

October 01, 2026

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Fort, Mumbai-400001

Symbol: **ORCHPHARMA**

Scrip Code: **524372**

Sub: Scrutinizer's Report and Voting Results- 33rd Annual General Meeting of Orchid Pharma Limited ("the Company")

Dear Sir/Madam,

With reference to the captioned subject and in accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, please find enclosed herewith Scrutinizer's Report including Voting Results for remote e-voting and e-voting at the 33rd Annual General Meeting of the Company held on Tuesday, September 29, 2026.

The same are also available on the official website of the Company at <https://www.orchidpharma.com/index.html>.

Kindly take the above on your record.

For **Orchid Pharma Limited**


Kapil Dayya
Company Secretary & Compliance Officer
M. No: F10698



Encl: As above

Registered Office:

Orchid Pharma Limited
Plot Nos. 121-128, 128A-133, 138-151, 159-164, SIDCO Industrial Estate,
Alathur, Chengalpattu Dist - 603110, Tamil Nadu, India.

Corporate Office:

15th Floor, Tower 1, DLF Corporate Greens, Sector 74A,
Gurugram - 122004, Haryana, India



REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended)

To

The Chairperson,
ORCHID PHARMA LIMITED,
Plot No 121-128, 128A-133, 138-151, 159-164,
Sidco Industrial Estate, Alathur,
Chengalpattu, Alathur Industrial Estate,
Kanchipuram - 603110.

Dear Sir,

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 33rd Annual General Meeting ('AGM') of ORCHID PHARMA LIMITED held on Tuesday, September 29, 2026 at 12:00 Noon held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

1. I, **P Muthukumaran, Practising Company Secretary (COP No. 20333), partner of P Muthukumaran and Associates**, have been appointed as the Scrutinizer by the Board of Directors of **ORCHID PHARMA LIMITED ("the Company") for the 33rd Annual General Meeting held on Tuesday, 29th September 2026 at 12:00 Noon through Video Conferencing / Other Audio Visual Means**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the AGM Notice dated 05th September 2026, of the 33rd Annual General Meeting ("AGM") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020 and General Circular No.39/2020 dated 31.12.2020 Circular No. 10/2021 dated 23.06.2021, Circular No. 20/2021 dated 08.12.2021 and General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 has permitted conducting of General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC / OAVM:
 - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
4. The Company had availed the voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the National Securities Depository Limited (NSDL).
6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e., on Tuesday, September 22, 2026) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Saturday, September 26, 2026, 9:00 AM (IST) and ended on Monday, September 28, 2026 at 5:00 PM (IST) and the NSDL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by NSDL at the AGM.
8. The shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
10. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me as under:

RESOLUTION NO. 1

To receive, consider and adopt:

- a) The Revised Audited standalone Financial Statements of the Company for the Financial year ended March 31 2026 inter alia, including Balance Sheet as at March 31 2026 the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31 2026 together with the Reports of the Auditors and Board of Directors thereon.
- b) The Revised Audited Consolidated Financial Statements of the Company for the Financial year ended March 31 2026 inter-alia including Balance Sheet as at March 31 2026 the Statement of Profit and Loss and Cash Flow statement for the year ended on March 31 2026 together with the Reports of the Auditors and Board of Directors thereon. **(Ordinary Resolution)**

Voted In favour / against the Resolution:

S. No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	127	108	19
2.	Number of votes cast by them	54690916	54650364	40552
3.	% of Votes Cast	100	99.9259	0.0741

RESULT:

I report that the Ordinary Resolution with regard to Resolution No. 1 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with the requisite majority.

RESOLUTION NO. 2

To appoint Mr. Mridul Dhanuka (DIN: 00199441) Whole-Time Director of the Company who retires by rotation and being eligible offers himself for reappointment. **(Ordinary Resolution)**

Voted In favour / against the Resolution:

S. No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	127	87	40
2.	Number of votes cast by them	54690916	50566302	4124614
3.	% of Votes Cast	100	92.4583	7.5417

RESULT:

I report that the Ordinary Resolution with regard to Resolution No. 2 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

RESOLUTION NO. 3

Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2026 27. **(Ordinary Resolution)**

Voted In favour / against the Resolution:

S. No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	127	115	12
2.	Number of votes cast by them	54690916	54690245	671
3.	% of Votes Cast	100	99.9988	0.0012

RESULT:

I report that the Ordinary Resolution with regard to Resolution No. 3 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

RESOLUTION NO. 4

Approval for Material Related Party Transactions with Ms. Otsuka Chemicals (India) Private Limited. **(Ordinary Resolution)**

Voted In favour / against the Resolution:

S. No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	108	87	21
2.	Number of votes cast by them	10439744	*8841598	1598146
3.	% of Votes Cast	100	84.6918	15.3082

* 44251172 votes has been cast by the promoters and the same shall be excluded while calculating the results, being a related party to the transaction.

