



Orchid Pharma Ltd.
(Formerly Orchid Chemicals &
Pharmaceuticals Ltd.)

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CIN : L24222TN1992PLC022994

NOTICE OF THE 23rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the members of Orchid Pharma Limited will be held at Kamaraj Memorial Hall, TNCC Charitable Trust, New No.492, Anna Salai, Teynampet West, Chennai-600 006, Tamil Nadu, India on Wednesday, September 28, 2016 at 10:30 A.M. to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the year ended 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri K Raghavendra Rao (DIN : 00010096) who retires by rotation and being eligible offers himself for re-appointment as Managing Director.

Shri Raghavendra Rao was appointed as Managing Director for a period of 5 years with effect from July 01, 2012 at the 20th AGM held on September 20, 2012. In the 22nd AGM held on September 15, 2015, the terms and conditions of appointment of Shri K Raghavendra Rao as Managing Director was revised with effect from April 01, 2015 and he shall also be liable to retire by rotation. His term as Managing Director would be upto June 30, 2017.

3. To ratify the appointment of statutory auditors and to authorize the Board to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s SNB Associates, Chartered Accountants, having ICAI Registration No : 015682N as Statutory Auditors of the Company from 22nd Annual General Meeting (AGM) till the conclusion of 24th Annual General Meeting of the Company which was subject to ratification at every AGM, be and is hereby ratified to hold the office from conclusion of this AGM till the conclusion of the 24th AGM of the Company and the Board of Directors be and are hereby authorised to fix the remuneration payable to them as may be determined and recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. Approval of Remuneration payable to Cost Auditor, Shri. V Kalyanaraman for the financial years 2016-17 & 2017-18

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri V Kalyanaraman, Cost Accountant, Fellow Membership Number M - 778 appointed as the Cost Auditors by the

Board, to conduct the audit of the cost records for the financial years ending March 31, 2017 and March 31, 2018 be paid a remuneration of Rs.14,00,000/- p.a (Rupees Fourteen Lakhs) excluding applicable taxes and out of pocket expenses, if any.

RESOLVED FURTHER THATthe Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Orchid Pharma Limited**

Place : Chennai

L Chandrasekar

Date : May 27, 2016 *CFO & Company Secretary*

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.
4. During the period beginning 24 hours before the time fixed for the commencement of the

meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
6. The Register of Members and the Share Transfer Books will remain closed from September 19th, 2016 to September 28th, 2016 both days inclusive for the purpose of Annual General Meeting for the financial year 2015-16.
7. Members are requested to bring their copies of the Annual Report to the Meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the Meeting hall.
 - a) Members who hold shares in electronic form are requested to notify any change in their particulars like changes in address, bank particulars etc., to their respective Depository Participants immediately.
 - b) Members who hold shares in physical form are requested to notify any change in their particulars like changes in address, bank particulars etc., to the Registrars viz., M/s Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or Integrated Enterprises (India) Limited, for assistance in this regard.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The relevant details as required by Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the director seeking re-appointment as Director, is provided in the annexure.
10. We request you to update your email address with your Depository Participant or RTA to enable us to send Annual Report, Notices and all other communication via email.
11. Members are requested to check whether they have encashed Dividend Warrants for the earlier years. If the Dividend Warrant have become time-barred / lost, please apply for revalidation / fresh dividend warrant before the last dates indicated below :

Dividend for the year	% of Dividend	Date of declaration of Dividend	Date on which unpaid amount to be transferred to IEPF	Shareholders should apply latest by
2008-2009	10%	September 30, 2009	November 06, 2016	October 05, 2016
2009-2010	100%	July 21, 2010	August 27, 2017	July 26, 2017
2010-2011	30%	July 29, 2011	September 04, 2018	August 03, 2018
2011-2012	30%	September 20, 2012	October 27, 2019	September 26, 2019

The dividend amounts, which remain unclaimed for the year 2008-09 and the subsequent years, can be claimed from the Company before the due date mentioned here in above. Pursuant to Section 124 of the Companies Act, 2013 (the Act) and Section 205C of the Companies Act, 1956 the amounts which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot / poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through voting by ballot / poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 23rd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post / Speed Post / Courier / Email.
- The names of the shareholders who have not encashed their dividends along with the particulars of the dividend warrants are available in Company's website www.orchidpharma.com.
13. The Companies Act, 2013 has recognized serving of documents to Members through Electronic mode. In terms of circular no. NSDL/ CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-mail addresses made available by the Depository accounts as part of the beneficiary position downloaded from the Depositories

from time to time will be deemed to be your registered e-mail address for serving notices / documents including those covered under Section 101 and 136 of the Companies Act, 2013, read with Section 20 of the Act and the rules related to transmission of documents through electronic mode. In line with the requirements of the said circular, for those Members whose Depository Participant (DP) accounts do not contain the details of their e-mail address, printed copies of the Annual Reports and Notice would be despatched.

Members are requested to register their email addresses in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents, M/s Integrated Enterprises (India) Limited (IEIL), 2nd Floor, Kences Towers, No. 1, Rama Krishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India.

14. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / IEIL.
16. A route map indicating the venue of the AGM and its nearest landmark is annexed to the notice for convenience of members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the

material facts relating to the business mentioned in the accompanying notice dated May 27, 2016.

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors at a remuneration of ₹ 14,00,000/- p.a. (Rupees Fourteen Lakhs) for the financial years 2016-17 and 2017-18 respectively plus applicable taxes and out of pocket expenses to conduct the audit of the Cost records of various units of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for approving the remuneration payable to the Cost Auditors for the financial years 2016-17 & 2017-18. The Board recommends the resolution set forth in Item No. 4 for the approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives of the Company are interested or concerned in the resolution.

