

**December 30, 2022**

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

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

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

**Sub: Voting Results and Scrutinizer Report of the Extraordinary General Meeting ("EGM") of  
Orchid Pharma Limited ("Company")**

Dear Sir/Madam,

This is in continuation of our earlier announcements dated December 01, 2022, December 02, 2022,  
December 06, 2022 and December 29, 2022.

In view of the above, please find enclosed herewith Voting Results as required under Regulation 44 of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated  
Report of the Scrutinizer pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 for e-voting of the Extraordinary General  
Meeting of the Company which was held on Thursday, December 29, 2022 at 11.30 a.m. (IST) through  
video conferencing/other audio visual means.

Kindly take the above on your record.

Thanking you,  
For **Orchid Pharma Limited**

  
**Marina Peter**  
**Company Secretary**  
Encl. as above





# VAPN & ASSOCIATES.

COMPANY SECRETARIES

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Chairman of Extra- Ordinary General Meeting of**

**ORCHID PHARMA LIMITED**

(CIN: L24222TN1992PLC022994)

Orchid Towers, 313, Valluvar Kottam High Road

Nungambakkam, Chennai, Tamil Nadu-600034

**Sub: Consolidated scrutinizer's report for remote e-voting and e-voting during the Extra- Ordinary General Meeting (EGM) of Members of ORCHID PHARMA LIMITED held on Thursday, December 29, 2022 at 11.30 A.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM).**

Dear Sir,

1. I, Prabhakar Kumar, having ICSI Membership No. FCS-5781 and CoP No. 10630, Partner of M/s VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), have been appointed as the Scrutinizer by the Board of Directors of ORCHID PHARMA LIMITED ("the Company") at its meeting held on Thursday, December 1, 2022 for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Extra-ordinary General Meeting ('EGM') and ascertaining the requisite majority on remote e-voting and voting through electronic voting system during the EGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and applicable circulars on the business contained in the Notice of the EGM of the Company held on Thursday, December 29, 2022 at 11.30 A.M. (IST) through Video Conferencing ('VC') facility/ Other Audio-Visual Means ('OAVM').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the business set out in the Notice of the EGM dated December 01, 2022. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC /OAVM during the EGM is restricted in making a Scrutinizer's Report of



Office : No.1 Shiva Enclave ,3rd floor , Pitampura, New Delhi -110034

Contact us on +91 11 49058932 , 45040789

e-mail : info@vapn.in : website: www.vapn.in



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the votes cast "FOR" or "AGAINST" the business as set out in the Notice of the EGM, based on the report generated from the electronic voting system provided by National Securities Depository Limited ('NSDL'), engaged by the Company to provide remote e-voting and electronic voting facility during the EGM of the Company.

3. Further to above, I submit my report as under:
  - 3.1. The Company has provided the remote e-voting and e-voting facility offered by NSDL, E-voting Agency, through their e-voting website [www.evoting.nSDL.com](http://www.evoting.nSDL.com). The Company had uploaded Notice of EGM dated December 01, 2022 mentioning the item of business to be transacted at the EGM on the website of the Company and NSDL to facilitate its members to cast their vote through e-voting.
  - 3.2. EGM Notice was sent electronically only to those Members who had registered their email addresses with the Depository Participants/ Registrar and Share Transfer Agent (RTAs) i.e. M/s. Abhipra Capital Limited ("Abhipra") upto the cut-off date for sending the EGM notice i.e. Thursday, December 22, 2022.
  - 3.3. The dispatch of the Notice of EGM through e-mails was completed on Tuesday, December 06, 2022.
  - 3.4. As prescribed in the Rules and General Circulars issued by the MCA, the Company has published advertisements in newspapers on Wednesday, December 7, 2022 in "Financial Express", (in English) and in "Makkal Kural" (in Tamil) and it carried all required information as specified in the said rules and notifications.
  - 3.5. The Members of the Company as on the "Cut-off" date i.e. Thursday, December 22, 2022 were entitled to vote on the business as set out in the Notice of the EGM dated December 01, 2022.
  - 3.6. At the EGM held on Thursday, December 29, 2022 at 11.30 A.M. (IST) through VC/OAVM, it was announced that Members who had not exercised their votes through remote e-voting may, exercise their votes through electronic voting system being provided during the meeting.
  - 3.7. The remote e-voting commenced from Monday, December 26, 2022 (9:00 A.M. IST) and concluded on Wednesday, December 28, 2022 (5.00 P.M. IST) and the NSDL e-voting platform was blocked thereafter.
  - 3.8. After the closure of the remote e-voting, the voting platform was kept open during the EGM, the report on remote e-voting was diligently scrutinized.



