

**(Under Corporate Insolvency Resolution Process)**

September 18, 2017

**Bombay Stock Exchange Limited  
Corporate Relationship Department  
1st floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai - 400 001**

**Sub: Voting results of the 24<sup>th</sup> Annual General Meeting in the revised format as specified in the SEBI circular CIR/CFD/CMD/8/2015 dated November 04, 2015**

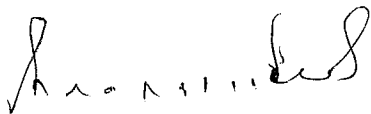
Dear Sir/Madam,

In pursuance of our earlier communication dated September 15, 2017 we had submitted the scrutinizer's report on the voting results of the 24<sup>th</sup> Annual general meeting of our Company.

Further, Please find enclosed the Voting results of the 24<sup>th</sup> Annual General Meeting in the revised format as specified in the SEBI circular CIR/CFD/CMD/8/2015 dated November 04, 2015.

Thanking you,

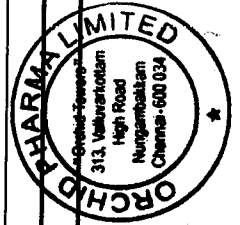
Yours faithfully,



L Chandrasekar  
Executive V P – Finance & Secretary

**VOTING RESULTS Agenda-wise**

Date of the AGW	September 13, 2017							
Total number of shareholders on record date	87,665							
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>2,559</b>							
Promoters and Promoter Group:	4							
Public:	2555							
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	<b>NIL</b>							
Promoters and Promoter Group:								
Public:								
<b>Ordinary Business - Resolution No : 1</b>	<b>Ordinary Resolution</b>							
Resolution required: (Ordinary/ Special)	Ordinary Resolution							
Description of the resolution considered	Adoption of the Audited Financial statements for the year ended March 31,2017 together with the reports of the Directors and the Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	E-Voting	-	2	$(3) = \frac{[(2)/(1)] * 100}{}$	4	5	$(6) = \frac{[(4)/(2)] * 100}{}$	$(7) = \frac{[(5)/(2)] * 100}{}$
	Poll		19164552	83.78	19164552	-	100.00	-
	Postal Ballot (If Applicable)	22873782	3702450	16.186	3702450	-	100.00	-
	<b>Total</b>		<b>2,28,73,782</b>	<b>2,28,67,002</b>	<b>99.97</b>	<b>2,28,67,002</b>	<b>-</b>	<b>100.00</b>
Public - Institutions	E-Voting		1085718	26.0283	1085718	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)	4171299	-	-	-	-	-	-
	<b>Total</b>		<b>41,71,299</b>	<b>10,85,718</b>	<b>26.028</b>	<b>10,85,718</b>	<b>-</b>	<b>100.00</b>
Public - Non Institutions	E-Voting		160947	0.2599	155908	5039	96.869	3.13
	Poll		3234114	5.2231	3233967	147	99.995	0.0045
	Postal Ballot (If Applicable)	61919246	-	-	-	-	-	-
	<b>Total</b>		<b>6,19,19,246</b>	<b>33,95,061</b>	<b>5.48</b>	<b>33,89,875</b>	<b>5,186</b>	<b>99.8472</b>
<b>Total</b>		<b>8,89,64,327</b>	<b>2,73,47,781</b>	<b>30.74</b>	<b>2,73,42,595</b>	<b>5,186</b>	<b>99.981</b>	<b>0.0190</b>



Ordinary Business - Resolution No : 2		Ordinary Resolution						
Resolution required: (Ordinary/ Special)		Appointment of M/s. CNGSN & Associates LLP , Chartered Accountants, Chennai as the Statutory Auditors of the Company						
Description of the resolution considered		No						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting		19164552	83.78	19164552	-	100.00	-
	Poll		3702450	16.1864	3702450	-	100.00	-
	Postal Ballot (If Applicable)	22873782	-	-	-	-	-	-
	<b>Total</b>	<b>2,28,73,782</b>	<b>2,28,67,002</b>	<b>99.97</b>	<b>2,28,67,002</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	E-Voting		1085718	26.0283	1085718	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)	4171299	-	-	-	-	-	-
	<b>Total</b>	<b>41,71,299</b>	<b>10,85,718</b>	<b>26.028</b>	<b>10,85,718</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	E-Voting		163122	0.2634	155392	7730	95.2612	4.7388
	Poll		3233584	5.2223	3233447	137	99.9958	0.0042
	Postal Ballot (If Applicable)	61919246	-	-	-	-	-	-
	<b>Total</b>	<b>6,19,19,246</b>	<b>33,96,706</b>	<b>5.486</b>	<b>33,88,839</b>	<b>7,867</b>	<b>99.768</b>	<b>0.2316</b>
<b>Total</b>		<b>8,89,64,327</b>	<b>2,73,49,426</b>	<b>30.74</b>	<b>2,73,41,559</b>	<b>7,867</b>	<b>99.9712</b>	<b>0.0288</b>



