

April 13, 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 March 31, 2016.

Thanking you,

Yours faithfully,



L Chandrasekar
Executive V P – Finance & Secretary

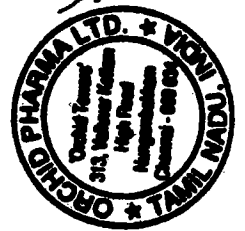
Encl.: a/a

Orchid Pharma Limited
Quarter ended March 31, 2016

I. Composition of Board of Directors

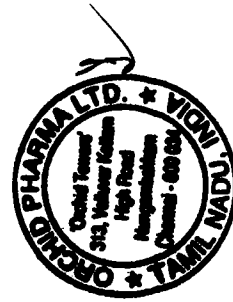
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /Non-executive /Independent /Nominee)	Date of Appointment in the current term / Cessation	Tenure *	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	K N Venkatasubramanian	ACLPV2518H	Chairperson & Independent Director	31-03-2014	2 years	4	4	2
		DIN:00007392						
Mr.	K Raghavendra Rao	AAAPR4013J	Executive Director-Managing Director	01-07-1992		1	1	NIL
		DIN:00010096						
Mr.	S Krishnan	AAEPK9856G	Non-executive Director	28-04-2010		3	1	1
		DIN:00583985						
Mr.	R Kannan	AGSPR9323B	Non-Executive-Independent Director	28-05-2015	10 Months	5	5	NIL
		DIN:00227980						
Ms.	Soundara kumar	AAXPS4712N	Nominee Director	30-03-2015		3	4	NIL
		DIN:01974515						
Mr.	Rabinarayan Panda	AAPPP5234Q	Nominee Director	30-12-2015		2	1	NIL
		DIN:07034875						

* 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 /Independent /Nominee)
1. Audit Committee	Mr. K N Venkatasubramanian Mr. R Kannan Mr. Rabinarayan Panda	Chairperson-Independent Director Non-executive-Independent director Nominee Director
2. Nomination & Remuneration committee	Mr. S Krishnan Mr. K N Venkatasubramanian Mr. R Kannan	Chairperson&Non-Executive director Non-executive-Independent director Non-executive-Independent director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Mr. S Krishnan Mr. K Raghavendra Rao	Chairperson&Non-Executive director Executive director - Managing 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 Current quarter	Maximum gap between any two consecutive (in number of days)
NOVEMBER 9, 2015 & DECEMBER 30, 2015	February 10, 2016 & March 18, 2016	43 DAYS : 30.12.2015-10.02.2016 37 DAYS : 11.02.2016-18.03.2016
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- February 10, 2016	YES	NOVEMBER 09, 2015
		Maximum gap between any two consecutive meetings in number of days *
		93 DAYS : 09.11.2015-10.02.2016

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	Subject	Compliance status (Yes /No/NA)
	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
	VI. Affirmations	
	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 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.

Sumanis Suresh
Executive VP - Finance & Secretary




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/ir_factsheet.aspx
2	Terms and conditions of appointment of independent directors	YES		http://www.orchidpharma.com/ir_downloads.aspx
3	Composition of various committees of board of directors	YES		http://www.orchidpharma.com/ir_co_co.aspx
4	Code of conduct of board of directors and senior management personnel	YES		http://www.orchidpharma.com/ir_downloads.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	YES		http://www.orchidpharma.com/ir_downloads.aspx
6	Criteria of making payments to non-executive directors	YES		http://www.orchidpharma.com/ir_downloads.aspx
7	Policy on dealing with related party transactions	YES		http://www.orchidpharma.com/ir_downloads.aspx
8	Policy for determining 'material' subsidiaries	YES		http://www.orchidpharma.com/ir_downloads.aspx
9	Details of familiarization programmes imparted to independent directors	YES		http://www.orchidpharma.com/downloads/Code_for_Independent_Directors.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES		http://www.orchidpharma.com/ir_gri_red.aspx
11	Email address for grievance redressal and other relevant details	YES		http://www.orchidpharma.com/ir_gri_red.aspx
12	Financial results	YES		http://www.orchidpharma.com/ir_financials.aspx
13	Shareholding pattern	YES		http://www.orchidpharma.com/ir_shareholding.aspx
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	YES		http://www.orchidpharma.com/

For ORCHID PHARMA LTD.



Executive VP - Finance & Secretary




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)	YES	
3	Meeting of Board of directors	17(2)	YES	
4	Review of Compliance Reports	17(3)	YES	
5	Plans for orderly succession for appointments	17(4)	YES	
6	Code of Conduct	17(5)	YES	
7	Fees/compensation	17(6)	YES	
8	Minimum Information	17(7)	YES	
9	Compliance Certificate	17(8)	YES	
10	Risk Assessment & Management	17(9)	YES	
11	Performance Evaluation of Independent Directors	17(10)	YES	
12	Composition of Audit Committee	18(1)	YES	
13	Meeting of Audit Committee	18(2)	YES	
14	Composition of Nomination & remuneration committee	19(1) & (2)	YES	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	YES	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	YES	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES	
23	Maximum Directorship & Tenure	25(1) & (2)	YES	
24	Meeting of independent directors	25(3) & (4)	YES	
25	Familiarization of independent directors	25(7)	YES	
26	Memberships in Committees	26(1)	YES	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	YES	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES	
III Affirmations:				
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.				

For ORCHID PHARMA LTD.


Executive VP - Finance & Secretary