

September 13, 2017

The Manager

Listing Department

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor, Plot No: C/1

G - Block, Bandra - Kurla Complex

Bandra (East), Mumbai - 400 051

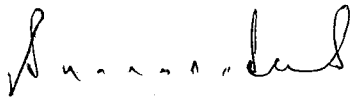
Dear Sir/Madam,

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 Proceedings of the 24th Annual General Meeting of the Company held on September 13, 2017 along with a copy of communication received from Mr. Rajasekar, Interim Resolution Professional.

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 FOURTH ANNUAL GENERAL MEETING OF ORCHID PHARMA LIMITED (FORMERLY ORCHID CHEMICALS & PHARMACEUTICALS LIMITED) HELD ON SEPTEMBER 13, 2017 AT 10.30 A.M. AT THE MUSIC ACADEMY, OLD NO.306, NEW NO.168, TTK ROAD, ROYAPETTAH, CHENNAI - 600 014.

The 24th Annual General Meeting of Orchid Pharma Limited (Formerly Orchid Chemicals & Pharmaceuticals Limited) was held on Wednesday, September 13, 2017 at 10.30 A.M. at The Music Academy, Old no.306, New no.168, TTK road, Royapettah, Chennai - 600 014, Tamil Nadu to conduct the business as set out in the Notice. The meeting commenced at 10.30 A.M.

After the invocation, Shri. L Chandrasekar, Executive VP-Finance & Secretary read out the communication from CMA CS R.Rajasekaran, Interim Resolution Professional (IRP) of Orchid Pharma Ltd (under Corporate Insolvency Resolution Process) to the shareholders of the Company.

Further, Shri. L Chandrasekar, Executive VP-Finance & Secretary apprised the members that pursuant to the commencement of the Corporate Insolvency Resolution Process against 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 Corporate Insolvency Resolution Process, the members present at the meeting, may elect one of the members present, to be the Chairman thereof, on a show of hands.

Subsequently, after deliberations, the members present at the meeting elected by show of hands, Smt. Bhoomijha Murali (DPID: IN302679 CLIENTID: 32271200) to be the Chairman of the meeting.

Smt. Bhoomijha Murali took the Chair and called the meeting to order as the requisite quorum was present. At the meeting, 2550 members in person and 9 members represented by their proxies were 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 SNB Associates, 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.

Smt. Bhoomijha Murali, 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 24th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

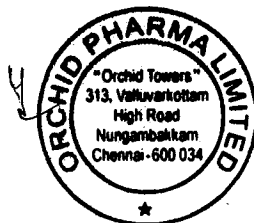
She further added that the remote e-voting period commenced on 09.00 A.M. on Saturday, September 09, 2017 and ended on 5.00 P.M. on Tuesday, September 12, 2017. Shri S Dhanapal, Partner of M/s Dhanapal Associates, Practising Company Secretaries (Membership No. FCS 6881) was appointed as the Scrutinizer to scrutinize the voting process.

The Chairman informed 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, 2017, including the Audited Balance Sheet as at March 31, 2017, 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. Appointment of M/s CNGSN & Associates LLP, as Statutory Auditors
3. Appointment of Smt. Soundara Kumar (DIN:01974515), Nominee Director – SBI, who retires by rotation and being eligible offers herself for re-appointment.





SPECIAL BUSINESS

4. Re-appointment of Shri. K Raghavendra Rao (DIN: 00010096) as Managing Director of the Company.

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

Several queries were raised by the members which were suitably replied by the Chairman, Smt. Bhoomijha Murali.

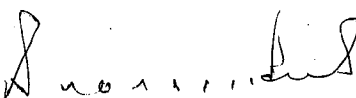
The Chairman informed the members present that for any questions/clarifications on the Company's operations and the annual accounts and other items of businesses to be transacted at this AGM, the members may send their query via e-mail to the following e-mail id : Corporate ID : corporate@orchidpharma.com

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) within 48 hours of the passing of the resolutions at the Annual General Meeting.

The meeting was concluded at 11.00 A.M.

Place: Chennai
Date: September 13, 2017


L Chandrasekar
Executive VP-Finance & Secretary

11/09/2017

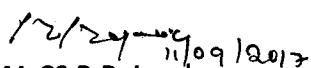
**Communication of Mr.Rajasekaran, Interim Resolution Professional of Orchid Pharma Ltd.
(under Corporate Insolvency Resolution Process) to the Shareholders of the Company**

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 17th 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 24th Annual General Meeting of your Company and the related proceedings.

Yours sincerely,


11/09/2017
CMA CS R.Rajasekaran,
Interim Resolution Professional,
Orchid Pharma Ltd.