

August 14, 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: Proceedings of the 28th 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 28th Annual General Meeting of the Company held on August 13, 2021.

Kindly take the above on your records.

Thanking you,
Yours faithfully,

For **Orchid Pharma Limited**
"Orchid Towers"
313, Valluvarkottam
High Road
Nungambakkam
Chennai - 600 034



Nikita K
Company Secretary

PROCEEDINGS OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED HELD ON FRIDAY, AUGUST 13, 2021 AT 12.20 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")

PRESENT THROUGH VIDEO CONFERENCING

Shri. Manish Dhanuka	Managing Director
Shri. Mridul Dhanuka	Whole Time Director
Shri. Arun Kumar Dhanuka	Non-Executive Director
Shri. Manoj Kumar Goyal	Independent Director and Chairman of the Audit Committee
Dr. Dharam Vir	Independent Director, Chairman of the Stake Holder Relationship Committee and the Risk Management Committee.
Shri. Mudit Tandon	Independent Director and Chairman of the Nomination and Remuneration Committee
Smt. Tanu Singla	Independent Director

IN ATTENDANCE

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

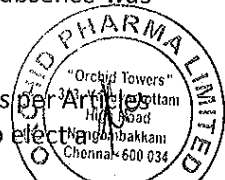
INVITEES

Shri. Venugopal	Authorized Representative, M/s CNSGN & Associates LLP, Statutory Auditor
Shri. N Ramanathan	Partner, M/s S Dhanapal & Associates Secretarial Auditor
Shri. P Muthukumaran	Practising Company Secretary, M/s. P Muthukumaran and Associates Scrutinizer

Ms. Nikita K, Company Secretary welcomed the Members and informed that the 28th 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 12:20 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, Authorized Representative of Statutory Auditor, Secretarial Auditor, Internal Auditor and Scrutinizer present at the meeting through Video conferencing mode. The Managing Director also apprised the Members that Mr. Ram Gopal Agarwal, Chairman (Non-Executive Director) of the Board had expressed his inability to attend the Annual General Meeting due to his pre-commitments. Leave of absence was granted to Mr. Ram Gopal Agarwal.

Owing to the absence of Mr. Ram Gopal Agarwal from the Annual General meeting and as per Articles of Association of the Company, the Directors present at the meeting where requested to elect



Chairman among themselves to chair the meeting. Mr. Manoj Kumar Goyal, Independent Director was elected as the Chairman for the meeting.

Mr. Manish Dhanuka, Managing Director then requested Mr. Manoj Kumar Goyal, Chairman of the meeting to conduct the proceedings of the General Meeting. Thereafter, Mr. Manoj Kumar Goyal, Chairman 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 28th 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 28th 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, August 09, 2021 and ended on 5.00 P.M on Thursday, August 12, 2021. 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, 2021 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

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 28th Annual General Meeting of the Company. The meeting was concluded at 01:30 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 28th Annual General Meeting of the Company.



ORDINARY BUSINESS

Ordinary Resolution

1. To consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021;
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021;
- c) The Reports of the Board of Directors ("the Board") and Auditors thereon;

Ordinary Resolution

2. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425) Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

Ordinary Resolution

3. Ratification of Remuneration to the Cost Auditor for the Financial year 2021-22.

Special Resolution

4. To approve the Borrowing Powers of the Company under Section 180 (1) (c) of the Companies Act, 2013.

Special Resolution

5. Approval for creation of Charges/ Mortgage properties of the Company under Section 180 (1) (a) of the Companies Act, 2013.

Special Resolution

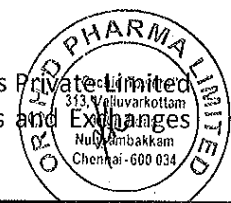
6. Approval to make Investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013.

Ordinary Resolution

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

Ordinary Resolution

8. Approval for Material Related Party Transaction with M/s. OrBion Pharmaceuticals Private Limited 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

9. Approval for material Related party transaction(s) with M/s. Dhanuka Laboratories Limited ("Promoter Company")

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 : August 14,2021

Place : Chennai

