

September 29, 2016

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No: C/1
G - Block, Bandra - Kurla Complex
Bandra (East), Mumbai - 400 051

Sub: Outcome of 23rd Annual General Meeting & Disclosure of Voting Results
pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 & Scrutinizer's Report

Dear Sir/Madam,

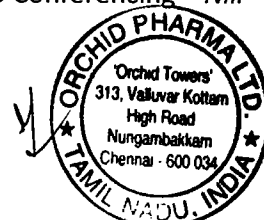
The 23rd Annual General Meeting (AGM) of the Company was held i.e. on 28 September, 2016 at Kamaraj Memorial Hall, TNCC Charitable Trust, New No: 492, Anna Salai, Teynampet West, Chennai – 600006.

The Board of Directors had appointed Mr. S Dhanapal of M/s Dhanapal Associates, Practising Company Secretaries (Membership No. FCS 6881) as the Scrutinizer to scrutinize the remote e-voting and voting by polling papers at the venue of AGM. Mr. S Dhanapal has carried out the scrutiny of the votes cast through the remote e-voting facility and the votes cast through polling paper at the AGM and has submitted Consolidated Scrutinizers Report dated September 28, 2016.

The Results of the remote e-voting and votes cast through polling paper have been announced by Shri. K Raghavendra Rao Managing Director of the Company, based on the report submitted by Shri S. Dhanapal Sr.Partner, Practising Company Secretary, the Scrutinizer.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Please find below disclosure of Voting results of E-voting and poll at the AGM:

1. Date of AGM : *September 28, 2016*
2. Total no of shareholders on record date : *86,169 Shareholders*
3. No. of Shareholders present in the Meeting either in person or through proxy:
 - Promoter and Promoter group : 4
 - Public : 2371
4. No. of shareholders attended the meeting through Video Conferencing – *Nil.*





5. Details of the Agenda

The mode of Voting for all resolution was through remote e-voting and through polling paper at the AGM.

The Scrutinizer report dated September 28, 2016 submitted by the Scrutinizer, Mr. S. Dhanapal Sr.Partner, Practising Company Secretary, Chennai to the Company along with the declaration of the results signed by Shri. K Raghavendra Rao, Managing Director of the Company is enclosed. We hereby confirm that all the resolutions have been passed with requisite majority.

Kindly take the above on your records.

Thanking you,

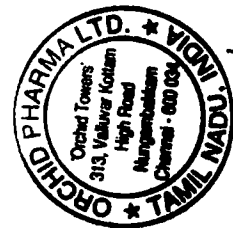
Yours faithfully,

L Chandrasekar
Executive V P – Finance & Secretary

VOTING RESULTS Agenda-wise									
Date of the AGM		September 28, 2016							
Total number of shareholders on record date		86,169							
No. of shareholders present in the meeting either in person or through proxy:		2,375							
Promoters and Promoter Group:		4							
Public:		2371							
No. of Shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group:		NIL							
Public									
Ordinary Business - Resolution No : 1									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary Resolution									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,64,19,952	91.17	2,64,19,952	-	100.00	-	-
	Poll	2,89,79,754	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	2,89,79,754	2,64,19,952	91.17	2,64,19,952	-	100.00	-	-
Public - Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	44,06,107	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	44,06,107	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting		1,00,94,400	19.46	95,452	99,98,948	0.95	99.05	
	Poll	5,18,76,016	32,46,437	0.06	32,46,437	-	100.00	0.00	
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	5,18,76,016	1,33,40,837	19.52	33,41,889	99,98,948	25.05	74.95	
Total		8,52,61,877	3,97,60,789	46.63	2,97,61,841	99,98,948	74.85	25.15	



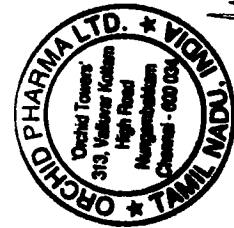
Ordinary Business - Resolution No : 2									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	Ordinary Resolution				
					Yes				
		1	2	(3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter & Promoter Group	E-Voting		2,64,19,952	91.04	2,64,19,952	-	100.00	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	2,90,18,933	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	2,90,18,933	2,64,19,952	91.04	2,64,19,952	-	100.00	-	-
Public - Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	44,06,107	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	44,06,107	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting		1,00,94,400	19.47	87,640	1,00,06,760	0.87	99.13	
	Poll	5,18,36,837	32,46,437	0.06	32,46,437	-	100.00	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	5,18,36,837	1,33,40,837	25.74	33,34,077	1,00,06,760	24.99	99.13	
Total		8,52,61,877	3,97,60,789	46.63	2,97,54,029	1,00,06,760	74.84	25.16	



(Signature)



Ordinary Business - Resolution No : 3									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?					Ordinary Resolution				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No				
					No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,64,19,952	91.04	2,64,19,952	-	100.00	-	-
	Poll	2,90,18,933	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	2,90,18,933	2,64,19,952	91.04	2,64,19,952	-	100.00	-	-
Public - Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	44,06,107	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	44,06,107	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting		1,00,94,300	19.47	92,722	1,00,01,578	0.92	99.08	
	Poll	5,18,36,837	32,46,437	6.26	32,46,437	-	100.00	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	5,18,36,837	1,33,40,737	25.74	33,39,159	1,00,01,578	25.03	99.08	
Total		8,52,61,877	3,97,60,689	46.63	2,97,59,111	1,00,01,578	74.85	25.15	



