



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

**The Chairman
Orchid Securities Limited
36A, Bentinck Street
Kolkata – 700069**

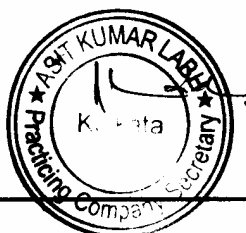
Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with 22nd Annual General Meeting of the Members of **Orchid Securities Limited** (“Company”) held on Saturday, the 26th day of September, 2015 at 11:30 AM at the Registered Office of the Company at 36A, Bentinck Street, Kolkata - 700069 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 30th June, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Wednesday, the 23rd September, 2015 up to 5.00 PM IST on Friday, the 25th September, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 19th September, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 30th day of June, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Saturday, the 26th day of September, 2015 around 5:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
5. The result of the remote e-voting [EVSN : 150824062] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

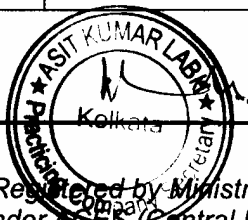
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with Directors’ Report and Auditors’ Report thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

b) Resolution 2

To appoint a Director in place of Mr. Lakhi Prasad Saraogi (DIN : 00503468), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0



**c) Resolution 3**

To appoint a Director in place of Mr. Susanta Banerjee (DIN : 01173116), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

d) Resolution 4**Type of Resolution : Ordinary Resolution**

To ratify the appointment of M/s. Alfa Daga & Associates, Chartered Accountants as Statutory Auditors and to Authorize the Board of Directors to fix their remuneration on yearly basis

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Ordinary Resolution**

Appointment of Mrs. Dimple Gupta as Non-Executive Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.





7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with Directors' Report and Auditors' Report thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400	0

b) Resolution 2

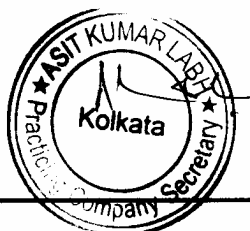
To appoint a Director in place of Mr. Lakhi Prasad Saraogi (DIN : 00503468), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400	0

c) Resolution 3

To appoint a Director in place of Mr. Susanta Banerjee (DIN : 01173116), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400	0



**d) Resolution 4****Type of Resolution : Ordinary Resolution**

To ratify the appointment of M/s. Alfa Daga & Associates, Chartered Accountants as Statutory Auditors and to Authorize the Board of Directors to fix their remuneration on yearly basis

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400	0

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Ordinary Resolution**

Appointment of Mrs. Dimple Gupta as Non-Executive Director of the Company

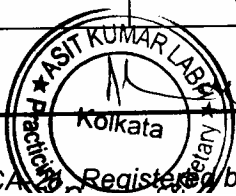
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400	0

8. Thus, the combined result of the remote e-voting [EVSN : 150824062] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with Directors' Report and Auditors' Report thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400 (100.00%)	0 (0.00%)



**b) Resolution 2**

To appoint a Director in place of Mr. Lakhi Prasad Saraogi (DIN : 00503468), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400 (100.00%)	0 (0.00%)

c) Resolution 3

To appoint a Director in place of Mr. Susanta Banerjee (DIN : 01173116), who retires by rotation and being eligible, seeks re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400 (100.00%)	0 (0.00%)

d) Resolution 4**Type of Resolution : Ordinary Resolution**

To ratify the appointment of M/s. Alfa Daga & Associates, Chartered Accountants as Statutory Auditors and to Authorize the Board of Directors to fix their remuneration on yearly basis

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
677400	677400 (100.00%)	0 (0.00%)



** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Ordinary Resolution****Appointment of Mrs. Dimple Gupta as Non-Executive Director of the Company**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
677400	677400 (100.00%)	0 (0.00%)

9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly

*Asit Kumar Labh***(Asit Kumar Labh)
Practicing Company Secretary
ACS – 32891 / CP No. - 14664****Place: Kolkata
Dated: 28.09.2015****Verified the contents and received the Report of the Scrutinizer
For Orchid Securities Limited****(B. L. Birmecha)
Chairman**