RESULT:

I report that the Ordinary Resolution with regard to Resolution No. 4 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

RESOLUTION NO. 5

Approval for the Appointment of Mr. Arjun Dhanuka (DIN:00454689) as Whole-time Director of the Company and payment of remuneration to him (earlier designated as Non-Executive, Non-Independent Director). **(Special Resolution)**

Voted In favour / against the Resolution:

S. No	Particulars	Total	Assent	Dissent
1.	Number of Members Voting	127	89	38
2.	Number of votes cast by them	54690916	50569101	4121815
3.	% of Votes Cast	100	92.4634	7.5366

RESULT:

I report that the Special Resolution with regard to Resolution No. 5 as set out in the Notice of the AGM was passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **P MUTHUKUMARAN AND ASSOCIATES**

MUTHUKUMARAN

Digitally signed by
MUTHUKUMARAN
Date: 2026.09.30 12:59:07 +05'30'

MUTHUKUMARAN

Partner

Practising Company Secretary

Mem No.: F-11218 || C.P No: 20333

Peer Review No: 7833/2026

UDIN: F011218H001666861

Date: September 30, 2026

Place: Chennai

Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No. 01			01. To receive, consider and adopt: a) The Revised Audited Standalone Financial Statements of the Company for the Financial year ended March 31 2026 inter alia, including Balance Sheet as at March 31 2026 the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31 2026 together with the Reports of the Auditors and Board of Directors thereon. b) The Revised Audited Consolidated Financial Statements of the Company for the Financial year ended March 31 2026 inter-alia including Balance Sheet as at March 31 2026 the Statement of Profit and Loss and Cash Flow statement for the year ended on March 31 2026 together with the Reports of the Auditors and Board of Directors thereon.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /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 and Promoter Group	E-Voting	44586052	44251172	99.2489	44251172	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		44251172	99.2489	44251172	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	15299148	10439744	68.2374	10399192	40552	99.6116	0.3884
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15299148	10439744	10399192	40552	99.6116	0.3884
Total		59885200	54690916	91.3262	54650364	40552	99.9259	0.0741

Resolution No. 02			02. To appoint Mr. Mridul Dhanuka (DIN: 00199441) Whole-Time Director of the Company who retires by rotation and being eligible offers himself for reappointment.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	44586052	44251172	99.2489	44251172	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44586052	44251172	99.2489	44251172	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	15299148	10439744	68.2374	6315130	4124614	60.4913	39.5087
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15299148	10439744	68.2374	6315130	4124614	60.4913	39.5087
Total		59885200	54690916	91.3262	50566302	4124614	92.4584	7.5416

Resolution No. 03			03. Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2026 27.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /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 and Promoter Group	E-Voting	44586052	44251172	99.2489	44251172	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44251172	99.2489	44251172	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	15299148	10439744	68.2374	10439073	671	99.9936	0.0064
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10439744	68.2347	10439073	671	99.9936	0.0064
Total		59885200	54690916	91.3262	54690245	671	99.9988	0.0012

Resolution No. 04			04. Approval for Material Related Party Transactions with Ms. Otsuka Chemicals (India) Private Limited.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	44586052	*	-	*	-	-	-
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44586052			0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	15299148	10439744	68.2374	8841598	1598146	84.6918	15.3082
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15299148	10439744	68.2374	8841598	1598146	84.6918	15.3082
Total		59885200	10439744	68.2374	8841598	1598146	84.6918	15.3082

*44251172 votes has been cast by the promoters and the same shall be excluded while calculating the results, being a related party to the transaction

Resolution No. 05			05. Approval for the Appointment of Mr. Arjun Dhanuka (DIN:00454689) as Whole-time Director of the Company and payment of remuneration to him (earlier designated as Non-Executive, Non-Independent Director).					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	44586052	44251172	99.2489	44251172	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44586052	44251172	99.2489	44251172	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	15299148	10439744	68.2374	6317929	4121815	60.5181	39.4819
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15299148	10439744	68.2374	6317929	4121815	60.5181	39.4819
Total		59885200	54690916	91.3262	50569101	4121815	92.4635	7.5365