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e-mail : [info@vapn.in](mailto:info@vapn.in) : website: [www.vapn.in](http://www.vapn.in)



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- 3.9. The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of NSDL. The votes were unblocked by me at 12:12 p.m. on Thursday, December 29, 2022, in the presence of two witnesses, Ms. Meenu Sharma R/o. B-1 / 31, Vishnu Garden, Street Number-4, Delhi -110018 and Mr. Neeraj Soni R/o A-238, Gali No. 09, Madhu Vihar, New Delhi-110059, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Meenu Sharma

Neeraj Soni

- 3.10. My consolidated report on the results of voting through remote e-voting and voting through electronic means during the EGM is as under:

**Resolution at Item No.1:** To consider and approve raising of funds through issuance of Equity Shares of the Company for an amount aggregating up to Rs. 500 Cr. on Qualified Institutional Placements basis

**Type of Resolution:** Special Resolution.

| Particulars    | Remote e-voting |                    | Voting at the EGM through e-voting |              | Total     |                    | Percentage (%) |
|----------------|-----------------|--------------------|------------------------------------|--------------|-----------|--------------------|----------------|
|                | Number          | Votes              | Number                             | Votes        | Number    | Votes              |                |
| <b>Assent</b>  | <b>60</b>       | <b>3,67,22,542</b> | <b>1</b>                           | <b>4,700</b> | <b>61</b> | <b>3,67,27,242</b> | <b>100</b>     |
| <b>Dissent</b> | <b>12</b>       | <b>112</b>         | <b>Nil</b>                         | <b>Nil</b>   | <b>12</b> | <b>112</b>         | <b>Nil</b>     |
| <b>Total</b>   | <b>72</b>       | <b>3,67,22,654</b> | <b>1</b>                           | <b>4,700</b> | <b>73</b> | <b>3,67,27,354</b> | <b>100</b>     |

**Result:-** Based on the aforesaid results, I report that the Special Resolution as contained in item No. 1 of the EGM Notice dated December 1, 2022, has been passed with requisite majority.



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**Notes:**

- (i) Aforesaid resolution contained in the EGM Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- (ii) The figures in percentage have been rounded off to 2 decimal points.
- (iii) Votes cast by Nippon Life India Trustee Ltd. aggregating to 10,00,000 votes which was casted in favour, are considered as invalid due to lack of proper authorization.
- (iv) The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Ms. Marina Peter, Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

**Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing

Thanking you,  
Yours faithfully,

**Prabhakar Kumar**  
Practicing Company Secretaries  
FCS No: 5781 | COP No: 10630

Partner  
**VAPN & Associates**  
Practicing Company Secretaries  
ICSI Unique Code: P2015DE045500  
Peer Review Certificate No.975/2020  
ICSI UDIN: F005781D002829019

Countersigned by:  
For Orchid Pharma Limited

*Marina*  
**Marina Peter**  
Authorised Signatory



Place: New Delhi  
Date: December 29, 2022

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

| Date of the EGM   | 29-Dec-22  |                        |                         |  |                              |                            |  |  |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Total No. of Shareholders as on Record Date                                   | 31657  |                        |                         |  |                              |                            |  |  |
| No. of shareholders present in the meeting either In person or through proxy: |  |                        |                         |  |                              |                            |  |  |
| Promoters and Promoter Group:   | N.A.   |                        |                         |  |                              |                            |  |  |
| Public:   | N.A.   |                        |                         |  |                              |                            |  |  |
| No. of Shareholders attended the meeting through Video Conferencing           |  |                        |                         |  |                              |                            |  |  |
| Promoters and Promoter Group:   | 1  |                        |                         |  |                              |                            |  |  |
| Public:   | 48   |                        |                         |  |                              |                            |  |  |
| Resolution No.  | 1  |                        |                         |  |                              |                            |  |  |
| Resolution required: (Ordinary/ Special)                                      | Special Resolution:<br>To consider and approve raising of funds through Issuance of Equity Shares of the Company for an amount aggregating up to Rs. 500 Cr. on Qualified Institutional Placements basis |                        |                         |  |                              |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?     | No   |                        |                         |  |                              |                            |  |  |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting   | 3,67,19,957            | 3,67,19,957             | 100.00   | 3,67,19,957                  | 0                          | 100.00   | 0.00   |
|   | Poll   |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Total  |                        | 3,67,19,957             | 3,67,19,957  | 100.00                       | 3,67,19,957                | 0  | 100.00   |
| Public- Institutions  | E-Voting   | 14,83,045              | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Poll   |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Total  |                        | 14,83,045               | 0  | 0.00                         | 0                          | 0  | 0.00   |
| Public- Non Institutions  | E-Voting   | 26,13,398              | 7,397                   | 0.28   | 7,285                        | 112                        | 98.49  | 1.51   |
|   | Poll   |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0.00   | 0                            | 0                          | 0.00   | 0.00   |
|   | Total  |                        | 26,13,398               | 7,397  | 0.28                         | 7,285                      | 112  | 98.49  |
| Total   |  | 4,08,16,400            | 3,67,27,354             | 89.98  | 3,67,27,242                  | 112                        | 100.00   | 0.00   |

One Public Institutional Shareholder holding 10,00,000 equity shares, aggregating to 10,00,000 votes which was casted In favour, are considered as invalid due to lack of proper authorization

