

**August 21, 2024**

National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai-400001

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

**Ref: Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Sub: Proceedings of the 31<sup>st</sup> Annual General Meeting ("AGM") of Orchid Pharma Limited ("the Company") held on August 21, 2024**

Dear Sir/Madam,

With reference to the captioned subject and in accordance with Regulation 30 read with Schedule III, Part A, Para A, Sub- Para 13 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, please find enclosed herewith Summary of Proceedings of 31<sup>st</sup> Annual General Meeting of the Company held on August 21, 2024, commenced at 11:30 A.M. (IST) and concluded at 12:18 P.M. (IST).

The same is also available on the official website of the Company at <http://www.orchidpharma.com/index.html>.

Kindly take the above on your records.

Thanking you,  
For **Orchid Pharma Limited**

**Kapil Dayya**  
**Company Secretary and Compliance Officer**

*Encl.: as above*

**Summary of Proceedings of the 31<sup>st</sup> Annual General Meeting of Orchid Pharma Limited held today i.e. Wednesday, August 21, 2024 at 11:30 A.M. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")**

**PRESENT THROUGH VIDEO CONFERENCING**

**Location**

Mr. Manish Dhanuka	Managing Director	Gurugram
Mr. Mridul Dhanuka	Whole Time Director	Gurugram
Mr. Arjun Dhanuka	Non- Executive Director	Gurugram
Mr. Manoj Goyal	Independent Director and Chairman of the Audit Committee	Noida
Dr. Dharam Vir	Independent Director and Chairman of the Stakeholders Relationship Committee and Nomination and Remuneration Committee	Faridabad
Ms. Shubha Singh	Independent Director	Gurgaon
Ms. Tanu Singla	Independent Director	New Delhi

**IN ATTENDANCE**

Mr. Sunil Kumar Gupta	Chief Financial Officer	Gurugram
Mr. Kapil Dayya	Company Secretary	Gurugram

**INVITEES**

Ms. Rachna Mootha	Authorized Representative of M/s. Singhi & Co., Statutory Auditor	Chennai
Mr. Sudesh Choraria	Authorized Representative of M/s. Singhi & Co., Statutory Auditor	Chennai
Ms. Smita	Authorized Representative of M/s. S. Dhanapal & Associates LLP - Secretarial Auditor	Chennai
Ms. Lakshmi	Partner, Practising Company Secretary, M/s. VAPN & Associates - Scrutinizer	Chennai

The 31<sup>st</sup> Annual General Meeting ("AGM") of the Members of Orchid Pharma Limited ("the Company") held on Wednesday, August 21, 2024 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at the deemed venue; Registered Office of the Company.

Members present through VC/OAVM: 47

Mr. Kapil Dayya, Company Secretary welcomed the members and briefed certain procedural and technical information regarding the participation and voting by the Members through VC/OAVM at the meeting.

He further informed the Members that the Statutory Registers as required under the Companies Act, 2013 and the documents referred to in the Notice of the 31<sup>st</sup> AGM were available for inspection electronically by the Members.

Mr. Manish Dhanuka, Managing Director of the Company welcomed the members and introduced the Board of Directors and attendees, who attended the meeting through Video Conferencing. He further informed the members that Mr. Ram Gopal Agarwal, Non-

Executive Director cum Chairman of the Board, had sought leave of absence from this meeting.

The Managing Director also recorded the attendance of Ms. Rachna Mootha and Mr. Sudesh Choraria, Partners, M/s. Singhi & Co., Statutory Auditors, Ms. Smita, Partner, M/s. S Dhanapal & Associates LLP, Secretarial Auditors of the Company and Ms. Lakshmi, Partner, M/s. P Muthukumar & Associates, Scrutinizer at the AGM.

Thereafter, given the absence of Mr. Ram Gopal Agarwal from the meeting and pursuant to Articles of Association of the Company read with Secretarial Standard- 2 issued by the Institute of Company Secretaries of India, Mr. Manish Dhanuka was appointed as the Chairman of the AGM.

The Chairman confirmed the presence of requisite quorum and called the meeting to order.

The Notice of AGM dated July 19, 2024 was taken as read and the Chairman delivered his speech highlighting Company's journey throughout the Financial Year 2024 with some financial insights and the macro-economic outlook.

The Company Secretary on the instructions of the Chairman informed the members that the Auditors' Report on Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 does not contain any qualification. However, there are certain qualifications made by Statutory Auditors in the Consolidated Auditor's Report, which were read out at the meeting along with the Management's response thereon. The Members were also apprised about the Emphasis of Matters along with the management response included in the Auditor' Report on the Standalone & Consolidated Financial Statements, respectively.

The Members were also explained about the comments/remarks of the Secretarial Auditors of the Company in their Report issued for the Financial Year 2023-24 along with the Management response included in the Board's Report for the same Financial Year.

Thereafter, the Chairman read out the businesses, as set out in the Notice convening the 31<sup>st</sup> Annual General Meeting, for Members' consideration and approval:

<b>S. No.</b>	<b>Resolution</b>	<b>Type of Resolution</b>
1.	Adoption of the financial statements, including the Consolidated financial statements for the financial year ending March 31, 2024, including the report of the Board of Directors and auditors thereon.	Ordinary Resolution
2.	Appointment of Mr. Ram Gopal Agarwal (DIN: 00627386) Non- Executive, Non- Independent Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
3.	Appointment of Ms. Shubha Singh (DIN: 06926872) as the Independent Director of the Company.	Special Resolution
4.	Ratification of Remuneration to the Cost Auditor for the Financial Year 2024-25.	Ordinary Resolution
5.	Approval for continuation of Directorship of Mr. Ram Gopal Agarwal (DIN: 00627386) as Non- Executive, Non-	Special Resolution

	Independent Director cum Chairman of the Board beyond the age of Seventy- Five years.	
6.	*Approval for the Re- appointment of Mr. Manish Dhanuka (DIN: 00238798) as Managing Director of the Company and payment of remuneration to him.	Special Resolution
7.	Approval for the Re-appointment of Mr. Mridul Dhanuka (DIN: 00199441) as Whole-Time Director of the Company and payment of remuneration to him.	Special Resolution
8.	Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited.	Ordinary Resolution

*\*Since Mr. Manish Dhanuka was interested in the agenda item, he stepped down as Chairman and nominated Mr. Manoj Goyal, Independent Director and Chairman of Audit Committee to Chair the AGM to transact the remaining businesses from Item No. 6. Post transacting the said business, Mr. Manish Dhanuka took the Chair and proceeded with the AGM.*

Thereafter, the Company Secretary explained the e-voting procedure to members in detail and requested to exercise their right to cast vote through e-voting at the AGM, in case they have not, during the remote e-voting period.

The members who had registered themselves as speaker shareholders were invited to express their views and queries raised by them were suitably replied by the Management. Further, the Company Secretary informed the Members to send their questions/clarifications, if any, to email id: [cs@orchidpharma.com](mailto:cs@orchidpharma.com).

Thereafter, the Members were informed that the e-voting window would be kept open for 15 minutes and requested the Members who had not already cast their vote to cast the same before the said time. It was further informed that the e-voting results along with Scrutinizer Report shall be declared within 48 hours of the conclusion of the meeting and the same would be placed on the website of the Company and NSDL.

The Meeting concluded at 12:18 P.M. (IST) with the end of e-voting time.

For **Orchid Pharma Limited**

**Kapil Dayya**  
**Company Secretary & Compliance officer**