



Natco Pharma Limited

Regd. Off : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad-500 033. INDIA.
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CERTIFIED TRUE EXTRACT OF THE RESOLUTION PASSED BY THE COMMITTEE OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 6th DECEMBER, 2011 AT THE REGISTERED OFFICE OF THE COMPANY AT NATCO HOUSE, ROAD NO 2, BANJARA HILLS, HYDERABAD 500033.

ISSUE OPENING RESOLUTION

"RESOLVED THAT consent of the shareholders of the Company to offer the equity shares of the Company ("**Equity Shares**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI Regulations**") ("**Issue**") by way of the resolution dated December 15, 2010 is hereby taken note of and shall be opened for accepting bids by eligible investors on December 7, 2011.

RESOLVED FURTHER THAT approval be and is hereby given to the final Preliminary Placement Document for the issue of equity shares to QIBs through the Issue, placed before the meeting and initialed by Sri V C Nannapaneni, Chairman & Managing Director for the purpose of identification.

RESOLVED FURTHER THAT the Committee has taken note that the floor price in respect of the Issue, based on the pricing formula as prescribed under Regulation 85 of SEBI Regulations is Rs. 215.60 per Equity Share, and the Relevant Date for this purpose, in terms of Regulation 81 of the SEBI Regulations is December 6, 2011.

RESOLVED FURTHER THAT Mr. Rajeev Nannapaneni, Director & Chief Operating Officer and Dr. P Bhaskara Narayana, Director & Chief Financial Officer, be and are hereby severally authorized to undertake the necessary steps in connection with the closing of the Issue, effecting any changes to the Preliminary Placement Document, finalizing and executing the escrow agreement, placement agreement, confirmations, applications, undertakings, indemnities, certificates, and other documents, and without limitation, intimating the stock exchanges, and filing application for listing and trading in respect of the Equity Shares issued to QIBs and making regulatory filings, if any, and dealing with any agency/ (ies) as may be required and to pay any fee, commissions, remunerations, expenses relating to the Issue and compliance with Chapter VIII of the SEBI Regulations and other legal provisions as may be required and do all such deeds, matters and things, and to undertake the necessary steps in connection with the issue of the above mentioned Equity Shares.

RESOLVED FURTHER THAT Mr. Rajeev Nannapaneni, Director & Chief Operating Officer and Dr. P Bhaskara Narayana, Director & Chief Financial Officer be and are hereby severally authorized either on their own or through the agency/ (ies) to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to making, initialing and/or signing any corrections, changes, amendments etc. thereto as may be required and to circulate, file and register the preliminary placement document with the SEBI/Stock Exchanges and to file applications for seeking listing and trading permissions in respect of the issue of equity shares to QIB's as may be required and make other regulatory filings, if any."

CERTIFIED TRUE COPY
FOR NATCO Pharma Limited



M Adinarayana

Company Secretary &
G.M.(Legal & Corp. Affairs)