

November 28, 2023

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

Sub: Voting Results and Scrutinizer Report on Postal Ballot of Orchid Pharma Limited
("Company")

Dear Sir/Madam,

This is in continuation of our earlier intimations dated October 23, 2023, October 28, 2023 and November 27, 2023.

Please find enclosed herewith Voting Results of the Postal Ballot (conducted through remote e-voting process only) as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Consolidated Report of the Scrutinizer pursuant to section 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Company has provided e-voting facility to Members through National Securities Depository Limited ("**NSDL**"). The e-voting period commenced from 9:00 am (IST) on Sunday, 29th October, 2023 and ended till 5:00 pm (IST) on Monday, 27th November, 2023.

A copy of the voting results along with the consolidated scrutiniser report shall also be made available on the Company's website i.e. www.orchidpharma.com

Kindly take the above on your record.

Thanking you,

For **Orchid Pharma Limited**

MARINA Digitally signed
by MARINA PETER
PETER Date: 2023.11.28
13:38:09 +05'30'

Marina Peter
Company Secretary

Encl. as above



VAPN & ASSOCIATES

COMPANY SECRETARIES

REPORT OF SCRUTINIZER FOR VOTING THROUGH E-VOTING ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

ORCHID PHARMA LIMITED

CIN: L24222TN1992PLC022994

Regd. off: Plot Nos. 121 - 128, 128A - 133, 138 -151, 159-164,

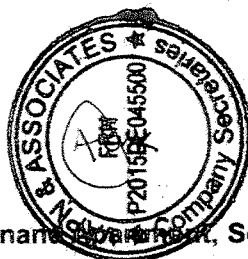
SIDCO Industrial Estate, Alathur, Chengalpattu District

Tami Nadu- 603110

Sub: Scrutinizer 's Report on voting through e-voting for Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Aśhok, Company Secretary in practice having ICSI Membership No. ACS-55136 and COP No. 20599 and Partner, M/s. VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), have been appointed as Scrutinizer by the Board of Directors of Orchid Pharma Limited ("**the Company**") vide Circular Resolution dated October 20, 2023 passed by the Board of Directors of Orchid Pharma Limited (Company) for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("**e-voting**") in a fair and transparent manner on the resolution contained in the postal ballot notice dated October 20, 2023 ("**Notice**"), Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations/ 'Listing Regulations'**"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process



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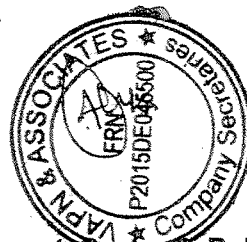
COMPANY SECRETARIES

through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 3/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations for the time being force, and to submit a report thereon to the Company on the resolution forming part of the Notice for Appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non-Executive Director of the Company.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

In connection with the above referred matter, I submit my report is as under:

1. In compliance with above referred MCA Circulars, the Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein was sent only by electronic mode ("Email") to all its Members who have registered their email addresses with the Depository Participants (DPs)/ Abhipra Capital Limited (Company's Registrar and Share Transfer Agents or RTA) ("Abhipra/RTA") and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Cut-off date. A copy of the Postal Ballot Notice in pdf format was also uploaded on the Company's website www.orchidpharma.com, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL, at www.evoting.nsdl.com
2. The Company had completed the dispatch of Notice by e-mail on October 28, 2023. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, were not sent to any Member. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting only. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.



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3. The Company had published advertisement in **Financial Express** (English -All India Edition) and **Makkal Kural** (Tamil) newspapers on October 28, 2023, regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.

4. Management's Responsibility

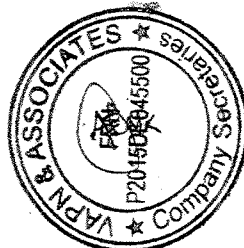
The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

5. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "For" or "Against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by NSDL, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e., till **Monday, November 27, 2023 (5:00 P.M. IST)**

6. Cut -off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e., **Saturday, October 21, 2023**, were entitled to vote on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.



