



Natco Pharma Limited

Regd. Off. : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad-500 033. INDIA.
Tel : +91 40 23547532, Fax : +91 40 23548243

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE COMMITTEE OF THE DIRECTORS OF NATCO PHARMA LIMITED AT ITS MEETING HELD ON DECEMBER 13, 2011 AT 6.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NATCO HOUSE, ROAD No. 2, BANJARA HILLS, HYDERABAD:

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ALLOTMENT OF SHARES

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the "Act"), Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Memorandum of Association and the Articles of Association of the Company and the provisions of all other applicable laws and regulations, and pursuant to the extra ordinary resolution passed by the shareholders of the Company dated December 15, 2010 and the Placement Document dated December 07, 2011, the approval of the Committee is hereby accorded for the issue and allotment of 3,000,000 Equity Shares of Rs.10 each, bearing distinctive numbers 28640834 to 31640833 to applicants as per the list placed on the table at the Issue Price of Rs. 225 per Equity Share (including Rs. 215 towards share premium) against receipt of full payment of application monies in the Escrow Accounts, aggregating to Rs. 675 million, in accordance with the details specified in the Confirmation of Allocation Note and the Application Form for the Issue."

"RESOLVED FURTHER THAT the Equity Shares allotted as above shall, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, rank *pari passu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any declared by the Company after the allotment."

"RESOLVED FURTHER THAT the Company to apply for listing and trading approval of the Bombay Stock Exchange and National Stock Exchange (collectively the "Stock Exchanges") for the Equity Shares allotted by the Company by way of the Placement Document dated December 07, 2011 and the aforesaid resolution, which are to be listed on the Stock Exchanges."

"RESOLVED FURTHER THAT the Equity Shares to be credited to the demat account of the allottees through corporate action with NSDL/CDSL after obtaining in-principle approval from the Stock Exchanges."

"RESOLVED FURTHER THAT Dr. P Bhaskara Narayana, Director & Chief Finance Officer and Mr. M Adinarayana, Company Secretary & GM (Legal & Corporate Affairs) of the Company be and are hereby severally authorized to file the Return of Allotment of Equity Shares in prescribed form with the Ministry of Corporate Affairs, Hyderabad, to apply for the final listing and trading approvals for the said shares from the Stock Exchanges and to do such all acts and deeds as may be required to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the names of the allottee as shown in the list attached as Annexure - A, be entered in the Register of Members of the company as the members of the Company."

//CERTIFIED TRUE COPY//
For NATCO PHARMA LIMITED

A handwritten signature in black ink, appearing to read "M Adinarayana".
M ADINARAYANA
COMPANY SECRETARY &
G.M. (LEGAL & CORP AFFAIRS)



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Annexure – A LIST OF ALLOTTEES

1	Kotak Mahindra Trusteeship Services Limited - Kotak India Venture Fund I	VCF	1,055,560	237,501,000
2	Orange Mauritius Investments Limited	FII	1,050,000	236,250,000
3	Asia Advantage Fund, Mauritius	FII	40,000	9,000,000
4	ICICI Prudential Discovery Fund	MF	316,800	71,280,000
5	Principal Emerging Bluechip Fund PRIN MF	MF	50,000	11,250,000
6	Kotak Mahindra (International) Limited	FII	444,440	99,999,000
7	ICICI Prudential Emerging Star (Stock Targeted at Returns Fund)	MF	43,200	9,720,000
	Total		3,000,000	675,000,000

*FII – Foreign Institutional Investor; VCF – Venture Capital Fund; MF – Mutual Fund

//CERTIFIED TRUE COPY//
For NATCO PHARMA LIMITED

M Adinarayana

M ADINARAYANA
COMPANY SECRETARY &
G.M. (LEGAL & CORP AFFAIRS)