Notice of Voting through Postal Ballot
Pursuant to Section 192A of the Companies Act, 1956

To

The Members of Orchid Chemicals & Pharmaceuticals Limited,

NOTICE is hereby given that the following resolutions for Raising of long term resources and increasing the Authorised Capital of the Company are proposed to be passed by means of Postal Ballot.

In terms of the provisions of Section 192A of the Companies Act, 1956, read with Rule 4(f) of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, passing of the resolutions through Postal Ballot in respect of the aforesaid business is not mandatory. However, in order to facilitate wider participation of the members in the voting process, it is proposed to seek their approval through Postal Ballot for passing the resolutions.

The Board of Directors at its meeting held on May 18, 2011 has decided to seek the approval of shareholders by way of postal ballot and for this purpose the Company has appointed Mrs. S Lalitha, Practising Company Secretary, Chennai, as the Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.

The Scrutinizer will submit her report to the Chairman and Managing Director of the Company after completion of the scrutiny. The Chairman and Managing Director or in his absence, the Executive Director - Finance of the Company will declare the results of postal ballot on Monday, June 20, 2011 at 11.00 AM. at the Registered Office of the Company and the date of declaration of the result shall be deemed to be the date of passing of the said resolution. The results of the postal ballot will also be published in the News Papers after the declaration of the results and will also be placed on the website of the Company at www.orchidpharma.com.

Enclosures:

1. Resolution along with the Explanatory Statement; and
2. Postal Ballot Form & self-addressed postage prepaid envelope.

SPECIAL BUSINESS

1. Raising of Long-Term Funds

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81, 81(1A) and other applicable provisions of the Companies Act, 1956 (including any amendment to or re-enactment thereof) ("**Act**") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, rules, regulations, guidelines, notifications, circulars and clarifications prescribed by the Securities and Exchange Board of India ("**SEBI**") including Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") as amended from time to time and subject to such approvals, consents, permissions and sanctions as may be necessary from the Ministry of Finance (Department of Economic Affairs), Government of India ("**GOI**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, the relevant provisions of the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's shares are listed and /or any other appropriate authorities statutory or otherwise, or financial institutions or bodies or banks and further subject to such terms, conditions, modifications, alterations as may be prescribed and specified by any of them in granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**The Board**" which term shall be deemed to include any committee thereof) the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, any securities or any combination of securities including Global Depository Receipts /Shares and/or American Depository Receipts/Shares convertible into Equity Shares, Foreign Currency Convertible Bonds, Euro-Convertible Bonds /shares, Debentures, Equity Shares and /or securities linked to Equity Shares and /or any instruments or securities with or without detachable warrants, secured or unsecured, or such other types of securities representing either Equity Shares or Convertible Securities, (hereinafter referred to as "**Securities**") to be subscribed in foreign currency(ies) / Indian Rupees by Foreign /Domestic Investors, Qualified Institutional Buyer(s) ("QIB(s)") (as defined in the SEBI(ICDR) regulations), Venture Capital Funds, Foreign Institutional Investors /Foreign Companies /Foreign Banks, NRIs, Foreign Nationals, Non-resident Companies, Corporate Bodies, Mutual Funds, stabilizing agents or such other eligible entities or persons as may be decided by the Board, whether or not such persons /entities /investors are Members of the Company, through Prospectus, Offering Letter, Offering Circular, Placement Memorandum to the general public, private placement basis or a combination thereof or any other mode as the case may be from time to time in one or more tranches, as may be deemed appropriate by the Board on such terms and conditions (including pricing, eligibility etc.), as are consistent with the relevant provisions for an aggregate amount not exceeding Rs. 1,000 Crores or equivalent thereof in one or more foreign currency and / or Indian Rupees, including Green Shoe Option, if any, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion issue, offer and allot securities in a combination of any of the securities mentioned above.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing, the Board be and is hereby authorized for and on behalf of the members of the Company to engage/appoint, enter into and execute all such arrangements as the case may be with any Lead Mangers, Merchant Bankers, Managers, Underwriters, Bankers, Financial Institutions, Solicitors, Advisors, Guarantors, Depositories, Registrars, Custodians, Trustees, Lawyers, Book-Runners and other intermediaries ("**the Agencies**") and to remunerate any of the Agencies in any manner including payment of commission, brokerage or fee for their services and also in its discretion determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and the Board is authorized to engage such Agencies to seek the listing of such securities on one or more national and/or international stock exchange(s).

RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Act (including any amendments thereto or re-enactment thereof), the provisions of Chapter VIII of the SEBI ICDR Regulations and the provisions of the FEMA, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board may at their absolute discretion, issue, offer and allot equity shares, fully convertible debentures, partly convertible debentures or any securities which are convertible into or exchangeable with equity shares of an aggregate amount not exceeding Rs. 1,000 crores or equivalent thereof in one or more foreign currency and / or Indian Rupees inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI ICDR Regulations and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date for determination of applicable price and pricing of Shares for the above securities to be issued under qualified institutions placement, FCCBs, Depository Receipts or any other securities, be fixed as per the RBI, FEMA Guidelines and/or the SEBI ICDR Regulations, and such other regulations/guidelines/statutes as may be applicable.

RESOLVED FURTHER THAT the issue to the holders of the Securities underlying the Securities shall be, inter alia, subject to the following terms and conditions:

a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;

b. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and

c. in the event of merger, amalgamation takeover, or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of underlying Equity Shares as may be required to be issued and allotted upon conversion of any such Securities referred to above or as may be in accordance with the terms of the offering(s) and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for the investment in the Company by Non-residents, Foreign Institutional Investors /Foreign Companies/Foreign Banks, NRIs, Foreign Nationals, Companies, Corporate Bodies, Mutual Funds, Qualified Institutional Buyers or such other eligible entities or persons upto such limits as may be prescribed from time to time by the regulatory authorities in India/abroad.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to enable the Company to borrow upto Rs.1,000 Crores, which would generate the requisite authority for the Company to instigate a composite issue of securities in the form of Foreign Currency Convertible Bonds or any other securities and that the above limits would be in addition to the existing borrowing powers of Rs.1,500 Crores (in excess of the aggregate of the paid-up capital of the Company and its free reserves) approved by the shareholders vide the resolution dated 07.03.2009.

RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board to such persons in such manner and on such terms as the Board in its absolute discretion thinks fit, in the best interest of the Company and as is permissible in law.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for issue of Depository Receipts representing underlying equity shares or other securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the capital markets, including but not limited to, the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

RESOLVED FURTHER THAT the securities issued in foreign markets shall be deemed to have been made abroad and /or in the market and /or at the place of issue of the securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s)

as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to:

a. Approving the offer document and filing the same with any other authority or persons as may be required;
b. Approving the specific nature and size of Security (in Rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
c. To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
e. Opening such bank accounts and demat accounts as may be required for the transactions;
f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;
g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
h. Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be."

2. Increase of Authorised Capital

Ordinary Resolution

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Authorised Share Capital of the Company be increased from Rs 100,00,00,000 (Rupees one hundred crore only) to Rs 125,00,00,000 (Rupees one hundred and twenty five crore only) by creation of 2,50,00,000 (two crore fifty lakh only) new equity shares of Rs 10/- (Rupees ten only) each ranking pari passu with the existing shares."

3. Alteration of Memorandum of Association:

Special Resolution

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the existing Clause V (main clause) of the Memorandum of Association of the Company be amended by substituting therefore the following clause:

V. The Authorised Share Capital of the Company is Rs 125,00,00,000 (Rupees one hundred and twenty five crore only) divided into 12,50,00,000 (twelve crore and fifty lakhs only) equity shares of Rs 10/- (Rupees ten only) each."

4. Alteration of Articles of Association:

Special Resolution

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the Articles of Association of the Company be altered by substituting the following new Article 3 in place of the present Article 3 thereof:

3. The Authorised Share Capital of the Company is Rs 125,00,00,000 (Rupees one hundred and twenty five crore only) divided into 12,50,00,000 (Twelve crore and fifty lakhs only) equity shares of Rs 10/- (Rupees ten only) each."

By Order of the Board
Bhoomija Murali
GM – Legal & Company Secretary

Place: Chennai
Date : May 18, 2011

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The following explanatory statement, pursuant to Section 173(2) of the Act, set out the material facts relating to the business mentioned in the accompanying notice dated May 18, 2011.

