

## NOTICE OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22<sup>nd</sup> Annual General Meeting of the members of Orchid Chemicals & Pharmaceuticals Limited will be held at Kamaraj Memorial Hall, TNCC Charitable Trust, New No : 492, Anna Salai, Teynampet West, Chennai – 600006, Tamil Nadu, India on Tuesday, September 15, 2015 at 10.30 A.M to transact the following business: -

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the 18 months period ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, 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. To appoint a Director in place of Shri S Krishnan (DIN : 00583985) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company and authorize the Board to fix their remuneration and to pass the following resolution thereof:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the Audit Committee, M/s. SNB Associates, Chartered Accountants, having ICAI Registration No: 015682N be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 24th Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM by means of Ordinary Resolution held after this AGM) the Board of Directors be and are hereby authorised to fix the remuneration payable to them as may be determined and recommended by the Audit Committee in consultation with the Auditors"

### SPECIAL BUSINESS:

#### 4. Appointment of Shri K N Venkatasubramanian as an Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company, Shri K N Venkatasubramanian (DIN : 00007392), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2014 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri K N Venkatasubramanian as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto March 30, 2019, and shall not be liable to retire by rotation."

#### 5. Appointment of Shri R Kannan as an Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Shri R Kannan (DIN : 00227980), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 28, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri R Kannan as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e upto May 27, 2020, and shall not be liable to retire by rotation."

#### 6. Appointment of Shri Nagaraj Garla as a Nominee Director of IDBI Bank Ltd

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Shri Nagaraj Garla (DIN : 06983880), a nominee of IDBI Bank Limited, who was appointed as a Nominee Director of the

Company with effect from November 13, 2014, by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that he is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Nagaraj Garla as a candidate for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 7. Appointment of Smt. Soundara Kumar as a Nominee Director of State Bank of India, Monitoring Institution of CDR package

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Soundara Kumar (DIN : 01974515), a nominee of State Bank of India, who was appointed as a Nominee Director of the Company with effect from March 30, 2015, by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that she is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose Smt. Soundara Kumar as a candidate for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 8. Approval sought for the revised terms and remuneration of the Managing Director

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Section 197 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment(s) thereof, the approval of the Company be and is hereby given for revision in the term and of the remuneration of Shri K Raghavendra Rao as Managing Director of the Company for a period of two years with effect from 1st April, 2015 as given below:

##### Terms and Conditions of Appointment

1. Period of Appointment:- Appointment shall continue for a period of 5 (Five) years beginning from July 01, 2012 and ending on June 30, 2017, but the said appointment shall be liable to retirement by rotation.
2. Details of Remuneration : -
  - A) Salary :- Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month from April 01, 2015.
  - B) Perquisites and Allowances:-
 

In addition to salary Shri K Raghavendra Rao shall be entitled to the following perquisites and allowances:

    - i) Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with utilities (gas, electricity, water, repairs, security, etc.) thereof.
    - ii) Company maintained chauffeur-driven car.
    - iii) Reimbursement of Medical Expenses incurred for self and his family.

- iv) Leave Travel Concession - For self and his family once in a year incurred in accordance with the Rules of the Company.
- v) Club Fees - Fees of clubs shall be reimbursable.
- vi) Personal Accident Insurance - The premium amount on such insurance cover shall be reimbursable.
- vii) Ex-gratia, Bonus & Incentive - In accordance with the Rules of the Company.
- viii) Any other perquisite or allowance as may be agreed to by the Board of Directors and Shri K Raghavendra Rao.

##### Explanation

- For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- Gratuity payable as per rules of the Company and encashment of leave as per Company's policy shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- For the purposes of perquisites, "family" means the spouse, dependent children and parents of Shri K Raghavendra Rao.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites, allowances and other benefits payable to Shri K Raghavendra Rao shall always be subject to the overall ceilings laid down in Sections 2(51), 2(78), 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013.

##### MINIMUM REMUNERATION

Where in any financial year during the tenure of Shri K Raghavendra Rao, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri K Raghavendra Rao the above remuneration by way of salary, perquisites and other benefits as minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration as are applicable to resolutions proposed and passed as special resolution. If such remuneration is in excess of ceilings prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Central Government as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above remuneration as may be agreed to by the Board of Directors, Lenders and Shri K Raghavendra Rao."

