

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: Proceedings of the Extraordinary General Meeting (“EGM”) of Orchid Pharma Limited

Dear Sir/Madam

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

In view of the above, we would like to inform you that given the continuing COVID-19 global pandemic and in light of social distancing norms and further pursuant to the terms of the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “**MCA Circulars**”) and any updates thereto issued by the Ministry of Corporate Affairs (“**MCA**”) read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**the Circulars**”), further in compliance with the other applicable provisions of the Companies Act, 2013 (“**the Act**”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the **Extraordinary General Meeting (“EGM”)** of the Orchid Pharma Limited (“**Company**”) was duly held through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) facility on Thursday, December 29, 2022 at 11.30 a.m. (IST) to transact the special business mentioned in the Notice of the EGM dated December 06, 2022.

Further, pursuant to Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, we hereby enclose the proceedings of the EGM.

Furthermore, pursuant to Regulation 44 of SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, voting results of the business transacted at the EGM along with report of the scrutinizer shall be submitted in due course of time.

Kindly take the above on your records.

Thanking you,
For **Orchid Pharma Limited**

Marina Peter
Company Secretary
Encl. as above

Summary on Proceedings of the Extra Ordinary General Meetings of Orchid Pharma Limited held on Thursday, December 29, 2022 at 11.30 a.m. through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”)

The Extraordinary General Meeting (“EGM”) of the Members of Orchid Pharma Limited (“Members”) was held on Thursday, December 29, 2022 at 11.30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) and the circulars issued by Securities and Exchange Board of India (“SEBI”) and as per applicable provisions of the Companies Act, 2013 and the rules made thereunder and also in view of the continued impact of the Covid-19 pandemic which necessitates adoption of safety precautions to arrest its spread. Further, in accordance with the Secretarial Standard on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the EGM.

Ms. Marina Peter, Company Secretary welcomed the Members to the EGM and informed that the EGM 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 Company Secretary further briefed certain procedural and technical information regarding the participation by the Members through VC/OAVM. The EGM commenced at 11:30 a.m.

Mr. Mridul Dhanuka, Whole Time Director, informed that Mr. Ram Gopal Agarwal, Non-Executive Director and Chairman of the Board, has sought leave of absence from the EGM. Consequently, pursuant to the Articles of Association of the Company read with Secretarial Standards -2 issued by Institute of Company Secretaries of India, Board Members present at the meeting through VC facility elected Mr. Mridul Dhanuka as Chairman to preside over the EGM. Since the requisite quorum was present, the Chairperson called the meeting to order and thereafter commenced the proceedings of the said meeting.

Thereafter, Mr. Mridul Dhanuka took the Chair and welcomed the Members to the EGM. The Chairman further introduced other Directors attending the meeting & informed that Mr. Manoj Kumar Goyal, Non-Executive Independent Director & Chairperson of Audit Committee, Dr. Dharamvir, Non-Executive Independent Director & Chairperson of Stakeholders’ Relationship Committee, Mr. Manish Dhanuka, Managing Director, Mr. Arun Kumar Dhanuka, Non-Executive Non-Independent Director, Ms. Tanu Singla, Non-Executive Independent Director were attending the said meeting. He further informed that Mr. Mudit Tandon, Non-Executive Independent Director & Chairperson of Nomination & Remuneration Committee, expressed his inability to attend the meeting due to his other pre-occupations.

It was further informed that Ms./ Rachna Mootha, Partners, M/s. Singhi & Co., the Statutory Auditors of the Company was also present at the meeting. Further, the Company Secretary, informed that Mr. Prabhakar Kumar (Membership No. F5781 & COP No. 10630) Practicing Company Secretary, M/s. VAPN & Associates (Firm Registration No. P2015DE045500), was appointed as Scrutinizer for the purpose of scrutinizing the voting process facilitated through remote e-voting and e-voting in a fair & transparent manner and submit his report on the resolution stated in the EGM Notice dated December 01, 2022.

Members were further informed that pursuant to the applicable provisions of the Act, rules enacted thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company has provided the remote e-voting facility to the members to cast their vote on EGM agenda item between Monday, December 26, 2022 (09:00 a.m.) (IST) till Wednesday, December 28, 2022 (5.00 p.m.) (IST). Further, it was also informed that the members, who have not cast their vote via remote e-voting can exercise their right to vote through e-voting at the EGM.

Notice of EGM dated December 01, 2022 was taken as read. The Chairperson read out the special business to be transacted at the meeting as mentioned in the EGM Notice dated December 01, 2022 i.e. raising of funds through issuance of equity shares of the Company for an aggregate amount upto Rs. 500 Crores on Qualified Institutional Placement basis.

The Company Secretary then informed that the Speaker Registration was open from December 14, 2022 till December 21, 2022 and accordingly invited the Member(s) who had registered as speakers to speak/ ask questions or express their views. However, the registered speaker did not attend the meeting. Further, the Company Secretary informed the Members to send their questions/clarifications, if any, to the registered email address of the Company.

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. It was further informed that the e-voting results along with Scrutinizer Report shall be declared within 48 hours of the conclusion of the meeting and the same would be placed on the website of the Company and NSDL. The Meeting concluded at 12.05 p.m.

For Orchid Pharma Limited

Marina Peter
Company Secretary