Item No.1

The Company to meet its growth objectives and to redeem the Foreign Currency Convertible Bonds due for redemption in February 2012, proposes to raise long term low cost funds by way of issue of equity shares / FCCBs / any other form of securities, for an amount not exceeding Rs.1000 Crores from domestic and/or overseas capital markets. It is thought prudent to raise funds at the appropriate time to finance the needs of the Company.

The funds to be raised may be through a combination offer of securities as explained in the resolution no.1 and would be utilized for purposes as may be permitted by law and more specifically: (a) for the redemption of the outstanding foreign currency convertible bonds, (b) to meet the capital expenditure requirement of the Company (c) for any other business purposes as may be required with necessary consents as may be necessary.

The proposed issue of securities will be governed by the relevant provisions of the Securities Exchange Board of India, Foreign Exchange Management Act, SEBI (ICDR) Regulations and such others as may be applicable depending on the nature of issue.

The "Relevant Date" for the issue of Securities, would be the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorized by the Board of Directors, decides to open the issue of securities, (subsequent to approval of shareholders), or as may be prescribed by the GOI, RBI, SEBI, Stock Exchanges for the issue of various types of securities as mentioned above.

The "Pricing" for the issue of QIP / FCCBs / Depository Receipts or any other securities as specified above, would be made at a price not less than the average of the weekly high and low of the closing prices quoted on the stock exchange during the two weeks preceding the Relevant Date.

The Special Resolution seeks the consent of the shareholders authorising the Board to make the proposed issue of Securities and in the event that it is decided to issue Securities convertible into equity ares, to issue to the holders of such convertible securities in such manner and in such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue.

The said combination of Securities to be issued would be covered by the increase in borrowing powers to be granted under section 293(1)(d) of the Companies Act for an amount not exceeding Rs.1000 Crores.

The Company proposes to utilize the majority of funds to be raised in the near future for redemption of outstanding FCCBs in February, 2012. The approval for the increase in borrowing limits to the tune of Rs.1000 crores and the redemption of FCCBs are positioned to take place in the same financial year.

Though the borrowing may increase due to issue of FCCBs or any similar instruments in the near future, once the FCCBs (issued in 2007) due for redemption are either redeemed or converted into equity on or before February, 2012, the borrowings of the Company will remain at the same levels, as may be before the proposed issue. Thus, the Company believes that its overall borrowings will not increase significantly at the end of this financial year. In order to have authorization from the members for a higher amount of borrowing in the interim period, the resolution is placed for members' approval.

The resolution set out in the notice is commended for approval of the shareholders.

None of the directors of your Company is concerned or interested in the said resolution.

Item Nos. 2 to 4

The present Authorised Share Capital of the Company is Rs 100 crore consisting of 10,00,00,000 equity shares of Rs 10/- (Rupees ten only) each and as against the capital, the Company had issued 7,04,42,076 equity shares of Rs 10/- (Rupees ten only) each aggregating to Rs 70,44,20,760.

Keeping in view the impending issue of shares, as given herein above, it is proposed to increase the Authorised Share Capital of the Company to Rs 125,00,00,000 (Rupees one hundred and twenty five crore only) comprising 12,50,00,000 equity shares of Rs10/- each.

As per the provisions of the Act, amendments to the Memorandum and Articles of Association require the approval by a Special Resolution of the shareholders in the General Meeting.

The Company believes that the funds when raised through the combination of the modes mentioned above are utilized for the redemption of the outstanding FCCBs, there will be no dilution of equity of the Company arising out of conversion of FCCBs (due 2012). The approval from the shareholders is only being sought through this resolution in order to provide enabling powers to the Company to raise funds for redemption of the bonds on the due date and the Company is also firm that there will not be much dilution in the equity, in case the bond holders do not opt to convert the bonds into equity.

The resolutions set out in the notice are commended for approval of the shareholders.

None of the directors of your Company is concerned or interested in the said resolution.

By Order of the Board
Bhoomijha Murali
GM – Legal & Company Secretary

Place: Chennai
Date : May 18, 2011

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