#### 9. Ratification of the Remuneration of the Cost Auditor

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri V Kalyanaraman, Cost Accountant, Fellow Membership Number M - 778 appointed as the Cost Auditors by the Board, to conduct the audit of the cost records for the eighteen months period ended March 31, 2015 and for the financial year ending March 31, 2016, be paid a remuneration of Rs.20,00,000/- (Rupees Twenty Lakhs) and Rs. 14,00,000 (Rupees Fourteen Lakhs) respectively excluding applicable taxes and out of pocket expenses, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**10. To change the name of the Company to “Orchid Pharma Limited”.**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from “Orchid Chemicals & Pharmaceuticals Limited” to “Orchid Pharma Limited”.

**RESOLVED FURTHER THAT** the Name Clause, being Clause I, in the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name “Orchid Chemicals & Pharmaceuticals Limited” wherever appearing and substituting it with “Orchid Pharma Limited”.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds and things including execution of any documents as may be required to give effect to this resolution.”

**By Order of the Board  
For Orchid Chemicals & Pharmaceuticals Limited**

Place : Chennai

L Chandrasekar

Date : August 13, 2015

Executive V P - Finance & Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act

as a proxy for any other person or shareholder.

3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
6. The Register of Members and the Share Transfer Books will remain closed from September 11, 2015 to September 15, 2015 both days inclusive for the purpose of Annual General Meeting for the financial year 2013-15.
7. Members are requested to bring their copies of the Annual Report to the Meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the Meeting hall.
  - a) Members who hold shares in electronic form are requested to notify any change in their particulars like change in address, bank particulars etc., to their respective Depository Participants immediately.
  - b) Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Registrars viz., M/s Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or Integrated Enterprises (India) Limited, for assistance in this regard.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons seeking appointment /re-appointment as Director, is provided in the annexure.
10. We request you to update your email address with your Depository Participant or RTA to enable us to send Annual Report, Notices and all other communication via email.
11. Members are requested to check whether they have encashed Dividend Warrants for the earlier years. If the Dividend Warrant have become time-barred / lost, please apply for revalidation / fresh dividend warrant before the last dates indicated below :

| Dividend for the year | % of Dividend | Date of declaration of Dividend | Date on which unpaid amount to be transferred to IEPF | Shareholders should apply latest by |
|-----------------------|---------------|---------------------------------|---|-------------------------------------|
| 2007-2008             | 30%           | September 29, 2008              | November 05, 2015                                     | October 04, 2015                    |
| 2008-2009             | 10%           | September 30, 2009              | November 06, 2016                                     | October 05, 2016                    |
| 2009-2010             | 100%          | July 21, 2010                   | August 27, 2017                                       | July 26, 2017                       |
| 2010-2011             | 30%           | July 29, 2011                   | September 04, 2018                                    | August 03, 2018                     |
| 2011-2012             | 30%           | September 20, 2012              | October 27, 2019                                      | September 26, 2019                  |

The Dividend amounts, which remain unclaimed for the year 2007-08 and the subsequent years, can be claimed from the Company. Pursuant to Section 205C of the Companies Act, 1956 (the Act) the amounts which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 22nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post/Courier/Email.

The names of the shareholders who have not encashed their dividends along with the particulars of the dividend warrants are available in Company's website [www.orchidpharma.com](http://www.orchidpharma.com).

13. The Companies Act, 2013 has recognized serving of documents to Members through Electronic mode. In terms of circular no. NSDL/CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-mail addresses made available by the Depository accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013, read with Section 20 of the Act and the rules related to transmission of documents through electronic mode.

In line with the requirements of the said circular, for those Members whose Depository Participant (DP) accounts do not contain the details of their e-mail address, printed copies of the Annual Reports and Notice would be despatched.

Members are requested to register their email addresses in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents, M/s Integrated Enterprises (India) Limited (IEIL), 2nd Floor, Kences Towers, No. 1, Rama Krishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India.

14. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / IEIL.

#### EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned in the accompanying notice dated August 13, 2015

#### Item No. 4

The Board, at its meeting held on March 31, 2014, appointed Shri K N Venkatasubramanian (DIN : 00007392) as an Additional Director of the Company w.e.f from March 31, 2014 under the category of Non-Executive and Independent Director, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri K N Venkatasubramanian will hold office only upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs. 1,00,000/-, from a member proposing the candidature of Shri K N Venkatasubramanian for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board of Directors believes that the association of Shri K N Venkatasubramanian with the Company shall be beneficial to the progress of the Company. Further, the Company has received from him, the required consent letter and also intimations and disclosures required under Section 164 and 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and also a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri K N Venkatasubramanian, the

Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Accordingly, the item no. 4 is placed before the shareholders for approval for appointing Independent Director not liable to retire by rotation for a period of five years (upto March 30, 2019).

Your Directors recommend the appointment of Shri K N Venkatasubramanian, as Independent director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri K N Venkatasubramanian is interested or concerned in the resolution.

#### **Item No. 5**

The Board, at its meeting held on May 28, 2015, appointed Shri R Kannan (DIN : 00227980 ) as an Additional Director of the Company w.e.f from May 28, 2015 under the category of Non-Executive and Independent Director, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri R Kannan will hold office only upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs. 1,00,000/-, from a member proposing the candidature of Shri R Kannan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board of Directors believes that the association of Shri R Kannan with the Company shall be beneficial to the progress of the Company. Further, the Company has received from him, the required consent letter and also intimations and disclosures required under Section 164 and 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and also a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri R Kannan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Accordingly, the item no. 5 is placed before the shareholders for approval for appointing Independent Director not liable to retire by rotation for a period of five years ( up to May 27, 2020).

Your Directors recommend the appointment of Shri R Kannan, as Independent director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri R Kannan is interested or concerned in the resolution.

#### **Item No. 6 & 7**

The Board, at its meeting held on November 13, 2014, appointed Shri Nagaraj Garla (DIN : 06983880) as a nominee Director of the Company with effect from November 13, 2014, as per the nomination received from IDBI Bank Ltd.

The Board, at its meeting held on March 30, 2015, appointed Smt Soundara Kumar (DIN : 01974515) as a nominee Director of the Company with effect from March 30, 2015, as per the nomination received from State Bank of India.

As per the provisions of Section 161 of the Companies Act, 2013, both

the directors Shri Nagaraj Garla and Smt Soundara Kumar hold office as a Director until the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- each from the members proposing the candidature of Shri Nagaraj Garla and Smt Soundara Kumar for the office of Director, to be appointed as such under the provisions of Section 161 of the Companies Act, 2013.

Your Directors recommend their appointment as directors of the Company who are liable to retire by rotation.

Shri. Nagaraj Garla and Smt Soundara Kumar respectively are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

#### **Item No. 8**

The Board at its meeting held on May 28, 2015, upon the recommendation of the Nomination & Remuneration Committee, has approved the revision in terms of remuneration of Shri K Raghavendra Rao as Managing Director of the Company for a period of two years from 1st April, 2015. The details of the remuneration are given in the resolution and the same is being placed before the members for their approval. However the term of his appointment for the period of 5 (five) years beginning from July 01, 2012 and ending on June 30, 2017, as approved by the members earlier shall continue to be in force, except that the said appointment shall be liable to retirement by rotation, in line with the requirements of Companies Act, 2013.

The aggregate of the remuneration shall be within the maximum limits as laid down under Sections 2(78), 2(94), 197, 203 and all other applicable provisions, if any, of the Act, read with Schedule V of the Companies Act, 2013, as amended from time to time.

Keeping in view the experience and expertise of Shri K Raghavendra Rao, the Board considers it desirable that the Company should continue to avail the services of Shri K Raghavendra Rao and accordingly recommends the resolution for approval by the members.

The abstract of the terms and conditions of the revision in remuneration of Shri K Raghavendra Rao is as stated in the resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri K Raghavendra Rao and his relatives, are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as an Special Resolution.

