling paper at the AGM and has submitted Consolidated Scrutinizers Report dated December 12, 2018.

The Results of the remote e-voting and votes cast through polling paper have been announced by the Company Secretary, based on the report submitted by Shri N Ramanathan, Partner, M/s S Dhanapal & Associates, Practising Company Secretary, the Scrutinizer.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Please find below disclosure of Voting results of E-voting and poll at the AGM:

1. Date of AGM : *December 12, 2018*
2. Total no of shareholders on record date : *86,749 Shareholders*
3. No. of Shareholders present in the Meeting either in person or through proxy:
 - Promoter and Promoter group : 5
 - Public : 1647
4. No. of shareholders attended the meeting through Video Conferencing – *Nil.*





5. Details of the Agenda

The mode of Voting for all resolution was through remote e-voting and through polling paper at the AGM.

The Scrutinizer report dated December 12, 2018 submitted by the Scrutinizer, Mr. N Ramanathan, Partner, M/s S Dhanapal & Associates, Practising Company Secretary, Chennai to the Company along with the declaration of the results signed by the Company Secretary is enclosed. We hereby confirm that all the resolutions have been passed with requisite majority.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

L Chandrasekar
Executive V P – Finance & Secretary

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S.
N. Ramanathan, B.Com., F.C.S.
Smita Chirimar, M.Com., F.C.S., DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S.

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

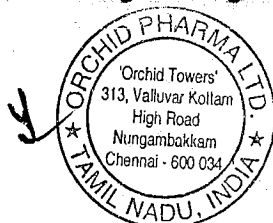
M/s. Orchid Pharma Limited

(under Corporate Insolvency Resolution Process vide Honourable National Company Law Tribunal (NCLT), Chennai order dated 17.08.2017)
Chennai

Dear Sir/ Madam,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by M/s. Orchid Pharma Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 25th Annual General Meeting (AGM) of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting of the Equity Shareholders of M/s. Orchid Pharma Limited, held on Wednesday, the 12th day of December, 2018 at 11.00 A.M. at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai - 600 017, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through ballot paper by the shareholders on the resolutions proposed in the Notice of the 25th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot paper at the meeting.



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S Dhanapal & Associates

Practising Company Secretaries

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Audited Financial Statements for the year ended 31st March, 2018 together with the Reports of the Directors and Auditors thereon

Voting	No. of Shares	No. of Members
Total Votes Cast	26282143	92
Less: Invalid votes	2000	01
Net Valid votes cast	26280143	91
Votes cast in favour	26275829	82
Votes Cast against	4314	09

% of total valid votes cast in favour of the resolution: 99.98%

% of total valid votes cast against the resolution: 0.02%

Resolution No. 2 - Fixation of remuneration of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, Statutory Auditors of the Company for the remaining tenure of their appointment

Voting	No. of Shares	No. of Members
Total Votes Cast	28589412	92
Less: Invalid votes	2000	1
Net Valid votes cast	28587412	91
Votes cast in favour	28570152	75
Votes Cast against	17260	16

% of total valid votes cast in favour of the resolution: 99.94%

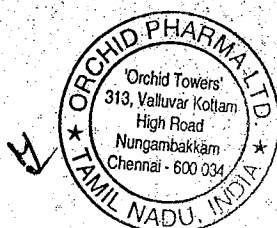
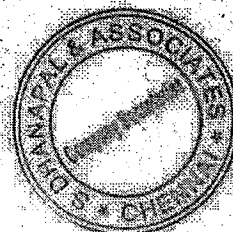
% of total valid votes cast against the resolution: 0.06%

Resolution No. 3 - Fixation of Remuneration of Cost Auditors

Voting	No. of Shares	No. of Members
Total Votes Cast	28589896	92
Less: Invalid votes	2000	1
Net Valid votes cast	28587896	91
Votes cast in favour	28570636	75
Votes Cast against	17260	16

% of total valid votes cast in favour of the resolution: 99.94%

% of total valid votes cast against the resolution: 0.06%



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S Dhanapal & Associates

Practising Company Secretaries

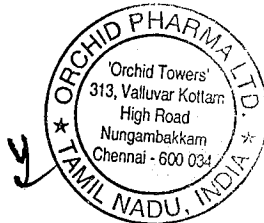
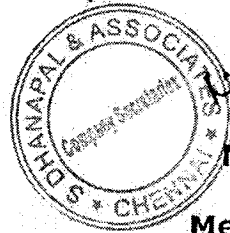
Note:

The Company is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 vide order of Honourable National Company Law Tribunal, Chennai dated 17.08.2017 and AGM was chaired by the Chairperson who got elected by the shareholders who were present in the meeting. The report is prepared on strength of the votes cast by shareholders of the Company through e-voting and in AGM.

