

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF NATCO PHARMA LIMITED HELD ON SATURDAY THE 27TH DAY OF JUNE 2015 AT 10.30 A.M. AT JUBILEE HILLS INTERNATIONAL CENTRE, ROAD NO. 14, JUBILEE HILLS, HYDERABAD – 500 033.

PRESENT:

1. Mr.V.C.Nannapaneni – Chairman & Managing Director
2. Dr B.S.Bajaj – Director
3. Shri D.G.Prasad – Director
4. Dr MUR Naidu - Director
5. Dr AKS Bhujanga Rao – President(R&D and Technical)
6. Mr.P.S.R.K Prasad–Executive Vice President (Corporate Engg. Services)
7. Dr D. Linga Rao – President (Technical Affairs)

ALSO PRESENT:

- (i) Mr. M.Adinarayana, Company Secretary and Vice President (Legal & Corp. Affairs)
- (ii) Mr S.V.V.N.Appa Rao, Vice President – Finance & Accounts

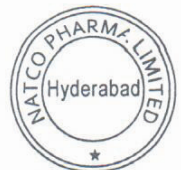
In total 82 members of the company in person and 14 members by proxies were present at the meeting.

Mr V. C. Nannapaneni, Chairman of the Company, occupied the Chair and conducted the proceedings of the Meeting:

- Chairman welcomed the Directors and shareholders who attended at the Extraordinary General Meeting (EGM) of the Company and informed that requisite quorum is present.
- The Chairman requested Mr M. Adinarayana, Company Secretary and Vice President (Legal & Corp Affairs), to carry on the proceedings of the Meeting.
- The Company Secretary introduced the members of the Board who were present at the meeting. He also informed about the sad demise of former Director and CFO Dr.P.Bhaskara Narayana and the members observed two minutes silence as a gesture of respect to the departed soul.

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- The Chairman informed that the Company has provided the e-voting facility to the members from 24th June 2015 (9.00 a.m.) to 26th June 2015 (5.00 p.m.) in order to exercise their right to vote. As such, only those members present in the meeting who have not availed e-voting facility shall vote through ballot papers circulated to them and drop the same in the ballot box kept at the venue.

- The notice convening the EGM together with the explanatory statement was taken as read with the unanimous consent of the Members present. The items proposed for members' resolutions are:
 1. Approval of increase of equity investment percentage in the company to 49% to Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) etc.
 2. Approval of further issue of shares or convertible securities to foreign institutional investors (FIIs)/ qualified institutional buyers (QIBs) etc.
 3. Approval of Merger of Natco Organics Limited (100% subsidiary) into the Company.
 4. Approval of ESOP scheme under SEBI (Share Based Employee Benefits) Regulations, 2014

- The Company Secretary invited comments from the members present in order to discuss the items of business.

- The members raised queries regarding any probable bonus issue, rights issue or split up of shares by the Company. The Chairman informed that the Board of Directors will take the decision at the appropriate time.

- The members casted their votes in the ballot papers circulated to them and dropped the same in the ballot box.

- The Company Secretary of the meeting thanked the members for their active participation in the EGM and declared that the business for which the EGM is convened is completed.

Note: This does not mean minutes of the meeting.

