

General information about company	
Scrip code	524372
NSE Symbol	ORCHPHARMA
MSEI Symbol	NOTLISTED
ISIN	INE191A01027
Name of the entity	Orchid Pharma Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Ram Gopal Agarwal	AAAPA0605M	00627386	Non-Executive - Non Independent Director	Chairperson		30-07-1949
2	Mr	Manish Dhanuka	AAEPD0075G	00238798	Executive Director	Not Applicable	MD	28-09-1967
3	Mr	Mridul Dhanuka	AFEPD9167L	00199441	Executive Director	Not Applicable		20-10-1980
4	Mr	Arjun Dhanuka	AJLPD6285C	00454689	Non-Executive - Non Independent Director	Not Applicable		10-03-1988
5	Mr	Dharam Vir	AAAPV0362N	08771224	Non-Executive - Independent Director	Not Applicable		15-03-1961
6	Mr	Manoj Kumar Goyal	AHJPG4353J	06361663	Non-Executive - Independent Director	Not Applicable		26-05-1976
7	Mr	Mudit Tandon	AFDPT2145K	06417169	Non-Executive - Independent Director	Not Applicable		30-11-1982
8	Mrs	Tanu Singla	APBPG9640N	08774132	Non-Executive - Independent Director	Not Applicable		20-11-1985

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active

3	No										Active
4	No										Active
5	No										Active
6	No										Active
7	No										Active
8	No										Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		31-03-2020				2	0	0	0			
2	NA		31-03-2020				2	0	0	0			
3	NA		31-03-2020				1	0	1	0			
4	NA		20-10-2023				1	0	0	0			
5	NA		29-06-2020	29-06-2020		45.02	1	1	1	1			
6	NA		29-06-2020	29-06-2020		45.02	1	1	2	1			
7	NA		29-06-2020	29-06-2020		45.02	1	1	0	0			
8	NA		29-06-2020	29-06-2020		45.02	1	1	2	0			

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06361663	Manoj Kumar Goyal	Non-Executive - Independent Director	Chairperson	29-06-2020		
2	08774132	Tanu Singla	Non-Executive - Independent Director	Member	29-06-2020		
3	00199441	Mridul Dhanuka	Executive Director	Member	31-03-2020		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN	Name of Committee	Category 1 of directors	Category 2 of	Date of	Date of	Remarks

	Number	members		directors	Appointment	Cessation	
1	06417169	Mudit Tandon	Non-Executive - Independent Director	Chairperson	29-06-2020		
2	06361663	Manoj Kumar Goyal	Non-Executive - Independent Director	Member	07-09-2020		
3	08771224	Dharam Vir	Non-Executive - Independent Director	Member	09-02-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08771224	Dharam Vir	Non-Executive - Independent Director	Chairperson	29-06-2020		
2	08774132	Tanu Singla	Non-Executive - Independent Director	Member	29-06-2020		
3	06361663	Manoj Kumar Goyal	Non-Executive - Independent Director	Member	07-09-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08771224	Dharam Vir	Non-Executive - Independent Director	Chairperson	22-05-2021		
2	00238798	Manish Dhanuka	Executive Director	Member	22-05-2021		
3	00199441	Mridul Dhanuka	Executive Director	Member	22-05-2021		
4	00000000	Sunil Kumar Gupta	Chief Financial Officer	Member	22-05-2021		Textual Information(1)
5	00000000	Dr. R.J. Sarangdhar	Senior General Manager	Member	22-05-2021		Textual Information(2)

Sr Text Block	
Textual Information(1)	The Committee Member is not a director on the Board of the Comapny. Hence, dummy DIN is entered for him.
Textual Information(2)	The Committee Member is not a director on the Board of the Comapny. Hence, dummy DIN is entered for him.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00238798	Manish Dhanuka	Executive Director	Chairperson	19-06-2023		
2	00199441	Mridul Dhanuka	Executive Director	Member	19-06-2023		
3	08771224	Dharam Vir	Non-Executive - Independent Director	Member	19-06-2023		

Other Committee					
	DIN	Name of Committee		Category 1 of	Category 2 of

Sr	Number	members	Name of other committee	directors	directors	Remarks
1	00238798	Manish Dhanuka	Banking, Finance and Operations Committee	Executive Director	Chairperson	
2	00199441	Mridul Dhanuka	Banking, Finance and Operations Committee	Executive Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	04-11-2023				Yes	8	8	4
2	06-12-2023		31		Yes	8	6	3
3	16-12-2023		9		Yes	8	6	3
4		08-02-2024	53		Yes	8	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	04-11-2023				Yes	3	3	2	0
2	Audit Committee	06-12-2023	31			Yes	3	3	2	0
3	Audit Committee	08-02-2024	63			Yes	3	3	2	0
4	Audit Committee	11-03-2024	31			Yes	3	3	2	0
5	Nomination and remuneration committee	16-12-2023				Yes	3	2	2	0
	Risk				Previous RMC meeting was held on August 10, 2023 therefore the Days					

6	Management Committee	05-02-2024	50		Gap be calculated accordingly inspite of 50 Days Gap auto populated in the Row.	Yes	3	2	1	2
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Kapil Dayya
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.orchidpharma.com/
2	Terms and conditions of appointment of independent directors	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
3	Composition of various committees of board of directors	Yes		http://www.orchidpharma.com/invr_comm_comp.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
6	Criteria of making payments to non-executive directors	Yes		http://www.orchidpharma.com/invr_downloads.html
7	Policy on dealing with related party transactions	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
8	Policy for determining 'material' subsidiaries	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
10	Email address for grievance redressal and other relevant details	Yes		http://www.orchidpharma.com/invr_investor.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.orchidpharma.com/invr_investor.html
12	Financial results	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
13	Shareholding pattern	Yes		http://www.orchidpharma.com/invr_shareholding.html
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://www.orchidpharma.com/invr_conferencecalls.html
15.2	Audio or video recordings and transcripts of post	Yes		http://www.orchidpharma.com/invr_conferencecalls.html

	earnings/quarterly calls			
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
18	Credit rating or revision in credit rating obtained	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.orchidpharma.com/invr_downloads.html
20	Secretarial Compliance Report	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
21	Materiality Policy as per Regulation 30 (4)	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		http://www.orchidpharma.com/invr_con_authoff.html
23	Disclosures under regulation 30(8)	Yes		http://www.orchidpharma.com/invr_intimation.aspx
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		http://www.orchidpharma.com/invr_intimation.aspx
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		http://www.orchidpharma.com/invr_corporategovernance.html
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		http://www.orchidpharma.com/invr_Annualreports.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		-

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	

10	Compliance Certificate	17(8)	Yes	
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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.

31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Kapil Dayya
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status
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		(Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	The Company does not have any material subsidiary however the Compliances w.r.t the Subsidiary under Regulation 26 of Listing Regulations had been duly complied with.

Annexure II		
1	Name of signatory	Kapil Dayya
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	In accordance to SEBI Circular SEBI/HO/CFD/CMD- 2/P/CIR/2021/567 dated May 31, 2021 and FAQs issued thereon, the Disclosure is not applicable reason being the Company falls under the exemption category mentioned at Note. 1(b) of Annexure IV of above Circular.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Kapil Dayya
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	20-04-2024