



SCRUTINIZER'S REPORT

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

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 23rd Annual General Meeting of the members of “**Orchid Securities Limited**” (“*Company*”) held on Saturday, 24th September, 2016 at 36A, Bentinck Street, 1st Floor, Kolkata - 700069 at 11.30 AM 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 for the said votings 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 12th May, 2016. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through 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 remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Wednesday, the 21st September, 2016 up to 5.00 P.M. IST on Friday, the 23rd September, 2016.





2. The Shareholders holding shares as on the "cut off" date, i.e. 17th September, 2016 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 12th May, 2016 of the Annual General Meeting of the Company.
3. 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.
4. The votes were unblocked on Saturday, the 24th September, 2016 around 12.30 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700021 and Ms. Suchita Tiwari, residing at 7/20, Kings Road, Howrah – 711101 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 160816023] and votes casted through physical ballot papers distributed at the AGM 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, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with Directors' Report and Auditors' Report thereon

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	472700	
Voting by ballot	5	928	
Total	10	473628	100.00%



**(ii) Voted *against* the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

b) Resolution 2

To appoint a Director in place of Mr. Umed Kumar Nahata (DIN: 00233161), who retires by rotation and being eligible, seeks re-appointment

(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	472700	
Voting by ballot	5	928	
Total	10	473628	100.00%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

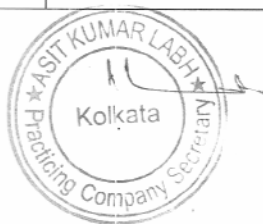
Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

c) Resolution 3

To appoint a Director in place of Mrs. Dimple Gupta (DIN: 06761822), who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	472700	
Voting by ballot	5	928	
Total	10	473628	100.00%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

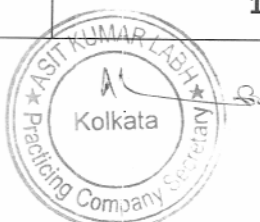
Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

d) Resolution 4 : Ordinary Resolution

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

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	472700	
Voting by ballot	5	928	
Total	10	473628	100.00%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Chairman / Director as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

Asit Kumar Labh
(Asit Kumar Labh)
Practicing Company Secretary
ACS - 32891 / CP No. - 14664



Place: Kolkata
Dated: 24.09.2016

ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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(M) : 97487-36545

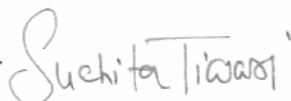
e-mail : asit@aklabh.com / asit.labh1@gmail.com

Website : www.aklabh.com

Witness :

1. 

(Narayan Chandra Saha)
40, Weston Street, 3rd Floor
Kolkata - 700013

2. 

(Suchita Tiwari)
7/20, Kings Road
Howrah - 711101

Received the Report of the Scrutinizer
For Orchid Securities Limited



(B. L. Birmecha)
Chairman