

May 29, 2022

| | |
|--|--|
| National Stock Exchange of India Limited 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 Dalal Street, Fort Bandra (East), Mumbai - 400 051 BSE Code: 524372 |
|--|--|

Dear Sir/Madam

Sub: Annual Secretarial Compliance report for the year ended March 31, 2022

With reference to the captioned subject and pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report issued by M/s. S Dhanapal & Associates, Practising Company Secretaries, for the year ended March 31, 2022.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

For Orchid Pharma Limited



S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

SECRETARIAL COMPLIANCE REPORT OF ORCHID PHARMA LIMITED FOR THE YEAR ENDED 31.03.2022

We S Dhanapal & Associates, Practising Company Secretaries, Chennai have examined:

- (a) all the documents and records made available to us and explanation provided by *ORCHID PHARMA LIMITED* having CIN L24222TN1992PLC022994 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as substituted by the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018; - *Not Applicable*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



S Dhanapal & Associates

Practising Company Secretaries

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as substituted by the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 - *Not Applicable*;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable*;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable*;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practising Company Secretary |
|--------|---|--------------------------------|---|
| 1 | 34 (2) (f) of LODR | Business Responsibility Report | The company has informed us that link has been missed to be provided in Annual Report sent to shareholders electronically |
| - | - | - | - |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



[Signature]
Page 2 of 5

S Dhanapal & Associates

Practising Company Secretaries

| Sr. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practising Company Secretary, if any. |
|-----|-----------------|----------------------|--|---|
| - | - | - | - | - |
| - | - | - | - | - |

(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practising Company Secretary in the previous reports (31-03-2019) | Observations made in the secretarial compliance report for the year ended 31.03.2020 | Observations made in the secretarial compliance report for the year ended 31.03.2021 | Actions taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity |
|---------|---|--|--|--|--|
| 1 | Reg. 25 of SEBI (LODR) (Obligations with respect to Independent Directors) –All the Directors on the Board resigned and the nomination made by Bank was withdrawn. There is only one director on the Board. | Regulation 25 of LODR – Obligations with respect to Independent Directors The company does not have any independent director on its board. Since the powers and management vested with the resolution professional, the appointment and reconstitution of the Board can be done only when the powers are back to the board after completion of CIRP | - | Pursuant to the approved Resolution Plan, at the Monitoring Committee Meeting held on March 31, 2020 the Board was formed with 4 (Four) Non Executive Directors as Additional Directors. | Subsequent to the approval of resolution plan, the Board has been reconstituted with directors on March 31, 2020 and subsequently Independent Directors have also been appointed on the Board on 29th June 2020 during the financial year 2020-21. |
| 2 | Reg. 33(3) of LODR – Delay in submission of Financial Results for the Quarter ended 30.06.2018 and | - | - | The fine as imposed by NSE and BSE Ltd. for the said delay was paid by the Company | The fine as imposed by NSE and BSE Ltd. for the said delay was paid by the Company. The Financial results for all quarters during the year ended 31.3.2021 |



N. Dhanapal

S Dhanapal & Associates

Practising Company Secretaries

| | | | | | |
|---|--|--|--|---|---|
| | 30.09.2018 beyond the stipulated time of 45 days from the end of the Quarter | | | | has been submitted within the stipulated time from the end of the quarter. |
| 3 | Reg. 33(3) of LODR – Delay in submission of Financial Results for the financial year ended 31.03.2018 beyond the stipulated time of 60 days from the end of the financial year | | | The fine as imposed by NSE and BSE Ltd. for the said delay was paid by the Company | The fine as imposed by NSE and BSE Ltd. for the said delay was paid by the Company. The Financial results for all quarters during the year ended 31.3.2021 has been submitted within the stipulated time from the end of the quarter. |
| 4 | | Regulation 24A of LODR – Delayed submission of the Annual Secretarial Compliance Report for the Financial year ended 31-03-2019 on June 3, 2019 whereas the due date for its submission was May 31, 2019 | | Though there was a delay of three days, the report has been filed | <ul style="list-style-type: none"> For the FY ended 31.03.2019, though there was a delay the report has been filed For the FY ended 31.03.2020, the report was filed within the stipulated time limit |
| 5 | | Regulation 33(3) of LODR – Submission of Financial Results for every quarter within 45 days from the end of the Quarter The company filed the unaudited financial results for the quarter ended 31.12.2019 with delay on 17-02-2020 | | Though there was a delay, the results have been submitted. | Though there was a delay, the results have been submitted. The Financial results for all quarters during the year ended 31.3.2021 has been submitted within the stipulated time limit from the end of the quarter. |
| 6 | | Regulation 33(3) of LODR – Submission of Financial Results for the financial year ended 31.03.2019 within 60 days from | | Though there was a delay the results have been filed and the late fees as imposed by NSE and BSE Ltd. was also paid | Though there was a delay the results have been filed and the late fees as imposed by NSE and BSE Ltd. was also paid. The Financial |



[Handwritten Signature]

S Dhanapal & Associates

Practising Company Secretaries

| | | | | | |
|---|--|--|--|---|---|
| | | the end of the financial year The company filed the audited financial results for the financial year ended 31-03-2019 with delay on 03-06-2019 | | | results for all quarters during the year ended 31.3.2021 has been submitted within the stipulated time limit from the end of the quarter. |
| 7 | | Regulation 6(1) of LODR -Vacancy of the Company Secretary is not filled within a reasonable period of time The Company Secretary retired from the services of the Company with effect from 30.06.2019. Wherein another Company Secretary was appointed only on 05.03.2020 | | A Company Secretary is appointed w.e.f 05-03-2020 | A Qualified Company Secretary is appointed as the Compliance Officer during the period under review and she continues to be compliance officer during the entire period under review. Further the penalty of Rs. 75,520/- imposed by the BSE and paid by the Company during 2020-21 was waived off during 2021-22. The fine already paid is to be adjusted towards Annual Listing Fees |

We further report that our Audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

Place: Chennai

Date: 12-05-2022

Signature: 

UDIN: F006665D000285482

Name of the Practising Company Secretary: N. Ramanathan

Partner, S Dhanapal & Associates, A firm of Practising Company Secretaries

ACS/ FCS No.: F6665

C P No.:11084