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Special Business - Resolution No : 4									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?						Ordinary Resolution			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting		2,64,19,952	91.04	2,64,19,952	-	100.00	-	-
	Poll	2,90,18,933	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	2,90,18,933	2,64,19,952	91.04	2,64,19,952	-	100.00	-	-
Public - Institutions	E-Voting		-	-	-	-	-	-	-
	Poll	44,06,107	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	44,06,107	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting		1,00,94,501	19.47	93,033	1,00,01,468	0.92	99.08	-
	Poll	5,18,36,837	32,46,437	6.26	32,46,437	-	100.00	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total	5,18,36,837	1,33,40,938	25.74	33,39,470	1,00,01,468	25.03	99.08	-
Total		8,52,61,877	3,97,60,890	46.63	2,97,59,422	1,00,01,468	74.85	25.15	

Place : Chennai
Date : September 29, 2016

K Raghavendra Rao
Managing Director



Partners
S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smira Chirimar, M.Com., F.C.S
R. Pratheepa, B.C.S., A.C.S
T. Murugan, B.Sc., A.C.A., A.C.S

S Dhanapal & Associates Practising Company Secretaries

Branch Office :

K.K. Nagar

"Muthukumaran Illam"
M22-E, Sri Subah Colony,
Munusamy Road, K.K. Nagar,
Chennai - 600 078.

Suite No. 103, First Floor, Kaveri Complex,
No. 96/104, Nungambakkam High Road,
(Next to Ganpat Hotel & ICICI Bank)
Nungambakkam, Chennai - 600 034.
Phone No. 044-45530256 / 257
Direct Number : 044 - 42652127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

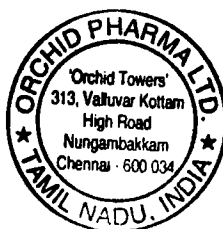
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

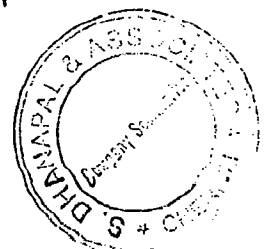
To,
The Chairman
23rd Annual General Meeting of the Equity Shareholders of
M/s. Orchid Pharma Limited
(Formerly known M/s. Orchid Chemicals & Pharmaceuticals Limited)
Chennai

Dear Sir,

I, S.Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Orchid Pharma Ltd (Formerly known M/s. Orchid Chemicals & Pharmaceuticals Limited) ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken in the 23rd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 23rd Annual General meeting (AGM) of the Equity Shareholders of Orchid Pharma Ltd (Formerly known as M/s. Orchid Chemicals & Pharmaceuticals Limited) held on Wednesday , the 28th day of September, 2016 at 10.30 A.M. at Kamarajar Arangam, Anna Salai, Chennai -600 006 to submit the combined results of voting by electronic means (remote e-voting) & poll as under.



SD



S Dhanapal & Associates

Practising Company Secretaries

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 23rd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the physical meeting (AGM) are conducted in a fair and transparent manner and render consolidated scrutiner's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Services Limited (NSDL) and for voting by use of polling papers in the meeting.

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Audited Financial Statements (standalone and consolidated) of the company for the year ended 31st March 2016, including the Audited balance sheet as at 31st March 2016, the statement of Profit & Loss for the year ended on that date and the reports of the board of Directors and Auditors thereon.

	No. of Shares	No. of Members
Total Votes Cast	39760814	130
Less: Invalid votes	25	1
Net Valid votes cast	39760789	129
Votes cast in favour	29761841	118
Votes Cast against	9998948	11

% of total valid votes cast in favour of the resolution: 74.85%

% of total valid votes cast against the resolution: 25.15%

Resolution No. 2 - Reappointment of Mr. K.Raghavendra Rao (DIN 00010096) who retires by rotation

	No. of Shares	No. of Members
Total Votes Cast	39760814	130
Less: Invalid votes	25	1
Net Valid votes cast	39760789	129
Votes cast in favour	29754029	105
Votes Cast against	10006760	24

% of total valid votes cast in favour of the resolution: 74.84%

% of total valid votes cast against the resolution: 25.16%



S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 3 – To ratify the appointment of M/s SNB Associates, Chartered Accountants, Chennai, as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration

	No. of Shares	No. of Members
Total Votes Cast	39760714	129
Less: Invalid votes	25	1
Net Valid votes cast	39760689	128
Votes cast in favour	29759111	112
Votes Cast against	10001578	16

% of total valid votes cast in favour of the resolution: 74.85%

% of total valid votes cast against the resolution: 25.15%

Resolution No. 4 – Approval of remuneration payable to Cost Auditor, Shri V.Kalyanaraman for the financial years 2016-17 and 2017-18

	No. of Shares	No. of Members
Total Votes Cast	39760915	130
Less: Invalid votes	25	1
Net Valid votes cast	39760890	129
Votes cast in favour	29759422	111
Votes Cast against	10001468	18

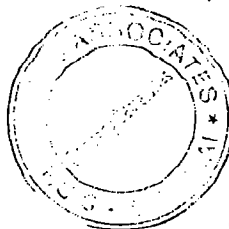
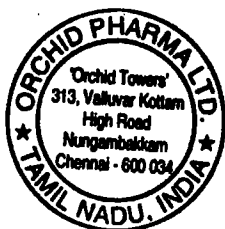
% of total valid votes cast in favour of the resolution: 74.85%

% of total valid votes cast against the resolution: 25.15%

Thanking you,

Dated: 28.09.2016

Yours faithfully,
For S Dhanapal & Associates
(A firm of Practising Company Secretaries)



S Dhanapal
Membership # 6881
CP # 728

SD