

PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED HELD ON MONDAY, DECEMBER 30, 2019 AT 11.00 A.M. AT SRI THYAGA BRAHMA GANA SABHA (VANI MAHAL), NO.103, G N CHETTY ROAD, PARTHASARATHI PURAM, T NAGAR, CHENNAI - 600 017, TAMIL NADU, INDIA.

The 26th Annual General Meeting of Orchid Pharma Limited was held on Monday, December 30, 2019 at 11.00 A.M. at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai -600 017, Tamil Nadu, India to conduct the business as set out in the Notice. The meeting commenced at 11.00 A.M.

After the invocation, the members were informed to elect one of the members present as Chairman of the Meeting by show of hands as per the provisions of the Companies Act, 2013 and the rules made thereunder and the Memorandum and Articles of Association of the Company, as the Company is under Corporate Insolvency Resolution Process.

The members present at the meeting elected by show of hands, Shri S Mani (DPID: IN301313 CLIENTID: 20319528) to be the Chairman of the meeting.

Shri S Mani took the Chair and called the meeting to order as the requisite quorum was present. The Chairman also informed the members present that as required under Section 170 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding and Register of Proxies are available and are open for inspection by the Members.

The Chairman also informed the Members about the presence of the scrutinizer Shri N Ramanathan, Partner, M/s S Dhanapal Associates, Practising Company Secretaries, who were appointed for scrutinising the e-voting process at the meeting.

The Chairman asked for reading the Auditor's report.

Shri S Mani, the Chairman, explained the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

He further added that the remote e-voting period commenced at 09.00 A.M. on Thursday, December 26, 2019 and ended at 5.00 P.M on Sunday, December 29, 2019 (both days inclusive). Shri N Ramanathan, Partner of M/s Dhanapal Associates, Practising Company Secretaries (Membership No. Fcs 6665) was appointed as the Scrutinizer to scrutinize the voting process.





The Chairman informed the members present that for any questions/clarifications on the Company's operations and the annual accounts and other items of businesses to be transacted at this AGM, the members may send their query via e-mail to the following e-mail id:

pillai@orchidpharma.com; corporate@orchidpharma.com

Queries were raised by the members present on the operations & financials of the Company and also on the status of the Corporate Insolvency Resolution Process (CIRP). The queries by members were suitably replied by the Resolution Professional as well as by the Chairman.

The Chairman informed that in order to provide an opportunity to the shareholders who could not exercise their vote through e-voting, facility of voting through poll paper is being made available at the AGM venue.

The resolutions proposed at the Annual General Meeting for the consideration of the Members were:

ORDINARY BUSINESS

1. Receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Year ended March 31, 2019, including the Audited Standalone and Consolidated Balance Sheets as at March 31, 2019, the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and the Auditor's thereon.

SPECIAL BUSINESS

2. Remuneration of Cost Auditor, Shri J Karthikeyan, Cost Accountants for the Financial year 2019-20.

He further briefed the members that all the resolutions stated above are to be carried out as Ordinary resolution.

Further, the Chairman declared the poll on all resolutions to be transacted at the AGM, to enable members to vote who did not participate in the e-voting to cast their vote.

After conclusion of the poll, the chairman announced that the combined results of the e-voting and poll taken at the meeting would be announced to the Stock exchanges in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure

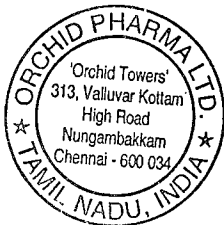


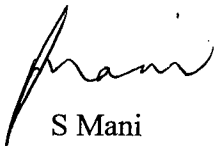


Requirements) Regulations, 2015 and will be displayed by the Company on its website (www.orchidpharma.com) within 48 hours of the passing of the resolutions at the Annual General Meeting.

The meeting was concluded at 13.00 P.M.

Place: Chennai
Date: December 31, 2019




S Mani
President –API, CSR&SH&E