

Partners

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S Dhanapal & Associates

Practising Company Secretaries

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Report of Scrutinizer

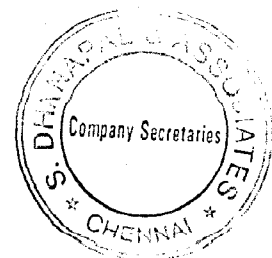
[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
M/s. Orchid Chemicals and Pharmaceuticals Limited,
"ORCHID TOWER", 313, Valluvar Kottam High Road,
Nungambakkam, Chennai – 600034

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the postal ballot for passing of resolutions as set out in the notice of postal ballot dated 14th July 2014 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, submit my report as under:

- 1.1 The Company has completed on 26th July, 2014 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 11th July, 2014.
- 1.2 The shareholders of the Company had options to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com> of National Securities Depository Limited (NSDL).
- 1.3 The physical postal ballot forms were received by and kept under safe custody of us before commencing the scrutiny of such postal ballot forms.



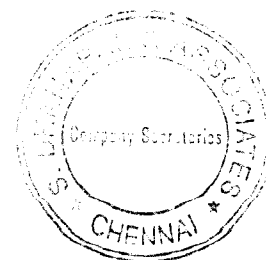
- 1.4 The postal ballot forms were handed over to me on close of working hours of 25.08.2014 for my scrutiny.
- 1.5 With the support of the Registrar and Transfer Agent, the Postal Ballot Forms were scrutinized and signatures of Members, who had cast their votes were verified as also the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 11th July, 2014 maintained by them.
- 1.6 All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 25th August, 2014 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on NSDL portal as per the notice of postal ballot dated 14th July, 2014.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 25th August, 2014 were not considered for my scrutiny.
- 1.8 It was informed by the Company that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 2004 numbers and are kept separately by the Company.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
- 1.10 A vote of shareholder who has not cast the vote on a particular resolution has been treated as invalid vote for the particular resolution.
2. A summary of the votes cast electronically and physical Postal Ballot Forms received, is given below:

Resolution No. 1 - To amend Main Objects of the Memorandum of Association

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10519914	25830064	36349978	269	853	1122
Less: Invalid votes	0	14940	14940	0	39	39
Net Valid votes cast	10519914	25815124	36335038	269	814	1083
Votes cast in favour	10502062	25810506	36312568	243	784	1027
Votes Cast against	17852	4618	22470	26	30	56

% of total votes cast in favour of the resolution: 99.94%

% of total votes cast against the resolution: 0.06%



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(b) Resolution No. 2 – Deletion of the other object clause of the Memorandum of Association

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10519568	25830815	36350383	266	853	1119
Less: Invalid votes	0	27329	27329	0	72	72
Net Valid votes cast	10519568	25803486	36323054	266	781	1047
Votes cast in favour	10502053	25797952	36300005	240	743	983
Votes Cast against	17515	5534	23049	26	38	64

% of total votes cast in favour of the resolution: 99.94%

% of total votes cast against the resolution: 0.06 %

(c) Resolution No. 3 – Amendment of the liability clause of Memorandum of Association

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10510613	25830837	36341450	264	853	1117
Less: Invalid votes	0	27385	27385	0	74	74
Net Valid votes cast	10510613	25803452	36314065	264	779	1043
Votes cast in favour	10499438	25797782	36297220	236	741	977
Votes Cast against	11175	5670	16845	28	38	66

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

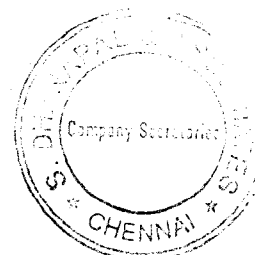
% of total votes cast against the resolution: 0.05%

(d) Resolution No. 4 – Amendment of Incidental or Ancillary Objects clause of the Memorandum of Association

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10517979	25830795	36348774	264	853	1117
Less: Invalid votes	0	27372	27372	0	74	74
Net Valid votes cast	10517979	25803423	36321402	264	779	1043
Votes cast in favour	10499248	25797895	36297143	237	740	977
Votes Cast against	18731	5528	24259	27	39	66

% of total votes cast in favour of the resolution: 99.93%

% of total votes cast against the resolution: 0.07%



(e) Resolution No. 5 – Adoption of New set of Articles

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10519584	25830900	36350484	265	853	1118
Less: Invalid votes	0	27503	27503	0	75	75
Net Valid votes cast	10519584	25803397	36322981	265	778	1043
Votes cast in favour	10498307	25797418	36295725	241	738	979
Votes Cast against	21277	5979	27256	24	40	64

% of total votes cast in favour of the resolution: 99.92%

% of total votes cast against the resolution: 0.08%

(f) Resolution No. 6 – Borrowing Powers of the Company

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10520099	25829905	36350004	266	853	1119
Less: Invalid votes	0	27453	27453	0	74	74
Net Valid votes cast	10520099	25802452	36322551	266	779	1045
Votes cast in favour	10496584	25794683	36291267	229	731	960
Votes Cast against	23515	7769	31284	37	48	85

% of total votes cast in favour of the resolution: 99.91%

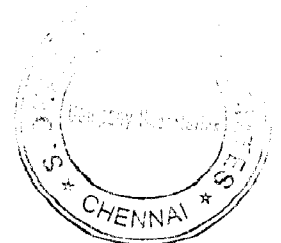
% of total votes cast against the resolution: 0.09%

(g) Resolution No. 7 – Mortgaging/Charging of the Properties of the Company

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10520099	25830160	36350259	266	853	1119
Less: Invalid votes	0	27503	27503	0	75	75
Net Valid votes cast	10520099	25802657	36322756	266	778	1044
Votes cast in favour	10490583	25792532	36283115	220	712	932
Votes Cast against	29516	10125	39641	46	66	112

% of total votes cast in favour of the resolution: 99.89%

% of total votes cast against the resolution: 0.11 %



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h) Resolution No. 8 – Issue of Shares on Preferential basis to promoters

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	10870551	25836702	36707253	272	853	1125
Less: Invalid votes	0	27376	27376	0	75	75
Net Valid votes	10870551	25809326	36679877	272	778	1050
Votes cast in favour	10492650	25795503	36288153	228	712	940
Votes Cast against	377901	13823	391724	44	66	110

% of total votes cast in favour of the resolution: 98.93%

% of total votes cast against the resolution: 1.07%

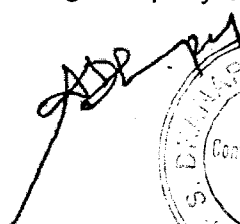
3. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the documents relating to postal Ballot and e-Voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.
4. In view of the above voting results, all the resolutions as contained in the said notice have received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

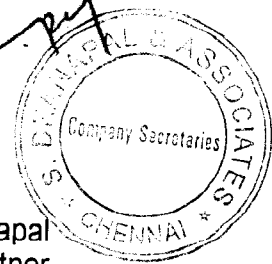
Thanking you,

Place: Chennai
Dated: 26.08.2014

Yours faithfully,

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


S. Dhanapal
Sr. Partner
Membership # F6881
CP. # 7028



CARING CORPORATE COMPLIANCE