#### **Item No. 9**

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors at an aggregate remuneration of Rs 20,00,000/- (Rupees Twenty Lakhs) and Rs 14,00,000/- (Rupees Fourteen Lakhs) for the year 2013-2015 and 2015-2016 respectively plus applicable taxes and out of pocket expenses to conduct the audit of the Cost records of various units of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by

the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial years 2013 – 2015 and 2015 -2016.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives of the Company are interested or concerned in the resolution.

#### Item No. 10

With our emphasis focused on manufacturing of pharmaceuticals which is the main line of Orchid's business as well as the Company is not into manufacturing chemicals, The Board of Directors at its meeting held on July 14, 2014, has proposed to change the name of the Company to "Orchid Pharma Limited". In this regard, an approval letter confirming the availability of the name "Orchid Pharma Limited" has been received from the Registrar of Companies, Chennai.

Accordingly, consent of the members is sought for passing a Special Resolution for changing the name of the Company from Orchid Chemicals & Pharmaceuticals Limited to Orchid Pharma Limited, subject to any other compliances as may be required.

As per the provisions of the Act, amendments to the Memorandum and Articles of Association require the approval by a Special Resolution of the shareholders in the General Meeting.

The Board recommends the resolution set forth in Item No. 10 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution.

**By Order of the Board  
For Orchid Chemicals & Pharmaceuticals Limited**

Place : Chennai L Chandrasekar  
Date : August 13, 2015 Executive V P - Finance & Secretary

**ADDITIONAL INFORMATION OF DIRECTORS  
RECOMMENDED FOR APPOINTMENT OR SEEKING  
RE-APPOINTMENT AT THE 22nd ANNUAL GENERAL MEETING  
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

#### Shri S Krishnan



Shri S Krishnan (Director Identification Number – 00583985) aged 53 years has a rich and diversified experience of over 28 years in the field of Finance and Accounts. He has broad experience in all aspects of accounting, finance, treasury, fund raising and management, statutory compliance, with solid planning and organizational skills, coordinating all aspects of projects from inception through completion and

an in-depth understanding of financial measures and business models. Shri S Krishnan has been associated with your Company for over a period of 13 years. He was an Executive Director on the Board of Orchid from April 2010. Consequent to his resignation during April 2013, he continues to be on the Board of Orchid as Non-Executive Director.

He possesses a Bachelor of Science degree from the University of Madras and is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.

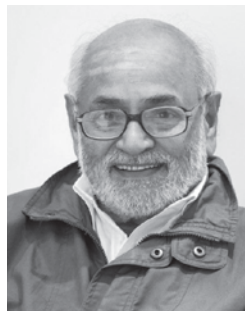
He is a director on the following Companies:

| S.No | Name of the Companies  | Nature of Interest |
|------|--|--------------------|
| 1.   | NB Footwear Limited  | Director           |
| 2.   | Krenen Exports Private Limited                                 | Director           |
| 3.   | Orchid Europe Limited UK                                       | Director           |
| 4.   | Bexel Pharmaceuticals Inc., USA                                | Director           |
| 5.   | Orchid Pharmaceuticals (South Africa) (Pty) Ltd , South Africa | Director           |
| 6.   | Premier Energy & Infrastructure Ltd.                           | Managing Director  |
| 7.   | Diakron Pharmaceuticals Inc., USA                              | Director           |
| 8.   | ADGEAR Media Pvt. Ltd.   | Director           |

Shri S Krishnan is a Chairman in the Nomination and Remuneration Committee, Stakeholder Relationship Committee and member in the Audit Committee, Allotment Committee, Corporate Social Responsibility Committee and Compensation Committee of the Board of Orchid.

Shri S Krishnan holds 9,200 equity shares in Orchid.

#### Shri K N Venkatasubramanian



Shri K N Venkatasubramanian (Director Identification Number - 00007392) aged 77 years is a Chemical Engineer from A.C. College, Madras and M.Tech from IIT-Kharagpur. After serving in major international oil companies like Standard Vacuum, EXXON and Phillips Petroleum for over a decade, he moved to Indian Petrochemicals Corporation Limited (IPCL) and established its Marketing operations. He then became Executive

Director-Marketing in IPCL. He was the Chairman of the Sub-Committee on "Petrochemicals" constituted by the Department of Chemicals and Petrochemicals. He was also a Director on the Boards of the Hindustan Organic Chemicals Ltd. and Hindustan Antibiotics Ltd. He was the Founder Managing Director of Indian Vaccines Corporation of India Ltd. He also served as the Chairman of Indian Oil Corporation Ltd. from where he retired.