Ordinary Business - Resolution No : 3		Ordinary Resolution						
Resolution required: (Ordinary/ Special)		Appointment of Smt. Soundara Kumar, Nominee Director who retires by rotation and who being eligible, offers herself for re-appointment						
Description of the resolution considered		No						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting		19164552	83.7839	19164552	-	100.00	-
	Poll		3702450	16.1864	3702450	-	100.00	-
	Postal Ballot (If Applicable)	22873782	-	-	-	-	-	-
	<b>Total</b>	<b>2,28,73,782</b>	<b>2,28,67,002</b>	<b>99.9704</b>	<b>2,28,67,002</b>	-	<b>100.00</b>	-
Public - Institutions	E-Voting		1085718	26.0283	1085718	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)	4171299	-	-	-	-	-	-
	<b>Total</b>	<b>41,71,299</b>	<b>10,85,718</b>	<b>26.0283</b>	<b>10,85,718</b>	-	<b>100.00</b>	-
Public - Non Institutions	E-Voting		163122	0.2634	157042	6080	96.2727	3.7273
	Poll		3234114	5.2231	3233967	147	99.9955	0.0045
	Postal Ballot (If Applicable)	61919246	-	-	-	-	-	-
	<b>Total</b>	<b>6,19,19,246</b>	<b>33,97,236</b>	<b>5.4866</b>	<b>33,91,009</b>	<b>6,227</b>	<b>99.817</b>	<b>0.1833</b>
<b>Total</b>		<b>8,89,64,327</b>	<b>2,73,49,956</b>	<b>30.7426</b>	<b>2,73,43,729</b>	<b>6,227</b>	<b>99.977</b>	<b>0.0228</b>



Special Business - Resolution No : 4									
Resolution required: (Ordinary/ Special)									
Description of the resolution considered									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Company									
Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		19164552	83.7839	19164552	-	100.0000	-	
	Poll		3702450	16.1864	3702450	-	100.0000	-	
	Postal Ballot (If Applicable)	22873782	-	-	-	-	-	-	
	<b>Total</b>	<b>2,28,73,782</b>	<b>2,28,67,002</b>	<b>99.970</b>	<b>2,28,67,002</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	
Public - Institutions	E-Voting		1085718	26.0283	1085718	-	100.0000	-	
	Poll		-	0.0000	-	-	-	-	
	Postal Ballot (If Applicable)	4171299	-	0.0000	-	-	-	-	
	<b>Total</b>	<b>41,71,299</b>	<b>10,85,718</b>	<b>26.028</b>	<b>10,85,718</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	
Public - Non Institutions	E-Voting		163122	0.2634	147952	15170	90.7002	9.2998	
	Poll		3234114	5.2231	3233967	147	99.9955	0.0045	
	Postal Ballot (If Applicable)	61919246	-	-	-	-	-	-	
	<b>Total</b>	<b>61919246</b>	<b>3397236</b>	<b>5.4866</b>	<b>3381919</b>	<b>15317</b>	<b>99.5491</b>	<b>0.4509</b>	
<b>Total</b>		<b>88964327</b>	<b>27349956</b>	<b>30.7426</b>	<b>27334639</b>	<b>15317</b>	<b>99.9440</b>	<b>0.0560</b>	

Place : Chennai  
Date : September 14, 2017



*L Chandrasekar*  
L Chandrasekar  
Executive VP-Finance & Secretary



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  
R. Pratheepa, B.C.S., A.C.S  
T. Murugan, B.Sc., A.C.A., A.C.S

## S Dhanapal & Associates Practising Company Secretaries

Branch Office :

K.K. Nagar

"Muthukumaran Illam"  
M22-E, Sri Subah Colony,  
Munusamy Road, K.K. Nagar,  
Chennai - 600 078.

Suite No. 103, First Floor, Kaveri Complex,  
No. 96/104, Nungambakkam High Road,  
(Next to Ganpat Hotel & ICICI Bank)  
Nungambakkam, Chennai - 600 034.  
Phone No. 044-45530256 / 257  
Direct Number : 044 - 42652127  
E-mail: csdhanapal@gmail.com  
website: www.csdhanapal.com

### Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

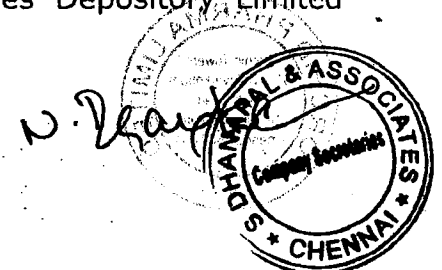
**M/s. Orchid Pharma Limited**

(under Corporate Insolvency Resolution Process vide Honourable National Company Law Tribunal (NCLT), Chennai order dated 17.8.2017)  
Chennai

Dear Sir/ Madam,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Orchid Pharma Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 24th Annual General Meeting (AGM) of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting of the Equity Shareholders of M/s. Orchid Pharma Limited, held on Wednesday, the 13th day of September, 2017 at 10.30 A.M. at The Music Academy, Old No. 306, New No. 168, TTK Road, Royapettah, Chennai - 600014, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through ballot paper by the shareholders on the resolutions proposed in the Notice of the 24th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot paper at the meeting.



