

October 12, 2016

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

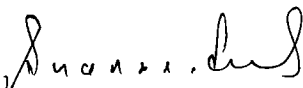
**Sub: Reg 27 (2) : Compliance report on Corporate Governance**

Dear Sir/Madam,

In accordance with Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby furnish the compliance report on corporate governance for the quarter ended September 30, 2016.

Thanking you,

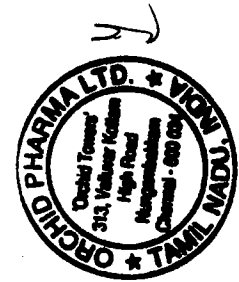
Yours faithfully,

  
L Chandrasekar  
Executive V P – Finance & Secretary

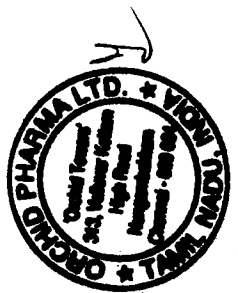
Encl.: a/a

COMPLIANCE REPORT ON CORPORATE GOVERNANCE									
Under Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015									
Annexure 1									
Orchid Pharma Limited									
Quarter ended September 30, 2016									
I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /Non-executive /Independent /Nominee)	Date of Appointment in the current term / Cessation		Tenure *	No. of Directorship in listed entities including this listed entity(Refer Regulation 25(1) of Listing Regulations)	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 this listed entity (Refer Regulation 26(1) of Listing Regulations)
				Date of Appointment	Date of cessation				
Mr.	K N Venkatasubramanian	ACLPV2518H DIN:00007392	Chairperson-Non-Executive & Independent Director	31-03-2014		2 years & 6 months	4	5	2
Mr.	K Raghavendra Rao	AAAPR4013J DIN:00010096	Executive Director-Managing Director	01-07-1992			1	1	NIL
Mr.	R Kannan	AGSPR9323B DIN:00227980	Non-Executive-Independent Director	28-05-2015		1 year & 4 months	3	5	NIL
Mrs.	Soundara kumar	AAXPS4712N DIN:01974515	Non-Executive-Nominee Director	30-03-2015			4	4	NIL
Mr.	Rabinarayan Panda	AAPPP5234Q DIN:07034875	Non-Executive-Nominee Director	28-12-2015			2	1	NIL

\* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of committee members	Category (Chairperson/Executive/Non-Executive /Nominee)
1. Audit Committee	Mr. K N Venkatasubramanian Mr. R Kannan Mr. Rabinarayan Panda	Chairperson-Independent Director-Non Executive Director Non-Executive-Independent director Non-Executive-Nominee Director
2. Nomination & Remuneration committee	Mr. R Kannan Mr. K N Venkatasubramanian Mr. Rabinarayan Panda	Non-Executive -Independent Director Chairperson-Independent Director-Non Executive Director Non-Executive-Nominee Director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
4. Stakeholder Relationship committee	Mr. K N Venkatasubramanian Mr. K Raghavendra Rao	Chairperson-Independent Director-Non Executive Director Executive Director
III. Meeting of Board of Directors		
Date (s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days )
May 27, 2016	August 13, 2016	77 days
IV. Meeting of Committees		
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date (s) of meeting of the committee in the previous quarter
AUDIT COMMITTEE		
August 13, 2016	Yes, the requisite quorum was present	May 27, 2016
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.		77 days



V. Related Party Transactions		Compliance status (Yes /No/NA)
Subject		
Whether prior approval of audit committee obtained		YES
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES
<b>VI. Affirmations</b>		
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
b. Nomination & Remuneration committee		YES
c. Stakeholders relationship committee		YES
d. Risk Management Committee (applicable to the top 100 listed entities)		NA.
3. The above committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015		YES
4. 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
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.		YES
Any comments/observations/advice of Board of Directors may be mentioned here: NIL		

**For ORCHID PHARMA LTD.**  
*S. V. S. S. S. S. S.*  
**Executive VP - Finance & Secretary**



Annexure III

Affirmations

Broad heading	Regulation number	Compliance status	Company remarks
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	The business responsibility report is not applicable to the Company. Hence, not displayed on the website of the Company
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the Nomination and remuneration committee at the annual general meeting	19(3)	No	The Chairperson of the Nomination and Remuneration committee Mr. R Kannan did not attend the Annual General Meeting of the Company. On behalf of the Nomination and Remuneration committee, Mr. K N Venkatasubramanian (Member of Nomination & Remuneration committee) was present to answer the shareholder's queries in his place.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

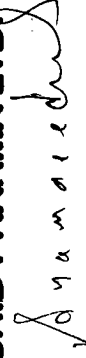
Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here: The Chairperson of the Nomination and Remuneration committee Mr. R Kannan did not attend the Annual General Meeting of the Company. On behalf of the Nomination and Remuneration committee, Mr. K N Venkatasubramanian (Member of Nomination & Remuneration committee) was present to answer the shareholder's queries in his place.
3. If the Listed Entity would like to provide any other information the same may be indicated here

Name  
Designation

L Chandrasekar  
Executive VP - Finance & Secretary

**For ORCHID PHARMA LTD**



**Executive VP - Finance & Secretary**