He is a Director on the following Companies

| S.No | Name of the Companies              | Nature of Interest |
|------|------------------------------------|--------------------|
| 1.   | Gulf Oil Corporation Ltd           | Director           |
| 2.   | Gulf Carossorie Ltd                | Director           |
| 3.   | Time Technoplast Ltd               | Chairman           |
| 4.   | IDL Explosives Ltd                 | Chairman           |
| 5.   | Essar Oil Ltd                      | Director           |
| 6.   | Royal Chemie Corporation Singapore | Director           |
| 7.   | MB Engineering Pvt. Ltd.           | Director           |

Shri K N Venkatasubramanian is a Chairman of the Board, Audit Committee and CSR Committee. He is also a member in Nomination and Remuneration Committee of the Board.

Shri K N Venkatasubramanian is a member in the Audit Committee of the following companies:

- Gulf Oil Corporation Ltd
- Gulf Carossorie Ltd
- Time Technoplast Ltd
- IDL Explosives Ltd
- Essar Oil Ltd
- Royal Chemie Corporation Singapore

Shri K N Venkatasubramanian holds 1000 equity shares in Orchid.

### Shri R Kannan



Shri R Kannan (Director Identification Number – 00227980) aged 66 years has done his Post Graduation in Mathematics from Madras University and PGDMS from Bombay University. He is also a Certified Associate & Industrial Finance Associate of Indian Institute of Bankers. He has rich and diversified experience of 36 years in Corporate, Investment Banking & Industrial Finance followed by pioneering role as head of merchant banking in Canara Bank & transformation leadership as India head of investment banking in Standard Chartered Bank. Later he promoted Imperial Corporate Finance Private Ltd to provide finance services in 1994, from where he retired in 2007. During his tenure he was involved in formulation and execution of over 300 equity transactions, including 16 financial restructuring and 46 M & A transactions. Currently he is a director on the boards of various Public listed and Private Companies.

He is a Director on the following Companies

| S No. | Names of the companies / bodies corporate/firms/ association of individuals | Nature of interest or concern |
|-------|---|-------------------------------|
| 1     | Orient Press Ltd  | Director                      |
| 2     | Shasun Pharmaceuticals Ltd  | Director                      |
| 3     | Bharat Aluminium Company Ltd  | Director                      |
| 4     | Hindustan Zinc Ltd  | Additional Director           |
| 5     | Ram Ratna Wires Ltd   | Director                      |
| 6     | Ram Ratna Kabel Ltd   | Director                      |
| 7     | Orionsayi Consultant Pvt Ltd  | Promoter Director             |
| 8     | Real Time Technologies Pvt . Ltd  | Director                      |
| 9     | Vizag General Cargo Berth Pvt Ltd   | Director                      |
| 10    | Pan India Paryatan Pvt.Ltd  | Independent Director          |
| 11    | Lake City Ventures Pvt. Ltd   | Director                      |

Shri R Kannan is a member in the Audit Committee of the Board of Orchid.

He is also a member in the Audit Committee of Shasun Pharmaceuticals Ltd, Orient Press Ltd , Hindustan Zinc Limited and Ram Ratna Wires Ltd .

Shri R Kannan does not hold any equity shares in Orchid.

### Shri Nagaraj Garla



Shri Nagaraj Garla (Director Identification Number – 06983880) aged 46 years is a post graduate in commerce and Business Management & Associate of Indian Institute of Bankers. He has over two decades of experience in banking & finance spanning across different verticals viz Corporate Banking, Retail Banking, MSME, Agriculture and Rural Credit, Trade Finance and International Banking Operations. He will be a non-executive, non-independent director on the Board of Orchid.

He is a Director on the following Companies

| S No. | Names of the companies / bodies corporate/firms/ association of individuals | Nature of interest or concern |
|-------|---|-------------------------------|
| 1     | The India Cements Ltd   | Director                      |

Shri Nagaraj Garla is a member in the Audit committee of the Board of Orchid.

