

July 17, 2022

<b>National Stock Exchange of India Ltd</b> <b>Listing Department</b> Exchange Plaza, 5th Floor, Plot No: C/1, G - Block, Bandra — Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: ORCHPHARMA	<b>BSE Limited</b> <b>Corporate Relationship Department</b> 1st floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai - 400 001 BSE Code: 524372
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**Sub: Disclosure of Voting results along with the Scrutiniser Report of the 29th Annual General Meeting of the Company - Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

Dear Sir/Madam

With reference to the captioned subject, we would like to inform you that the 29th Annual General Meeting of the Company was held on July 15, 2022 at 03:00 P.M. through Video conference (VC)/ Other Audio Visual Means (OAVM). In this regard, we are enclosing herewith the voting results along with the consolidated report of the Scrutiniser for both remote E-Voting and E-Voting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

Kindly take the above information on records.

Thanking you

Yours faithfully,

For **Orchid Pharma Limited**

MANISH | Digitally signed  
DHANUK | by MANISH  
A | DHANUKA  
Date: 2022.07.17  
11:36:48 +05'30'

Manish Dhanuka  
Managing Director  
DIN:00238798

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

**To,**

**The Chairperson,**

**Orchid Pharma Limited,**

Orchid Towers, 313,

Valluvar Kottam High Road,

Nungambakkam, Chennai - 600034.

**Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 29<sup>th</sup> Annual General Meeting ('AGM') of Orchid Pharma Limited held on Friday, July 15, 2022 at 03:00 P.M held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).**

1. I, **P Muthukumar, Practising Company Secretary (COP No. 20333)**, have been appointed as the Scrutinizer by the Board of Directors of **Orchid Pharma Limited** ("the Company") for the **29<sup>th</sup> Annual General Meeting held on Friday, July 15, 2022, at 03:00 P.M held through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the AGM Notice dated June 14, 2022, of the 29<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020 and General Circular No.39/2020 dated 31.12.2020 Circular No. 10/2021 dated 23.06.2021, Circular No. 20/2021 dated 08.12.2021 and Circular No. 2/2022 dated 05.05.2022 has permitted conducting of General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC / OAVM:

- i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
  - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
4. The Company had availed the voting facility offered by Central Depository Securities Limited (CDSL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
  5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited, (CDSL).
  6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Friday, July 08, 2022) were entitled to vote on the resolution as set out in the AGM Notice.
  7. The remote E-Voting commenced on Monday, July 11, 2022, 9:00 AM (IST) and ended on Thursday, July 14, 2022 at 5:00 PM (IST) and the CDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by CDSL at the AGM.
  8. The shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
  9. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
  10. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me as under:

### **RESOLUTION NO. 1**

To receive, consider and adopt the audited Standalone and consolidated financial statement of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**)

#### **(i) Voted In favour / against the Resolution:**

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	53	46	7
2.	Number of votes cast by them	38121216	37121188	1000028
3.	% of Votes Cast	100	97.38%	2.62%

**RESULT:**

**I report that the Ordinary Resolution with regard to Resolution No. 1 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with the requisite majority.**

**RESOLUTION NO. 2**

To appoint a director in place of Shri Ram Gopal Agarwal (DIN: 00627386) Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment (**Ordinary resolution**)

**(i) Voted In favour / against the Resolution:**

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	53	41	12
2.	Number of votes cast by them	38121216	37121020	1000196
3.	% of Votes Cast	100	97.38%	2.62%

**RESULT:**

**I report that the Ordinary Resolution with regard to Resolution No. 2 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.**

**RESOLUTION NO. 3**

To appoint Statutory Auditors of the Company and to fix their remuneration (**Ordinary Resolution**)

**(ii) Voted In favour / against the Resolution:**

S.No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	53	48	5
2.	Number of votes cast by them	38121216	38121189	27
3.	% of Votes Cast	100	99.999%	0.0001%

**RESULT:**

**I report that the Ordinary Resolution with regard to Resolution No. 3 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.**

#### **RESOLUTION NO. 4**

Ratification of Remuneration to the Cost Auditor for the Financial year 2022-23 (**Ordinary Resolution**)

(iii) **Voted In favour / against the Resolution:**

<b>S.No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of Members Voting	53	47	6
2.	Number of votes cast by them	38121216	38121188	28
3.	% of Votes Cast	100	99.999%	0.0001%

#### **RESULT:**

**I report that the Ordinary Resolution with regard to Resolution No. 4 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.**

#### **RESOLUTION NO. 5**

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

(iv) **Voted In favour / against the Resolution:**

<b>S.No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of Members Voting	53	45	8
2.	Number of votes cast by them	1602134	1602099	35
3.	% of Votes Cast	100	99.997%	0.003%