By Order of the Board For Orchid Pharma Limited

Place : Chennai
Date : May 27, 2016

L Chandrasekar
CFO & Company Secretary

**ADDITIONAL INFORMATION OF DIRECTOR
SEEKING RE-APPOINTMENT AT THE 23rd
ANNUAL GENERAL MEETING
(PURSUANT TO REGULATION 36(3) OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**



Shri K Raghavendra Rao

Shri K Raghavendra Rao (Director Identification Number - 00010096), born on July 22, 1958, aged 58 years, is the Founder and also the Managing Director of the Company. He established the Company in the year 1992 as a 100% Export Oriented

Unit (EOU) and grew the Company rapidly into a global pharmaceutical enterprise specializing in life saving medicines. With world-class research and manufacturing facilities covering Active Pharmaceutical Ingredients (APIs) and finished dosage forms as well as infrastructure for New Drug Discovery, the Company today ranks amongst the top pharmaceutical companies in India. By developing the Company as the largest pharmaceutical corporation in the State of Tamil Nadu, Shri Raghavendra Rao firmly placed Tamil Nadu in the national and international pharmaceutical canvas. He has been instrumental in the growth of the Company since its inception. He was first appointed on the Board of Orchid on July 01, 1992.

Shri Raghavendra Rao is a recipient of several awards and recognitions for his personal and professional accomplishments. In recognition of his contribution to the Pharmaceutical Industry, the Government of India also honoured him with the prestigious PADMA SHRI Award during the year 2011. Shri Raghavendra Rao also received other prestigious national awards for his entrepreneurship, two of the leading awards being the India Young Business Achiever Award in 1997 and Ernst & Young Entrepreneur of the Year Award in Manufacturing in 1999. The Company won several awards for its export performance, environmental friendly operations, energy efficiency and corporate social responsibility (CSR).

Orchid Trust established with the initiative of Shri K Raghavendra Rao, contributed to significant social development through schools and healthcare facilities. Orchid's CSR initiatives were recognised by the Loyola Institute with the Mother Teresa Award for the Best Corporate Citizen in 2001. He was also conferred the Doctor of Letters (Honoris Causa) by the SASTRA University in 2007 for his entrepreneurial achievements and contribution to the growth of the Indian pharmaceutical industry. The Indian Institute of Management, Ahmedabad honoured him with the Distinguished Alumnus Award during the year 2011.

Shri K Raghavendra Rao holds a Bachelors Degree in Commerce from the University of Andhra Pradesh, a Post-Graduate Diploma in Management from IIM-Ahmedabad. He is also a member of the Institute of Cost & Works Accountants of India and The Institute of Company Secretaries of India. Shri K Raghavendra Rao is not related to any Directors of the Company.

He is a Director on the following Companies:

S. No.	Name of Companies /Bodies Corporate /Firms/Association of Individuals	Nature of interest or concern
1	Orchid Healthcare Private Ltd, India	DIRECTOR
2	Orchid Europe Ltd, UK	
3	Bexel Pharmaceuticals Inc., USA	
4	Orchid Pharmaceuticals Inc., USA	
5	Orchid Pharmaceuticals SA (Proprietary) Ltd, South Africa	
6	Diakron Pharmaceuticals Inc., USA	
7	Emart Solutions India Private Ltd, India	

Shri K Raghavendra Rao is a member in the Allotment Committee, Stakeholder Relationship Committee on the Board of Orchid.

Shri K Raghavendra Rao holds 63,36,173 equity shares in Orchid.

CALENDAR-AGM

S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, September 21, 2016
2.	Book Closure Dates	From Monday, September 19, 2016 to Wednesday, September 28, 2016 (both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M on Saturday, September 24, 2016 till 5.00 P.M. on Tuesday, September 27, 2016
4.	Date & Time of AGM	Wednesday, September 28, 2016 at 10.30 A.M.

Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 23rd Annual General Meeting to be held on Wednesday, September 28, 2016 at Kamaraj Memorial Hall at 10.30 A.M. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 28, 2016.

Steps for Remote e-voting

1. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>

2. Click on Shareholder Login.
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
7. Select "EVEN" of Orchid Pharma Ltd.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for

Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

General Instructions:

1. The facility for voting through ballot/poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences at 09.00 A.M. on Saturday, September, 24, 2016 and ends at 05.00 P.M on Tuesday, September 27, 2016. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 21, 2016 may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the September 21, 2016 cut-off date (and who have not cast their vote electronically during currency of remote e-voting) may only cast their vote at the Annual General Meeting.
5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e September 21, 2016 may obtain the login ID and password by sending a request in writing at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use

your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
7. Shri S Dhanapal of M/s Dhanapal Associates, Practising Company Secretaries (Membership No.FCS 6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 21, 2016. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.orchidpharma.com and on the website of the NSDL within two days of the passing of the resolutions at the 23rd Annual General Meeting of the Company and communicated to National Stock Exchange of India Limited and BSE Limited.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 23rd Annual General Meeting of the Company.

**By Order of the Board
For Orchid Pharma Limited**

Place : Chennai
Date : May 27, 2016

L Chandrasekar
CFO & Company Secretary

AGM Venue :
Kamaraj Memorial Hall,
TNCC Charitable Trust,
New No : 492, Anna Salai,
Teynampet West,
Chennai - 600 006,
Tamil Nadu, India

