OrchidPharma

(Formerly known as Orchid Chemicals & Pharmaceuticals Limited)
Corp. Off.: **Orchid Pharma Ltd.**, 'Orchid Towers' 313, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. India.
CIN: L24222TN1992PLC022994

(Under Corporate Insolvency Resolution Process)

September 15, 2017

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 24th 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 24th Annual General Meeting (AGM) of the Company was held i.e. on 13 September, 2017 at 'The Music Academy', Old No. 306, New No. 168, TTK Road, Royapettah, Chennai - 600014, Tamil Nadu, India.

The Board of Directors had appointed M/s S Dhanapal & Associates, Practising Company Secretaries, 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 September 14, 2017.

The Results of the remote e-voting and votes cast through polling paper have been announced by Shri. L Chandrasekar, Executive VP-Finance & Secretary of the Company, 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 : *September 13, 2017*
2. Total no of shareholders on record date : *87,665 Shareholders*
3. No. of Shareholders present in the Meeting either in person or through proxy:
   - Promoter and Promoter group : 4
   - Public : *2555*
4. No. of shareholders attended the meeting through Video Conferencing – *Nil.*

ORCHID PHARMA LIMITED "Orchid Towers" 313, Valluvarkottam High Road Nungambakkam Chennai-600 034

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 September 14, 2017 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 Shri. L Chandrasekar, Executive VP-Finance & Secretary of the Company 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

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
R. Pratheepa, B.C.S., A.C.S
T. Murugan, B.Sc., A.C.A., A.C.S

S Dhanapal & Associates
Practising Company Secretaries

Branch Office :
K.K. Nagar
"Muthukumaran Illam"
M22-E, Sri Subah Colony,
Munusamy Road, K.K. Nagar,
Chennai - 600 078.

Suite No. 103, First Floor, Kaveri Complex,
No. 96/104, Nungambakkam High Road,
(Next to Ganpat Hotel & ICICI Bank)
Nungambakkam, Chennai - 600 034.
Phone No. 044-45530256 / 257
Direct Number : 044 - 42652127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

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 17.8.2017)
Chennai

Dear Sir/ Madam,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of 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 24th 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 24th Annual General Meeting of the Equity Shareholders of M/s. Orchid Pharma Limited, held on Wednesday, the 13th day of September, 2017 at 10.30 A.M. at The Music Academy, Old No. 306, New No. 168, TTK Road, Royapettah, Chennai - 600014, 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 24th 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 scruitinizer'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.

SD

ORCHID PHARMA LIMITED
"Orchid Towers"
313, Valluvarkottam
High Road
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Chennai-600 034

N. Ramanathan

S DHANAPAL & ASSOCIATES
Company Secretaries
CHENNAI

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, 2017 together with the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	**2,73,48,056**	**192**
Less: Invalid votes	**275**	**1**
Net Valid votes cast	**2,73,47,781**	**191**
Votes cast in favour	**273,42,595**	**180**
Votes Cast against	**5,186**	**11**

% of total valid votes cast in favour of the resolution: 99.99%
% of total valid votes cast against the resolution: 0.01%

Resolution No. 2 – Appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company

	No. of Shares	No. of Members
Total Votes Cast	**2,73,49,701**	**190**
Less: Invalid votes	**275**	**1**
Net Valid votes cast	**2,73,49,426**	**189**
Votes cast in favour	**2,73,41,559**	**173**
Votes Cast against	**7,867**	**16**

% of total valid votes cast in favour of the resolution: 99.98%
% of total valid votes cast against the resolution: 0.02%

Resolution No. 3 – Appointment of Smt. Soundara Kumar, Nominee Director, who retires by rotation and who being eligible, offers herself for re-appointment

	No. of Shares	No. of Members
Total Votes Cast	**2,73,50,231**	**194**
Less: Invalid votes	**275**	**1**
Net Valid votes cast	**2,73,49,956**	**193**
Votes cast in favour	**2,73,43,729**	**1**
Votes Cast against	**6,227**	**2**

% of total valid votes cast in favour of the resolution: 99.98%
% of total valid votes cast against the resolution: 0.02%

ORCHID PHARMA LIMITED "Orchid Towers" 313, Valluvarkottam High Road Nungambakkam Chennai-600 034

S DHANAPAL & ASSOCIATES Company Secretaries CHENNAI

S Dhanapal & Associates
Practising Company Secretaries

Resolution No. 4 – Re-appointment of Mr. K Raghavendra Rao as Managing Director of the Company.

	No. of Shares	No. of Members
Total Votes Cast	**2,73,50,231**	**194**
Less: Invalid votes	**275**	**1**
Net Valid votes cast	**2,73,49,956**	**193**
Votes cast in favour	**2,73,34,639**	**162**
Votes Cast against	**15,317**	**31**

% of total valid votes cast in favour of the resolution: 99.95%
% of total valid votes cast against the resolution: 0.05%

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 17.8.2017 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:14.09.2017

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Chennai-600 034

Thanking you,

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

S DHANAPAL & ASSOCIATES
Company Secretaries
CHENNAI

N.Ramanathan
Partner
Membership # F6665
CP # 11084

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11/09/2017

Communication of Mr.Rajasekaran, Interim Resolution Professional of Orchid Pharma Ltd. (under Corporate Insolvency Resolution Process) to the Shareholders of the Company

Dear Shareholders,

I, R.Rajasekaran, Practicing Company Secretary & Insolvency Professional, have been appointed as Interim Resolution Professional of your Company by the National Company Law Tribunal, Chennai Bench in the case of Lakshmi Vilas Bank (as Petitioner) vs your Company (as Respondent) in CP/540(IB)/CB/2017 delivered on 17th August, 2017. I received the orders on 24-08-2017. My tenure of 30 days as Interim Resolution Professional ends on 23-09-2017. Consequent on the orders of the NCLT, Chennai Bench ordering commencement of the Corporate Insolvency Resolution Process, the management of the affairs of the Company is vested with me during my tenure. Thereafter the Committee of Creditors are vested with the management of your Company. The powers of the Board of Directors stands suspended.

In these circumstances, I authorize Mr. L.Chandrasekar, Vice-President(Finance) & Secretary to conduct the 24th Annual General Meeting of your Company and the related proceedings.

Yours sincerely,

11/09/2017

CMA CS R.Rajasekaran,
Interim Resolution Professional,
Orchid Pharma Ltd.