

Partners  
S. Dhanapal, B.Com., B.A.B.L., F.C.S  
N. Ramanathan, B.Com., F.C.S  
Smita 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 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

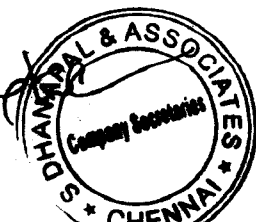
**M/s. Orchid Pharma Limited**

(under Corporate Insolvency Resolution Process vide Honourable National Company Law Tribunal (NCLT), Chennai order dated 17.8.2017)  
Chennai

Dear Sir/ Madam,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Orchid Pharma Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 24th Annual General Meeting (AGM) of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting of the Equity Shareholders of M/s. Orchid Pharma Limited, held on Wednesday, the 13th day of September, 2017 at 10.30 A.M. at The Music Academy, Old No. 306, New No. 168, TTK Road, Royapettah, Chennai - 600014, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

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 through ballot paper by the shareholders on the resolutions proposed in the Notice of the 24th 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 voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot paper at the meeting.

N. Ramanathan  


The consolidated results of the voting are as under:

**Resolution No. 1 - Adoption of the Audited Financial Statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	<b>2,73,48,056</b>	<b>192</b>
Less: Invalid votes	<b>275</b>	<b>1</b>
Net Valid votes cast	<b>2,73,47,781</b>	<b>191</b>
Votes cast in favour	<b>273,42,595</b>	<b>180</b>
Votes Cast against	<b>5,186</b>	<b>11</b>

**% of total valid votes cast in favour of the resolution: 99.99%**

**% of total valid votes cast against the resolution: 0.01%**

**Resolution No. 2 - Appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	<b>2,73,49,701</b>	<b>190</b>
Less: Invalid votes	<b>275</b>	<b>1</b>
Net Valid votes cast	<b>2,73,49,426</b>	<b>189</b>
Votes cast in favour	<b>2,73,41,559</b>	<b>173</b>
Votes Cast against	<b>7,867</b>	<b>16</b>

**% of total valid votes cast in favour of the resolution: 99.98%**

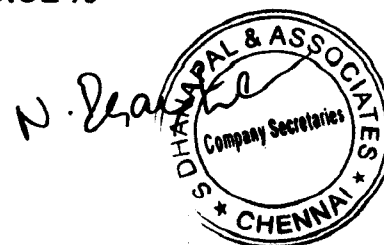
**% of total valid votes cast against the resolution: 0.02%**

**Resolution No. 3 - Appointment of Smt. Soundara Kumar, Nominee Director, who retires by rotation and who being eligible, offers herself for re-appointment**

	No. of Shares	No. of Members
Total Votes Cast	<b>2,73,50,231</b>	<b>194</b>
Less: Invalid votes	<b>275</b>	<b>1</b>
Net Valid votes cast	<b>2,73,49,956</b>	<b>193</b>
Votes cast in favour	<b>2,73,43,729</b>	<b>178</b>
Votes Cast against	<b>6,227</b>	<b>15</b>

**% of total valid votes cast in favour of the resolution: 99.98%**

**% of total valid votes cast against the resolution: 0.02%**



# S Dhanapal & Associates

**Practising Company Secretaries**

**Resolution No. 4 – Re-appointment of Mr. K Raghavendra Rao as Managing Director of the Company.**

	No. of Shares	No. of Members
Total Votes Cast	<b>2,73,50,231</b>	<b>194</b>
Less: Invalid votes	<b>275</b>	<b>1</b>
Net Valid votes cast	<b>2,73,49,956</b>	<b>193</b>
Votes cast in favour	<b>2,73,34,639</b>	<b>162</b>
Votes Cast against	<b>15,317</b>	<b>31</b>

**% of total valid votes cast in favour of the resolution: 99.95%**

**% of total valid votes cast against the resolution: 0.05%**

**Note:**

The Company is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 vide order of Honourable National Company Law Tribunal, Chennai dated 17.8.2017 and AGM was chaired by the Chairperson who got elected by the shareholders who were present in the meeting. The report is prepared on strength of the votes cast by shareholders of the Company through e-voting and in AGM.

Yours faithfully,  
Dated: 14.09.2017

Thanking you,

**For S Dhanapal & Associates**  
(A firm of Practising Company Secretaries)

*N. Ramanathan*

**N. Ramanathan**  
Partner

Membership # F6665  
CP # 11084



# SD