

July 01, 2021

National Stock Exchange of India Ltd Listing Department Exchange Plaza, 5th Floor, Plot No: C/1, G - Block, Bandra — Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: ORCHPHARMA	BSE Limited Corporate Relationship Department 1st floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001 BSE Code: 524372
Luxembourg Stock Exchange Bourse de Luxembourg BP 165, L-2011 Luxembourg Siege social 11, avenue de la Portal - Neuve	London Stock Exchange 10 Paternoster Square London EC4M 7LS United Kingdom

Sub: Disclosure of Voting results along with the Scrutiniser Report of the Extraordinary General Meeting of the Company-Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam

With reference to the captioned subject, we would like to inform you that the Extraordinary General Meeting of the Company was held on June 29, 2021 at 11:30 AM through Video conference (VC)/ Other Audio Visual Means (OAVM).

In this regard, we are enclosing herewith the voting results along with the consolidated report of the Scrutinizer for both remote E-Voting and E-Voting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

Kindly take the above on your records.

Thanking you,
Yours faithfully,

For **Orchid Pharma Limited**



Nikita K
Company Secretary

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairperson,

Orchid Pharma Limited,

Orchid Towers, 313,

Valluvar Kottam High Road,

Nungambakkam, Chennai - 600034.

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the Extra-Ordinary General Meeting ('EGM) of Orchid Pharma Limited held on Tuesday, June 29, 2021 at 11:30 AM held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

1. I, **P Muthukumar, Practising Company Secretary (COP No. 20333)**, have been appointed as the Scrutinizer by the Board of Directors of **Orchid Pharma Limited ("the Company") for the Extra-Ordinary General Meeting held on Tuesday, June 29, 2021 at 11:30 AM held through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the EGM Notice dated May 22, 2021 of the Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020 and General Circular No.39/2020 dated 31.12.2020 has permitted conducting of General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the EGM is held in pursuance of the above mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the EGM of the Company through VC / OAVM:

- i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the EGM on the resolutions contained in the Notice calling the EGM.
4. The Company had availed the voting facility offered by Central Depository Securities Limited (CDSL), for conducting Remote E-voting and E-voting at the EGM, to enable the members to exercise their right to vote by electronic means.
 5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited, (CDSL).
 6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Tuesday, June 22, 2021) were entitled to vote on the resolution as set out in the EGM Notice.
 7. The remote E-Voting commenced on Friday, June 25, 2021, 9:00 AM (IST) and ended on Monday, June 28, 2021 at 5:00 PM (IST) and the CDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the EGM through VC / OAVM voted through e-voting facility provided by CDSL at the EGM.
 8. The shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the EGM.
 9. After closure of E-Voting at the EGM, the votes cast through E-Voting at the EGM and through remote E-Voting prior to the date of EGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
 10. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the EGM are submitted by me as under:

RESOLUTION NO.1

Approval for sale of Undertaking of the Company as a Related party transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Ordinary Resolution**)

(i) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	90	77	13
2.	Number of votes cast by them	13408	1056	12352
3.	% of Votes Cast	100	7.88	92.12

(ii) Invalid Votes:

S.No	Particulars	Total
1.	Number of Members Voting	1
2.	Number of votes cast by them	40000072

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the EGM was not passed by members through E-Voting at the EGM and remote e-voting with requisite majority.

RESOLUTION NO.2

Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited. **(Ordinary resolution)**

(i) Voted In favour / against the Resolution:

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	89	76	13
2.	Number of votes cast by them	13406	1054	12352
3.	% of Votes Cast	100	7.86	92.14

(ii) Invalid Votes:

S.No	Particulars	Total
1.	Number of Members Voting	1
2.	Number of votes cast by them	40000072

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the EGM was not passed by members through E-Voting at the EGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the EGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the EGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **P MUTHUKUMARAN AND ASSOCIATES**

MUTHUKUMARAN Digitally signed by
MUTHUKUMARAN
Date: 2021.06.30 14:26:39 +05'30'

P. MUTHUKUMARAN

Mem No. : F-11218

C.P No : 20333

UDIN: F011218C000550163

Date: June 30, 2021

Place: Chennai

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			01. Approval for sale of Undertaking of the Company as a Related party transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
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
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	40000072	NA#	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	40000072	NA#	0	0	0	0	0
Public-Institutions	E-Voting	411530	12056	2.930	-	12056	-	100
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	411530	12056	2.930	0	12056	0	100
Public- Non Institutions	E-Voting	404798	1352	0.334	1056	296	78.11	21.89
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	404798	1352	0.334	1056	296	78.11	21.89
Total		40816400	13408	3.264	1056	12352	7.88	92.12

Promoters Voted in favor of the resolution was not counted in “No. of votes polled” as they are related party to the Company.

Resolution No.			02. Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
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
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	40000072	NA#	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	40000072	NA#	0	0	0	0	0
Public-Institutions	E-Voting	411530	12056	2.930	-	12056	-	100
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	411530	12056	2.930	0	12056	0	100
Public- Non Institutions	E-Voting	404798	1350	0.333	1054	296	78.11	21.89
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	404798	1350	0.333	1054	296	78.07	21.93
Total		40816400	13406	3.263	1054	12352	7.86	92.14

Promoters Voted in favor of the resolution was not counted in “No. of votes polled” as they are related party to the Company.

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by MANISH
DHANU DHANUKA
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Date: 2021.06.30 14:27:01 +05'30'