

December 12, 2018

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

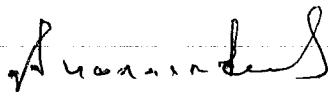
Dear Sir/Madam,

In accordance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Proceedings of the 25th Annual General Meeting of the Company held on December 12, 2018.

Kindly take the above on your records.

Thanking you,

Yours faithfully,



**L Chandrasekar  
Executive V P – Finance & Secretary**

Encl.: a/a



**PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED (FORMERLY ORCHID CHEMICALS & PHARMACEUTICALS LIMITED) HELD ON DECEMBER 12, 2018 AT 11.00 A.M. AT SRI THYAGA BRAHMA GANA SABHA (VANI MAHAL), NO.103, G N CHETTY ROAD, PARTHASARATHI PURAM, T NAGAR, CHENNAI -600 017, TAMIL NADU, INDIA.**

The 25<sup>th</sup> Annual General Meeting of Orchid Pharma Limited (Formerly Orchid Chemicals & Pharmaceuticals Limited) was held on Wednesday, December 12, 2018 at 11.00 A.M. at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, Parthasarathi Puram, T Nagar, Chennai -600 017, Tamil Nadu, India to conduct the business as set out in the Notice. The meeting commenced at 11.00 A.M.

After the invocation, Shri Sripatham Venkatasubramanian Ramkumar, the Resolution Professional of the Company addressed the members present and authorized Shri L Chandrasekar, Executive VP-Finance & Secretary to conduct the proceedings of the Annual General Meeting and election of Chairman/ Chairperson for the meeting.

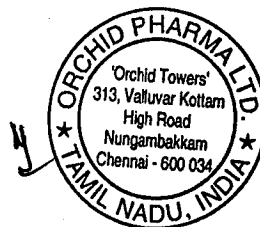
Shri. L Chandrasekar, Executive VP-Finance & Secretary apprised the members that pursuant to the commencement of the Corporate Insolvency Resolution Process for the Company, the powers of the Board of Directors of the Company stands suspended and consequently a Chairman has to be elected by the members present to chair and convene the Annual General Meeting.

He also added that in accordance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, and pursuant to the initiation of the CIRP, the members present at the meeting, may elect one of the members present, to be the Chairman thereof, on a show of hands.

The members present at the meeting elected by show of hands, Shri S Mani (DPID: IN301313 CLIENTID: 20319528) to be the Chairman of the meeting.

Shri S Mani took the Chair and called the meeting to order as the requisite quorum was present. The Chairman also informed the members present that as required under Section 170 of the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their shareholding and Register of Proxies are available and are open for inspection by the Members.

The Chairman also informed the Members about the presence of the statutory auditors M/s. CNGSN & Associates LLP, Chartered Accountants and the scrutinizer M/s S Dhanapal Associates, Practising Company Secretaries, who were appointed for scrutinising the e-voting process at the meeting.





The Chairman asked the Company Secretary to read the Auditor's report. Then the Members requested that it may be taken as read.

Shri S Mani, the Chairman, explained the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 25th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

He further added that the remote e-voting period commenced on 09.00 A.M. on Saturday, December 08, 2018 and ended on 5.00 P.M on Tuesday, December 11, 2018. Shri S Dhanapal, Partner of M/s Dhanapal Associates, Practising Company Secretaries (Membership No. FCS 6881) was appointed as the Scrutinizer to scrutinize the voting process.

The Chairman informed the members present that for any questions/clarifications on the Company's operations and the annual accounts and other items of businesses to be transacted at this AGM, the members may send their query via e-mail to the following e-mail id :

L Chandrasekar-Company Secretary- [chandrasekarl@orchidpharma.com](mailto:chandrasekarl@orchidpharma.com)

Corporate ID: [corporate@orchidpharma.com](mailto:corporate@orchidpharma.com)

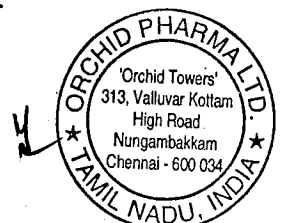
A few queries were asked by the members present on the operations of the Company and also on the status of the Corporate Insolvency Resolution Process (CIRP). The queries by members pertaining to CIRP were suitably replied by the Resolution Professional, Company Secretary & the Managing Director.

The Chairman informed that in order to provide an opportunity to the shareholders who could not exercise their vote through e-voting, facility of voting through poll paper is being made available at the AGM venue.

The resolutions proposed at the Annual General Meeting for the consideration of the Members were:

#### **ORDINARY BUSINESS**

1. Receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and the Auditors thereon.





2. Remuneration of Statutory Auditors, M/s. CNGSN & Associates LLP, Chartered Accountants for the 4 financial years from 2018-2019 to 2021-2022.

**SPECIAL BUSINESS**

3. Remuneration of Cost Auditor, Shri J Karthikeyan, Cost Accountant for the Financial year 2018-2019.

He further briefed the members that all the three resolutions stated above are to be carried out as Ordinary resolution.

Further, the Chairman declared the poll on all resolutions to be transacted at the AGM, to enable members to vote who did not participate in the e-voting to cast their vote.

After conclusion of the poll, the chairman announced that the combined results of the e-voting and poll taken at the meeting would be announced to the Stock exchanges in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be displayed by the Company on its website ([www.orchidpharma.com](http://www.orchidpharma.com)) within 48 hours of the passing of the resolutions at the Annual General Meeting.

The meeting was concluded at 12.35 P.M.

Place: Chennai  
Date: December 12, 2018

L Chandrasekar  
Executive VP-Finance & Secretary