

December 31, 2020

<b>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</b>	<b>BSE Limited Corporate Relationship Department 1st floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai - 400 001 BSE Code: 524372</b>
<b>Luxembourg Stock Exchange Bourse de Luxembourg BP 165, L-2011 Luxembourg Siege social 11, avenue de la Porte-Neuve</b>	<b>London Stock Exchange 10 Paternoster Square London EC4M 7LS United Kingdom</b>

**Sub: Proceedings of the 27<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting of the Company held on December 30, 2020.

Kindly take the above on your records

Thanking you,

Yours faithfully,

**Nikita K****Company Secretary**

Encl: a/a



**PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED HELD ON WEDNESDAY, DECEMBER 30, 2020 AT 12.00 NOON THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO VISUAL MEANS ("OAVM").**

**PRESENT THROUGH VIDEO CONFERENCING**

Mr. Ram Gopal Agarwal	Chairman and Non-Executive Director
Mr Manish Dhanuka	Managing Director
Mr. Mridul Dhanuka	Whole Time Director
Mr. Arun Kumar Dhanuka	Non-Executive Director
Mr. Manoj Kumar Goyal	Independent Director and Chairman of the Audit Committee
Dr Dharam Vir	Independent Director and Chairman of the Stake Holder Relationship Committee
Mr. Mudit Tandon	Independent Director and Chairman of the Nomination and Remuneration Committee
Ms. Tanu Singla	Independent Director

**In attendance**

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

**Invitees**

Mr. Chinnsamy Ganesan, Partner, M/s CNSGN & Associates LLP	Statutory Auditor
Mr. N Ramanathan, Partner, M/s S Dhanapal & Associates	Secretarial Auditor
Ms. S Lalitha, M/s. LB & Co	Scrutinizer

Ms. Nikita K, Company Secretary welcomed the Members and informed that the 27<sup>th</sup> Annual General Meeting 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 12.00 Noon.

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, Statutory Auditor





Secretarial Auditor, Cost Auditor and Scrutinizer present at the meeting through Video conferencing mode.

Mr. Manish Dhanuka, Managing Director then requested the Chairman, Mr. Ram Gopal Agarwal, to conduct the proceedings of the General Meeting. Thereafter, Mr. Ram Gopal Agarwal, 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 27<sup>th</sup> Annual General Meeting of the Company held through Video conferencing for the first time as per the provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and Securities 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 27<sup>th</sup> AGM were available for inspection electronically by the Members.

The Chairman delivered his speech and briefed the Members on the operational and financial performance of the Company for the financial year ended March 31, 2020 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 Company Secretary briefed the Members that the remote e-voting period commenced on 9.00 A.M. on Saturday, December 26, 2020 and ended on 5.00 P.M on Tuesday, December 29, 2020. The Company Secretary further added that the Company had appointed Mrs. S Lalitha, M/s LB & Co, Practising Company Secretaries as Scrutinizer for conducting the e-voting in a transparent manner.

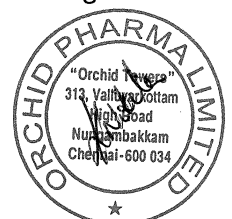
The Managing Director then invited the Members who had registered as speakers to speak /ask questions or express their views. The questions raised by Members were suitably replied by the Managing Director. The Company Secretary then informed the members present that for any questions /clarifications unanswered at this AGM, the members may send their query 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 27<sup>th</sup> Annual General Meeting of the Company. The meeting was concluded at 12: 50 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 27<sup>th</sup> Annual General Meeting of the Company:





### **ORDINARY BUSINESS**

1. To consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020;
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020;
  - c. The Reports of the Board of Directors (“the Board”) and Auditors thereon;

### **SPECIAL BUSINESS**

2. Ratification of Remuneration to Cost Auditor for the financial year 2020-21.
3. Appointment of Dr Dharam Vir (DIN: 08771224) as an Independent Director.
4. Appointment of Ms Tanu Singla (DIN: 08774132) as an Independent Director.
5. Appointment of Mr Manoj Kumar Goyal (DIN: 06361663) as an Independent Director.
6. Appointment of Mr Mudit Tandon (DIN: 06417169) as an Independent Director.
7. Appointment of Mr Arun Kumar Dhanuka (DIN: 00627425) as Non-Executive Director.
8. Appointment of Mr Ram Gopal Agarwal (DIN: 00627386) as Non-Executive Director.
9. Appointment of Mr Manish Dhanuka (DIN: 00238798) as Managing Director.
10. Appointment of Mr Mridul Dhanuka (DIN: 00199441) as Whole Time Director.
11. Approval for Material Related Party Transactions.
12. Sell, Lease or otherwise dispose of Whole or Substantially the whole of the Undertaking(s) of the Company – Special Resolution
13. Fund Raising through Issue of Equity Shares on a Preferential Allotment/Private placement basis- Special Resolution.



Place: Chennai  
Date: December 31, 2020

Nikita K  
Company Secretary