Shri Nagaraj Garla does not hold any equity shares in Orchid.

### Smt Soundara Kumar



Smt Soundara Kumar (Director Identification Number – 01974515) aged 60 years is a Graduate in Mathematics and CAIIB. She has rich and diversified experience of 39 years in the areas of Wholesale, Retail, Rural Credit banking, Debt Restructuring /Rehabilitation. She started her career with State Bank of India Group and was a member of RBI Working Group. She has held various positions in

State Bank of India and retired as the Deputy Managing Director, State Bank of India in Stressed Assets Management Group. Currently, she is the Non- Executive Chairman of Asset Reconstruction Company (India) Ltd (ARCIL). She will be a non-executive, non-independent director on the Board of Orchid.

She is a Director on the following Companies

| S No. | Names of the companies / bodies corporate/firms/ association of individuals | Nature of interest or concern                                 |
|-------|---|---|
| 1     | Asset Reconstruction Company (India) Limited                                | Director (SBI Nominee & Non-Executive Chairman of the Board ) |
| 2     | Religare Finvest Limited  | Director  |
| 3     | Shanti Gears Ltd  | Director  |
| 4     | Ramco Systems Ltd   | Director  |
| 5     | Religare HDFC Ltd   | Director  |
| 6     | Sundaram BNP Paribas Fund Services Ltd                                      | Director  |

Smt Soundara Kumar is a member in the Audit Committee of the following companies:

- Religare Finvest Limited
- Religare HDFC Ltd
- Sundaram BNP Paribas Fund Services Ltd
- Shanti Gears Ltd

Smt Soundara Kumar does not hold any equity shares in Orchid.

### CALENDAR - AGM

| S.No. | Particulars  | Date   |
|-------|--|--|
| 1.    | Cut off Date For Eligibility of Voting for the AGM | Tuesday, September 08, 2015  |
| 2.    | Book Closure Dates                                 | From Friday, September 11,2015 To Tuesday, September 15, 2015 (both days inclusive)        |
| 3.    | Remote E-Voting Period                             | From 9.30 A.M on Saturday, September 12, 2015 till 5.00 P.M. on Monday, September 14, 2015 |
| 4.    | Date & Time of AGM                                 | Tuesday, September 15, 2015 at 10.30 A.M.  |

### Instructions for e-voting

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 22nd Annual General Meeting to be held on Tuesday, September 15, 2015 at Kamaraj Memorial Hall at 10.30 A.M. The Company has engaged the services

of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 15, 2015.

### Steps for Remote e-voting

1. Open the internet browser and type the following URL:  
URL: <https://www.evoting.nsdl.com>
2. Click on Shareholder Login
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active E voting Cycles.
7. Select "EVEN" of Orchid Chemicals & Pharmaceuticals Ltd.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csdhanapal@gmail.com](mailto:csdhanapal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

### General Instructions:

1. The facility for voting through ballot/poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on 09.30 A.M. on Saturday, September 12, 2015 and ends on 5.00 P.M. on Monday, September 14, 2015. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 08, 2015, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on September 08, 2015 being the cut-off date (and who have not cast their vote electronically during currency of remote e-voting), may only cast their vote at the Annual General Meeting.

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e September 08, 2015, may obtain the login ID and password by sending a request in writing at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
7. Shri S Dhanapal of M/s Dhanapal Associates, Practising Company Secretaries (Membership No.FCS 6881) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 08, 2015. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orchidpharma.com](http://www.orchidpharma.com) and on the website of the NSDL within two days of the passing of the resolutions at the 22nd Annual General Meeting of the Company and communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 22nd Annual General Meeting of the Company.

**By Order of the Board**  
**For Orchid Chemicals & Pharmaceuticals Limited**

Place : Chennai

Date : August 13, 2015

L Chandrasekar

Executive V P - Finance & Secretary

**AGM Venue:**  
**Kamaraj Memorial Hall,**  
**TNCC Charitable Trust,**  
**New No: 492, Anna Salai,**  
**Teynampet West,**  
**Chennai - 600006,**  
**Tamil Nadu, India**

