

# SNB ASSOCIATES

CHARTERED ACCOUNTANTS

12, 3rd Floor, Gemini Parsn Complex. 121 Mount Road, Chennai - 600 006.

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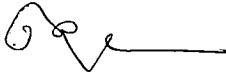
## AUDITOR'S CERTIFICATE

Orchid Chemicals & Pharmaceuticals Limited ("the Company") proposes to issue Equity Shares of Rs.10/- each on a preferential basis to promoters subject to the approval of the members as a special resolution through postal ballot.

In this connection, with the proposed preferential issue and on the basis of the relevant records produced before us and according to the information and explanations given to us by the company, we certify that proposed issue of equity shares on preferential issue to Orchid Health Care Private Limited (Promoter) as set out in the notice of Postal ballot dated 14<sup>th</sup> July 2014 is being made in accordance with the requirements of SEBI (Issue of Capital and disclosure requirements) 2009.

This certificate is issued at the request of the company, so that it could be kept open for inspection by its members at its registered office and for submission to BSE and NSE and should not be used for any other purpose without our prior written permission. This certificate is issued in addition to earlier certificate issued on 14<sup>th</sup> July 2014.

For SNB Associates  
Chartered Accountants  
(Registration No: 015682N)



T.K. Shanmugam  
Partner  
M.No:016195



Place: Chennai  
Date: 14/07/2014