

Partners

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S Dhanapal & Associates

Practising Company Secretaries

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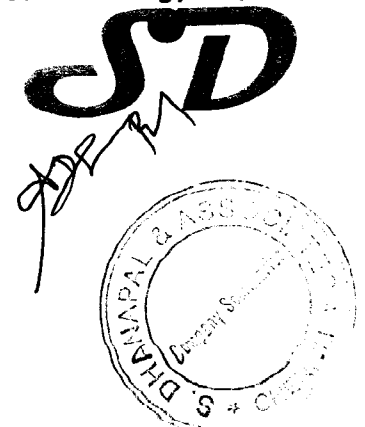
Report of Scrutinizer

[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.



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 scrutinizor'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%

The block contains a handwritten signature in black ink and a circular stamp. The stamp is partially obscured by the signature and contains the text 'S Dhanapal & Associates' around the perimeter.

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

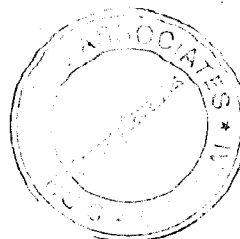
% of total valid votes cast in favour of the resolution: 74.85%

% 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 # 7 28