



Natco Pharma Limited

Regd. Off. : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad - 500034.
Telangana, INDIA. Tel : +91 40 23547532, Fax : +91 40 23548243
CIN : L24230TG1981PLC003201, www.natcopharma.co.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE COMMITTEE OF DIRECTORS OF THE COMPANY HELD ON THURSDAY, THE 14TH DAY OF DECEMBER 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT NATCO HOUSE, ROAD NO. 2, BANJARA HILLS, HYDERABAD, 500034

TO AUTHORISE CLOSING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND APPROVE PLACEMENT DOCUMENT

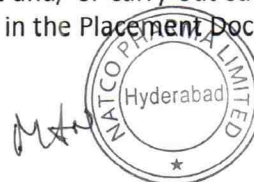
"RESOLVED THAT in respect of the issue of equity shares of face value of Rs.2 each ("**Equity Shares**") of the Company to qualified institutional buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), and Section 42 and Section 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the "**Issue**") and as opened pursuant to the resolution passed by the Committee at its meeting held on 11th December, 2017, the Issue be and is hereby declared to be closed on the date of this resolution with immediate effect."

"RESOLVED FURTHER THAT an issue price of Rs.915 per equity share (including a premium of Rs.913) per Equity Share (the "**Issue Price**") in respect of the Issue and allotment of 10,000,000 (one crore) Equity Shares aggregating to Rs.9150 millions to qualified institutional buyers who are successful bidders in the Issue, *inter-alia* in accordance with the terms and conditions of the Preliminary Placement Document dated 11th December, 2017, application forms, confirmation of allocation notes and the Placement Document dated 14th December, 2017 adopted in this meeting, in connection with this Issue, and applicable contractual, statutory and/ or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved."

"RESOLVED FURTHER THAT pursuant to a shareholders approval received on 29th November, 2017 permitting a discount to the floor price of Rs.937.63, the Issue Price shall be fixed at a final price of Rs.915 per equity share, which is at a discount of 2.41% i.e Rs. 22.63 on the floor price"

"RESOLVED FURTHER THAT draft of the Placement Document dated 14th December, 2017 tabled at the meeting and duly initialled by the Chairman for identification purpose be and is hereby approved and adopted, and which shall be filed with the Stock Exchanges, the Registrar of Companies, Andhra Pradesh and Telangana at Hyderabad ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**") and any other regulatory authority, as may be required under applicable laws."

"RESOLVED FURTHER THAT Shri V.C.Nannapaneni, Chairman & Managing Director, Shri Rajeev Nannapaneni, Vice Chairman & CEO, Shri S.V.V.N.Appa Rao, Chief Financial Officer and Shri M.Adinarayana, Company Secretary & Vice President (Legal & Corporate Affairs) are hereby severally authorized to sign the Placement Document on behalf of the Company, provide such confirmations and declarations on behalf of the Company as may be required in relation to the Placement Document that they deem fit and make any changes to the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Placement Document as may be necessary or desirable in connection with the Issue."





Natco Pharma Limited

Regd. Off. : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad - 500034.
Telangana, INDIA. Tel : +91 40 23547532, Fax : +91 40 23548243
CIN : L24230TG1981PLC003201, www.natcopharma.co.in

“RESOLVED FURTHER THAT draft of the confirmation of allocation note (“CAN”) tabled at the meeting and duly initialled by the Chairman for identification purpose be and is hereby approved.”

“RESOLVED FURTHER THAT Shri V.C.Nannapaneni, Chairman & Managing Director, Shri Rajeev Nannapaneni, Vice Chairman & CEO, Shri S.V.V.N.Appa Rao, Chief Financial Officer and Shri M.Adinarayana, Company Secretary & Vice President (Legal & Corporate Affairs) be and are hereby severally authorized to carry out amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to finalise, settle, approve, execute and deliver the form of pricing notification, the CANs and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India, the Registrar of Companies, Hyderabad or any other governmental or regulatory authority in connection with the Issue.”

“RESOLVED FURTHER THAT the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible qualified institutional buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated.”

“RESOLVED FURTHER THAT the Company Secretary is authorized to keep the record of private placement offer in Form PAS 5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.”

“RESOLVED FURTHER THAT the Company Secretary is authorized to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India, the Registrar of Companies, Hyderabad and/or other concerned authorities for their record and necessary action.”

//CERTIFIED TRUE COPY//

For Natco Pharma Limited

M. Adinarayana,

Company Secretary &

Vice President (Legal & Corp. Affairs)

