

July 16, 2022

<b>National Stock Exchange of India Limited Listing Department, Bandra Kurla Complex, Mumbai- 400 051 Scrip code: ORCHIDPHAR</b>	<b>BSE Limited Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 524372</b>
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**Sub: Proceedings of the 29th Annual General Meeting of the Company**

Dear Sir/ Madam,

In accordance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Proceedings of the 29<sup>th</sup> Annual General Meeting of the Company held on July 15, 2022.

Kindly take the above information on records.

Thanking you,

For **Orchid Pharma Limited**



**Nikita K**  
★  
Company Secretary

**PROCEEDINGS OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED HELD ON FRIDAY, JULY 15, 2022 AT 03:00 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")**

**PRESENT THROUGH VIDEO CONFERENCING**

		<b>Location</b>
Shri. Manish Dhanuka	Managing Director	Chennai
Shri. Mridul Dhanuka	Whole Time Director	Chennai
Shri. Manoj Kumar Goyal	Independent Director and Chairman of the Audit Committee	Noida
Dr. Dharam Vir	Independent Director, Chairman of the Stake Holder Relationship Committee and the Risk Management Committee.	Faridabad
Shri. Mudit Tandon	Independent Director and Chairman of the Nomination and Remuneration Committee	Gurugram
Smt. TanuSingla	Independent Director	Ghaziabad

**IN ATTENDANCE**

Shri. Sunil Kumar Gupta	Chief Financial Officer	Chennai
Ms. Nikita K	Company Secretary	Chennai

**INVITEES**

Shri. N Ramanathan	Partner, M/s S Dhanapal & Associates, Secretarial Auditor	Chennai
Shri. P Muthukumaran	Practising Company Secretary, M/s. P Muthukumaran and Associates Scrutinizer	Chennai

Ms. Nikita K, Company Secretary welcomed the Members and informed that the 29<sup>th</sup> Annual General Meeting (AGM) of Orchid Pharma Limited was being held through Video Conference ("VC") / Other Audio Visual means ("OAVM") to conduct the business as set out in the Notice. The meeting commenced at 03:00 P.M. After the invocation, Ms. Nikita K, Company Secretary briefed certain procedural and technical information regarding the participation by the Members through Video conferencing and then requested Mr. Manish Dhanuka, Managing Director to introduce the Members of the Board.

Mr. Manish Dhanuka, Managing Director welcomed the Members present at the AGM through video conferencing facility and introduced the Directors, Key Managerial Personnel, Secretarial Auditor and Scrutinizer present at the meeting through Video conferencing mode. The Managing Director also apprised the Members that Mr. Ram Gopal Agarwal, Chairman and Non-Executive Director and Mr. Arun Kumar Dhanuka, Non-Executive Director of the Board had expressed their inability to attend the Annual General Meeting due to their pre-commitments. Leave of absence was granted to Mr. Ram Gopal Agarwal and Mr. Arun Kumar Dhanuka.

Owing to the absence of Mr. Ram Gopal Agarwal from the Annual General meeting and as per the Articles of Association of the Company, the Directors present at the meeting were requested to elect a Chairman among themselves to chair the meeting. Mr. Manish Dhanuka, Managing Director was elected as the Chairman for the meeting. Thereafter, Mr. Manish Dhanuka, Chairman of the meeting declared that the requisite quorum was present at the meeting and that the meeting was in order to commence the official business. The Chairman welcomed all the Members to the 29<sup>th</sup> Annual General Meeting of the Company held

through Video conferencing as per the provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Chairman informed that the Company has taken all the feasible efforts under the current circumstances to enable members to participate through video conference and cast their votes electronically. The Members were informed that the Statutory Registers as required under the Companies Act, 2013 and the documents referred to in the Notice of the 29<sup>th</sup> AGM were available for inspection electronically by the Members.

The Chairman then delivered his speech. The Company Secretary briefed the Members that the remote e-voting period commenced on 9.00 A.M. on Monday, July 11, 2022 and ended on 5.00 P.M on Thursday, July 14, 2022. The Company Secretary further added that the Company had appointed Mr. P Muthukumar, Practising Company Secretary, M/s. P Muthukumar and Associates, Practising Company Secretaries as Scrutinizer for conducting the e-voting in a transparent manner.

The Managing Director then briefed the Members on the operational and financial performance of the Company for the financial year ended March 31, 2022 and outlined the Company's expansion plans and strategies. He expressed confidence that the Company's performance would further improve in the current year. The Managing Director then invited the Members who had registered as speakers to speak /ask questions or express their views. The questions raised by Members were suitably replied by the Managing Director. The Managing Director then informed the Members present that for any questions /clarifications unanswered at this AGM, then such query may be sent via e-mail to the following e-mail id: Nikita K- Company Secretary- [nikitak@orchidpharma.com](mailto:nikitak@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. He further added that the results of e-voting will be declared within 48 hours of the conclusion of the meeting and the same would be intimated to the stock exchanges and uploaded on the website of the company and CDSL.

The Managing Director then thanked the Members present for their continued support and confidence in the Company and announced the formal closure of the 29th Annual General Meeting of the Company. The meeting was concluded at 03:55 P.M. (including e-voting at AGM). The shareholders voted through remote e-voting and e- voting at the AGM on the following businesses as given in the Notice of the 29<sup>th</sup> Annual General Meeting of the Company.

## **ORDINARY BUSINESS**

### **Ordinary Resolution**

1. To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022;
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022;
- c) The Reports of the Board of Directors ("the Board") and Auditors thereon;

**Ordinary Resolution**

2. To appoint a Director in place of Shri Ram Gopal Agarwal (DIN: 00627386) Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment

**Ordinary Resolution**

3. To appoint Statutory Auditors of the Company and to fix their remuneration

**SPECIAL BUSINESS**

**Ordinary Resolution**

4. Ratification of Remuneration to the Cost Auditor for the Financial year 2022-23

**Ordinary Resolution**

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

The Members were further informed that the e-voting results will be declared within forty eight hours from the conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the Company's website and will also be sent to the Stock Exchanges for dissemination.

Date: July 16, 2022

Place: Chennai

For **Orchid Pharma Limited**  
"Orchid Towers"  
313, Valluvarkottam  
High Road  
Nungambakkam  
Chennai - 600 034  
**Nikita K**  
\*  
Company Secretary