#### **RESULT:**

**I report that the Ordinary Resolution with regard to Resolution No. 5 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.**

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **P MUTHUKUMARAN AND ASSOCIATES**

**MUTHUKUMARAN**

Digitally signed by  
MUTHUKUMARAN  
Date: 2022.07.16 16:50:31 +05'30'

**P. MUTHUKUMARAN**

Mem No. : F-11218

C.P No : 20333

**UDIN: F011218D000634929**

Date: July 16, 2022

Place: Chennai

For **ORCHID PHARMA LIMITED**

**MANISH  
DHANUKA**

Digitally signed by  
MANISH DHANUKA  
Date: 2022.07.17  
11:42:54 +05'30'

**Authorised Signatory**

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

<b>Resolution No.</b>			01. Consider and adopt the audited Standalone and consolidated financial statement of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] * 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] * 100</b>	<b>(7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	36719957	36719957	100	36719957	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>36719957</b>	<b>36719957</b>	<b>100</b>	<b>36719957</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	1832037	1000000	54.58	0	1000000	0	100
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1832037</b>	<b>1000000</b>	<b>54.58</b>	<b>0</b>	<b>1000000</b>	<b>0</b>	<b>100</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2264406	401259	17.72	401231	28	99.99	0.01
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>2264406</b>	<b>401259</b>	<b>17.72</b>	<b>401231</b>	<b>28</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>40816400</b>	<b>38121216</b>	<b>93.40</b>	<b>37121188</b>	<b>1000028</b>	<b>97.38</b>	<b>2.62</b>

<b>Resolution No.</b>			02. To appoint a director in place of Shri Ram Gopal Agarwal (DIN: 00627386) Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] * 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]* 100</b>	<b>(7)=[(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	36719957	36719957	100	36719957	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>36719957</b>	<b>36719957</b>	<b>100</b>	<b>36719957</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	1832037	1000000	54.58	0	1000000	0	100
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1832037</b>	<b>1000000</b>	<b>54.58</b>	<b>0</b>	<b>1000000</b>	<b>0</b>	<b>100</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2264406	401259	17.72	401063	196	99.95	0.05
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>2264406</b>	<b>401259</b>	<b>17.72</b>	<b>401063</b>	<b>196</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>40816400</b>	<b>38121216</b>	<b>93.40</b>	<b>37121020</b>	<b>1000196</b>	<b>97.38</b>	<b>2.62</b>



<b>Resolution No.</b>			03. Appointment of Statutory Auditors of the Company and to fix their remuneration					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] * 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] * 100</b>	<b>(7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	36719957	36719957	100	36719957	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>36719957</b>	<b>36719957</b>	<b>100</b>	<b>36719957</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	1832037	1000000	54.58	1000000	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1832037</b>	<b>1000000</b>	<b>54.58</b>	<b>1000000</b>	<b>0</b>	<b>0</b>	<b>100</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2264406	401259	17.72	401232	27	99.99	0.01
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>2264406</b>	<b>401259</b>	<b>17.72</b>	<b>401232</b>	<b>27</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>40816400</b>	<b>38121216</b>	<b>93.40</b>	<b>38121189</b>	<b>27</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No.</b>			04. Ratification of Remuneration to the Cost Auditor for the Financial year 2022-23					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] * 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]* 100</b>	<b>(7)=[(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	36719957	36719957	100	36719957	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>36719957</b>	<b>36719957</b>	<b>100</b>	<b>36719957</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	1832037	1000000	54.58	1000000	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1832037</b>	<b>1000000</b>	<b>54.58</b>	<b>1000000</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2264406	401259	17.72	401231	28	99.99	0.01
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>2264406</b>	<b>401259</b>	<b>17.72</b>	<b>401231</b>	<b>28</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>40816400</b>	<b>38121216</b>	<b>93.40</b>	<b>38121188</b>	<b>28</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No.</b>			05. Approval for Material Related Party Transactions with M/s. Otsuka Chemicals (India) Private Limited.					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			Yes					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)] * 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)] * 100</b>	<b>(7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	36719957	0	0	0	0	0	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>36719957</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	1832037	1200875	65.55	1200875	0	100	0
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1832037</b>	<b>1200875</b>	<b>65.55</b>	<b>1200875</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	2264406	401259	17.72	401224	35	99.99	0.01
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	<b>2264406</b>	<b>401259</b>	<b>17.72</b>	<b>401224</b>	<b>35</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>40816400</b>	<b>1602134</b>	<b>3.92</b>	<b>1602099</b>	<b>35</b>	<b>99.99</b>	<b>0.01</b>

\*\*\*