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7. Remote e-voting process

- (i) The Company had availed the e-voting facility offered by the NSDL to provide remote e-voting facility viz.: www.evoting.nsdl.com.
- (ii) The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through e-voting facility only as per the MCA circulars. Members have casted their votes on the designated platform viz.: www.evoting.nsdl.com.
- (iii) The voting period for e-voting commenced on **Sunday, October 29, 2023 (9:00 A.M. IST)** and ended on **Monday, November 27, 2023 (5:00 P.M. IST)** both days inclusive for the purpose of postal ballot.
- (iv) All the data of remote e-voting i.e., the results of e-voting along with the list of shareholders who voted "For" and "Against" on the resolutions were derived from report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
- (v) The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me at 05:02 P.M.(IST) on Monday, November 27, 2023, in the presence of two witnesses, Ms. Meenu Sharma, R/o. B-1 / 31, Vishnu Garden, Street Number-4, Delhi -110018 and Mr. Rohit Kumar, R/o A-238, Gali No. 09, Madhu Vihar, New Delhi-110059, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Meenu Sharma

Meenu Sharma

Rohit

Rohit Kumar





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- (vi) All votes casted through remote e-voting up to Monday, November 27, 2023 (5:00 P.M. IST) i.e., the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
8. The summary of the results of the postal ballot in respect of all the resolutions proposed in the notice dated October 20, 2023, conducted through remote e-voting is, as under:

Resolution at Item No.1: Appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non-Executive Director of the Company

Type of Resolution: Ordinary Resolution.

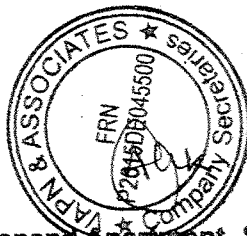
Result for Resolution of Item No.1 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (E-Voting)	Votes caste in favour of Resolution	133	4,52,92,552	100
	Votes against the resolution	22	256	Nil
	Invalid Votes	Nil	Nil	Nil
Total		155	4,52,92,808	100

RESULT

Based on the aforesaid results, I report that the Ordinary Resolution as contained in item No. 1 of the Postal Ballot Notice dated October 20, 2023, has been passed with requisite majority.

Notes:

- (i) Aforesaid resolutions contained in the Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- (ii) The figures in percentage have been rounded off to 2 decimal points.





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- (iii) The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Ms. Marina Peter, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves, and signs the minutes of the Postal Ballot.

9. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours faithfully,

Ashok
Company Secretary in Practice
FCS No: 55136 | COP No: 20599
ICSI UDIN: A055136E002487381
Partner
VAPN & Associates
Practicing Company Secretaries
ICSI Unique Code: P2015DE045500
Peer Review Certificate No.975/2020



Date: November 27, 2023
Place: New Delhi

Countersigned by:
For Orchid Pharma Limited



Marina Peter
Company Secretary and Compliance Officer

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

Date of Postal Ballot			November 27, 2023						
Total No. of Shareholders as on Record Date			29488						
No. of shareholders present in the meeting either in person or through proxy:			NA						
Promoters and Promoter Group:			NA						
Public:			NA						
No. of Shareholders attended the meeting through Video Conferencing			NA						
Promoters and Promoter Group:			NA						
Public:			NA						
Resolution No.			1						
Resolution required: (Ordinary/ Special)			Ordinary Resolution:						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Appointment of Mr. Arjun Dhanuka (DIN: 00454689) as Non-Executive Director of the Company			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	
Promoter and Promoter Group	E-voting	(1) 36719957	(2) 36719957	(3) = [(2)/(1)]*100 100	(4) 36719957	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	
Total	Total	36719957	36719957	100	36719957	0	100	0	
Public Institutions	E-voting	10319729	8551294	82.86355194	8551294	0	100	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	
Total	Total	10319729	8551294	82.86355194	8551294	0	100	0	
Public Non-Institutions	E-voting	3679419	21557	0.585880543	21301	256	98.81245071	1.187549288	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot(if applicable)	0	0	0	0	0	0	0	
Total	Total	3679419	21557	0.585880543	21301	256	98.81245071	1.187549288	
Total	Total	50719105	45292808	89.30127612	45292552	256	99.99943479	0.000565211	

