



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

September 10, 2015

The General Manager

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub: Proposed placement of equity shares of face value of Rs. 10 each (“Equity Shares”) by Natco Pharma Limited (the “Company”) to eligible qualified institutional buyers (“QIBs”) through a qualified institutions placement under Chapter VIII of the SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”) and section 42 of the Companies Act, 2013, read with the applicable rules made thereunder (the “Issue”)

Pursuant to above mentioned Issue, we have enclosed herewith the following documents:

1. Certified true copy of the resolution passed by the Board of Directors of the Company at its meeting held on 10/09/2015_ deciding to open the Issue to QIBs in terms of Chapter VIII of the SEBI ICDR Regulations and for this purpose.
2. Due diligence certificate from Book Running Lead Managers.
3. Hard copy and CD containing soft copy of preliminary placement document.

We request you to upload the preliminary placement document on the website of National Stock Exchange of India Limited.

Thanking you,

Yours sincerely,

For NATCO Pharma Limited

M. ADINARAYANA
Company Secretary &
Vice President (Legal & Corp Affairs)

Encl: a/a



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CERTIFIED TRUE EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 10th SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT NATCO HOUSE, ROAD NO.2, BANJARA HILLS, HYDERABAD-500 034

Approval of the Preliminary Placement Document (PPD) and Authorising the Board of Directors / Committee of Directors for opening of the issue and closing of the issue of the Qualified Institutions Placement (QIP) and related matters

"RESOLVED THAT the proposed issue of equity shares of face value of Rs.10 each (the "Equity Shares") of Natco Pharma Limited (the "Company") through a Qualified Institutions Placement in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Issue"), be and is hereby opened.

RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. 10th September 2015.

RESOLVED FURTHER THAT the floor price of Rs. 2242.68 ps. for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 of the SEBI Regulations or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record.

RESOLVED FURTHER THAT pursuant to Regulation 85 of the SEBI Regulations the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue.

RESOLVED FURTHER THAT the Issue be and is hereby opened today, i.e., 10th September 2015 for receiving bids in connection with the Equity Shares offered in the Issue, and that the Committee of Board of Directors shall decide the bid closing date in connection with the Issue, pursuant to Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT draft of the Preliminary Placement Document, a copy of each of which was placed before the Board of Directors duly initialled by the Chairman for the purpose of identification, be and are hereby approved for filing with the BSE Limited, the National Stock Exchange of India Limited ("NSE"), the Registrar of Companies, the Securities and Exchange Board of India ("SEBI") and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the Placement Agreement dated 10th September 2015 between the Company and the Book Running Lead Managers and the Escrow Agreement dated 10th September 2015 between the Company, the Book Running Lead Managers and the Escrow Agent, a copy of each of which was placed before the Board of Directors duly initialled by the Chairman for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, be affixed in the presence of Mr.V.C.Nannapaneni, Chairman & Managing Director or Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer and Mr.M.Adinarayana, Company Secretary & Vice President(Legal & Corp. Affairs) who will sign in token thereof in this regard.



[Handwritten signature]



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RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required.

RESOLVED FURTHER that Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer, Mr.M.Adinarayana, Company Secretary & Vice President(Legal & Corp. Affairs), Mr.S.V.V.N.Apparao, Interim CFO be and are hereby severally authorized to make any changes to the Preliminary 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 Preliminary Placement Document and Placement Document as may be necessary or desirable.

RESOLVED FURTHER that on behalf of all the Directors, Shri V.C.Nannapaneni, Chairman & Managing Director, Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer, Shri S.V.N.N. Appa Rao, Interim CFO and as Compliance Officer, Mr. M. Adinarayana, Company Secretary & V.P.(Legal & Corp. Affairs) are hereby severally authorized to sign the Preliminary Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Book Running Lead Managers (BRLMs) engaged for the Issue and the Escrow Agreement with the Escrow Agent appointed for the purposes of the Issue.

RESOLVED FURTHER THAT Shri V.C. Nannapaneni, Chairman and Managing Director Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer, Shri M. Adinarayana, Company Secretary and Vice President (Legal and Corp. Affairs) and Shri S.V.N.N. Appa Rao, Interim CFO be severally authorized to open one or more escrow accounts in the name and style of **"NATCO-QIP 2015 Escrow Account"** for the purposes of the Issue and do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, as it may in their absolute discretion deem necessary or desirable in connection with, incidental thereto.

RESOVED FURTHER THAT Shri V.C.Nannapaneni, Chairman & Managing Director, Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer, Shri S.V.N.N. Appa Rao, Interim CFO and as Compliance Officer, Mr. M. Adinarayana, Company Secretary & V.P.(Legal & Corp. Affairs) be and are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable.

RESOLVED FURTHER THAT Shri V.C. Nannapaneni, Chairman and Managing Director Shri Rajeev Nannapaneni, Vice Chairman and Chief Executive Officer, Shri M. Adinarayana, Company Secretary and Vice President (Legal and Corp. Affairs) and Shri S.V.N.N. Appa Rao, Interim CFO be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited, NSE, SEBI or any other governmental or regulatory authority in connection with the Issue.

RESOLVED FURTHER THAT Shri M.Adinarayana, C.S.& V.P.(Legal & Corporate Affairs) (FCS No.3808) of the Company is authorised 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 and/or other concerned authorities for their record and necessary action."

//CERTIFIED TRUE COPY//
For NATCO PHARMA LIMITED

M. Adinarayana
M.ADINARAYANA
COMPANY SECRETARY &
V.P.(LEGAL & CORP. AFFAIRS)