The consolidated results of the voting are as under:

**Resolution No. 1 - Adoption of the Audited Financial Statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	2,73,48,056	192
Less: Invalid votes	275	1
Net Valid votes cast	2,73,47,781	191
Votes cast in favour	273,42,595	180
Votes Cast against	5,186	11

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

**Resolution No. 2 - Appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	2,73,49,701	190
Less: Invalid votes	275	1
Net Valid votes cast	2,73,49,426	189
Votes cast in favour	2,73,41,559	173
Votes Cast against	7,867	16

% of total valid votes cast in favour of the resolution: 99.98%

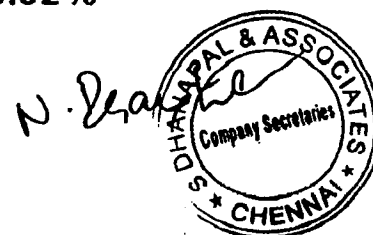
% of total valid votes cast against the resolution: 0.02%

**Resolution No. 3 - Appointment of Smt. Soundara Kumar, Nominee Director, who retires by rotation and who being eligible, offers herself for re-appointment**

	No. of Shares	No. of Members
Total Votes Cast	2,73,50,231	194
Less: Invalid votes	275	1
Net Valid votes cast	2,73,49,956	193
Votes cast in favour	2,73,43,729	172
Votes Cast against	6,227	21

% of total valid votes cast in favour of the resolution: 99.98%

% of total valid votes cast against the resolution: 0.02%



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 4 – Re-appointment of Mr. K Raghavendra Rao as Managing Director of the Company.**

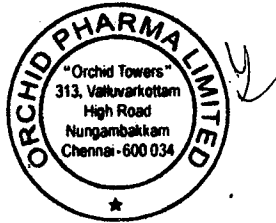
	No. of Shares	No. of Members
Total Votes Cast	<b>2,73,50,231</b>	<b>194</b>
Less: Invalid votes	<b>275</b>	<b>1</b>
Net Valid votes cast	<b>2,73,49,956</b>	<b>193</b>
Votes cast in favour	<b>2,73,34,639</b>	<b>162</b>
Votes Cast against	<b>15,317</b>	<b>31</b>

**% of total valid votes cast in favour of the resolution: 99.95%**  
**% of total valid votes cast against the resolution: 0.05%**

**Note:**

The Company is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 vide order of Honourable National Company Law Tribunal, Chennai dated 17.8.2017 and AGM was chaired by the Chairperson who got elected by the shareholders who were present in the meeting. The report is prepared on strength of the votes cast by shareholders of the Company through e-voting and in AGM.

Yours faithfully,  
Dated: 14.09.2017



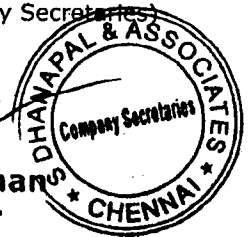
Thanking you,

**For S Dhanapal & Associates**  
(A firm of Practising Company Secretaries)

*N. Ramanathan*

**N. Ramanathan**  
Partner

**Membership # F6665**  
**CP # 11084**



**SD**



11/09/2017

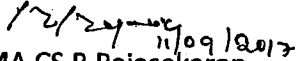
**Communication of Mr.Rajasekaran, Interim Resolution Professional of Orchid Pharma Ltd. (under Corporate Insolvency Resolution Process) to the Shareholders of the Company**

Dear Shareholders,

I, R.Rajasekaran, Practicing Company Secretary & Insolvency Professional, have been appointed as Interim Resolution Professional of your Company by the National Company Law Tribunal, Chennai Bench in the case of Lakshmi Vilas Bank (as Petitioner) vs your Company (as Respondent) in CP/540(IB)/CB/2017 delivered on 17<sup>th</sup> August, 2017. I received the orders on 24-08-2017. My tenure of 30 days as Interim Resolution Professional ends on 23-09-2017. Consequent on the orders of the NCLT, Chennai Bench ordering commencement of the Corporate Insolvency Resolution Process, the management of the affairs of the Company is vested with me during my tenure. Thereafter the Committee of Creditors are vested with the management of your Company. The powers of the Board of Directors stands suspended.

In these circumstances, I authorize Mr. L.Chandrasekar, Vice-President(Finance) & Secretary to conduct the 24<sup>th</sup> Annual General Meeting of your Company and the related proceedings.

Yours sincerely,

  
CMA CS R.Rajasekaran,  
Interim Resolution Professional,  
Orchid Pharma Ltd.