

S Dhanapal & Associates

Practising Company Secretaries

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, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

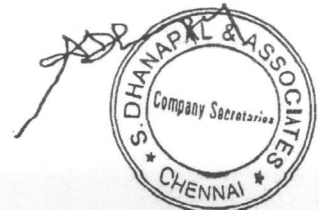
To,
The Chairman
22nd Annual General Meeting of the Equity Shareholders of
M/s. Orchid Chemicals & Pharmaceuticals Limited
Chennai

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Orchid Chemicals & Pharmaceuticals Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 22nd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 22nd Annual General meeting of the Equity Shareholders of M/s. Orchid Chemicals & Pharmaceuticals Limited, held on Tuesday, the 15th day of September, 2015 at 10.30 A.M. at Kamarajar Arangam, Anna Salai, Chennai -600 006, submit the combined results of voting by electronic means (remote e-voting) and 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 22nd 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 meeting 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 at the meeting.

The consolidated results of the voting are as under:



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Resolution No. 1 - Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602711 | 131 |
| Less: Invalid votes | 785 | 3 |
| Net Valid votes cast | 44601926 | 128 |
| Votes cast in favour | 34599876 | 109 |
| Votes Cast against | 10002050 | 19 |

% of total valid votes cast in favour of the resolution: 77.57

% of total valid votes cast against the resolution: 22.43

Resolution No. 2 - Reappointment of Mr. S.Krishnan (DIN 00583985) as Director

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44600911 | 132 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44600432 | 130 |
| Votes cast in favour | 34595782 | 107 |
| Votes Cast against | 10004650 | 23 |

% of total valid votes cast in favour of the resolution: 77.57

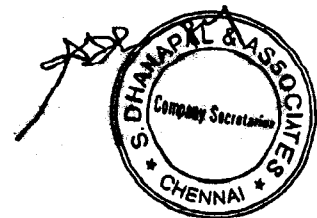
% of total valid votes cast against the resolution: 22.43

Resolution No. 3 - Appointment of M/s. SNB Associates, Chartered Accountants, Chennai, as the Statutory Auditors of the Company

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602861 | 132 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602382 | 130 |
| Votes cast in favour | 34601027 | 111 |
| Votes Cast against | 10001355 | 19 |

% of total valid votes cast in favour of the resolution: 77.57

% of total valid votes cast against the resolution: 22.43



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Resolution No. 4 – Appointment of Shri. K.N. Venkatasubramanian (DIN 00007392) as Independent Director

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602811 | 132 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602332 | 130 |
| Votes cast in favour | 34599217 | 109 |
| Votes Cast against | 10003115 | 21 |

% of total valid votes cast in favour of the resolution: 77.57

% of total valid votes cast against the resolution: 22.43

Resolution No. 5 - Appointment of Shri R Kannan (DIN 00227980) as Independent Director

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602761 | 131 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602382 | 129 |
| Votes cast in favour | 34591167 | 106 |
| Votes Cast against | 10011215 | 23 |

% of total valid votes cast in favour of the resolution: 77.55

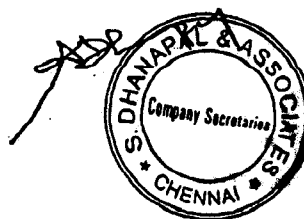
% of total valid votes cast against the resolution: 22.45

Resolution No. 6 - Appointment of Shri Nagaraj Garla (DIN 06983880) as Nominee Director of the Company

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44601561 | 130 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44601082 | 128 |
| Votes cast in favour | 44589426 | 119 |
| Votes Cast against | 11656 | 9 |

% of total valid votes cast in favour of the resolution: 99.97

% of total valid votes cast against the resolution: 0.03



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Resolution No. 7 - Appointment of Smt. Soundara Kumar (DIN 01974515) as a Nominee Director of the Company

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602760 | 131 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602281 | 129 |
| Votes cast in favour | 44590021 | 119 |
| Votes Cast against | 12260 | 10 |

% of total valid votes cast in favour of the resolution: 99.97

% of total valid votes cast against the resolution: 0.03

Resolution No. 8 - Approval sought for revised terms and Remuneration of Managing Director.

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602511 | 129 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602032 | 127 |
| Votes cast in favour | 34583517 | 98 |
| Votes Cast against | 10018515 | 29 |

% of total valid votes cast in favour of the resolution: 77.53

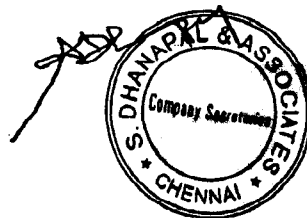
% of total valid votes cast against the resolution: 22.47

Resolution No. 9 - Ratification of remuneration of Cost Auditors

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602761 | 131 |
| Less: Invalid votes | 584 | 3 |
| Net Valid votes cast | 44602177 | 128 |
| Votes cast in favour | 34600077 | 108 |
| Votes Cast against | 10002100 | 20 |

% of total valid votes cast in favour of the resolution: 77.57

% of total valid votes cast against the resolution: 22.43



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Resolution No. 10 - To change the name of the company to "Orchid Pharma Limited"

| | No. of Shares | No. of Members |
|----------------------|-----------------|----------------|
| Total Votes Cast | 44602861 | 132 |
| Less: Invalid votes | 479 | 2 |
| Net Valid votes cast | 44602382 | 130 |
| Votes cast in favour | 34601477 | 112 |
| Votes Cast against | 10000905 | 18 |

% of total valid votes cast in favour of the resolution: 77.57

% of total valid votes cast against the resolution: 22.43

Thanking you,

Dated: 16.09.2015

Yours faithfully,
For S Dhanapal & Associates
(A firm of Practising Company Secretaries)

S. Dhanapal
Sr. Partner
Membership No. 56881
CP # 7028 CHENNAI