Yours faithfully,
Dated:12.12.2018

Thanking you,

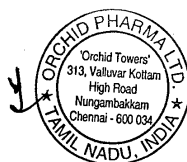
For S Dhanapal & Associates
(A firm of Practising Company Secretaries)



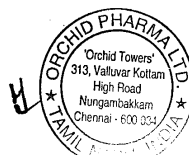
N. Ramanathan
N.Ramanathan
Partner
Membership # F6665
CP # 11084

SD

VOTING RESULTS Agenda-wise									
Date of the AGM					December 12, 2018				
Total number of shareholders on record date					86,749				
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:					5				
Public:					1647				
No. of Shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group:					NIL				
Public:									
Ordinary Business - Resolution No : 1									
Resolution required: (Ordinary/ Special)					Ordinary Resolution				
Description of the resolution considered					Adoption of the Audited Financial statements for the year ended March 31, 2018 together with the reports of the Directors and the Auditors thereon				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,28,67,002	99.97	2,28,67,002	-	100.00	-	-
	Poll	2,28,73,782	6,000	0.03	6,000	-	100.00	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	2,28,73,782	2,28,73,002	100.00	2,28,73,002	-	100.00	-	-
Public - Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	38,43,927	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	38,43,927	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting		1,46,544	0.24	1,42,234	4,310	97.06	2.94	-
	Poll	6,22,46,618	32,60,597	5.24	32,60,593	4	100.00	0.00	2,000
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	6,22,46,618	34,07,141	5.47	34,02,827	4,314	99.87	0.13	2,000
Total		8,89,64,327	2,62,80,143	29.54	2,62,75,829	4,314	99.98	0.02	2,000

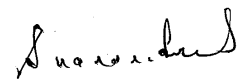


Ordinary Business - Resolution No : 2									
Resolution required: (Ordinary/ Special)					Ordinary Resolution				
Description of the resolution considered					Fixation of remuneration of M/s. CNGSN & Associates LLP, Chartered Accountants , Chennai, Statutory Auditors of the company for the remaining tenure of their appointment				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,28,67,002	99.97	2,28,67,002	-	100.00	-	-
	Poll	2,28,73,782	6,000	0.03	6,000	-	100.00	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	2,28,73,782	2,28,73,002	100.00	2,28,73,002	-	100.00	-	-
Public - Institutions	E-Voting		23,08,053	60.04	23,08,053	-	100.00	-	-
	Poll	38,43,927	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	38,43,927	23,08,053	60.04	23,08,053	-	100.00	-	-
Public - Non Institutions	E-Voting		1,46,544	0.24	1,29,288	17,256	88.22	11.78	-
	Poll	6,22,46,618	32,59,813	5.24	32,59,809	4	100.00	0.00	2,000
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-	-
	Total	6,22,46,618	34,06,357	5.47	33,89,097	17,260	99.49	0.51	2,000
Total		8,89,64,327	2,85,87,412	32.13	2,85,70,152	17,260	99.94	0.06	2,000



Ordinary Business - Resolution No : 3									
Resolution required: (Ordinary/ Special)					Ordinary Resolution				
Description of the resolution considered					Fixation of Remuneration of Cost Auditors				
Whether promoter/ promote- group are interested in the agenda/resolution?					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,28,67,002	99.97	2,28,67,002	-	100.00	-	-
	Poll	2,28,73,782	6,000	0.03	6,000	-	100.00	-	-
	Postal Ballot (if Applicable)	-	-	0.00	-	-	-	-	-
	Total	2,28,73,782	2,28,73,002	100.00	2,28,73,002	-	100.00	-	-
Public - Institutions	E-Voting		23,08,053	60.04	23,08,053	-	100.00	-	-
	Poll	38,43,927	-	-	-	-	-	-	-
	Postal Ballot (if Applicable)	-	-	-	-	-	-	-	-
	Total	38,43,927	23,08,053	60.04	23,08,053	-	100.00	-	-
Public - Non Institutions	E-Voting		1,46,244	0.23	1,28,988	17,256	88.20	11.80	-
	Poll	6,22,46,618	32,60,597	5.24	32,60,593	4	100.00	0.00	2,000
	Postal Ballot (if Applicable)	-	-	-	-	-	-	-	-
	Total	6,22,46,618	34,06,841	5.4731	33,89,581	17,260	99.49	0.51	2,000
Total		8,89,64,327	2,85,87,896	32.1341	2,85,70,636	17,260	99.94	0.06	2,000

Place : Chennai
Date : December 13,2018


L Chandrasekar
Executive VP-Finance&Secretary

