



# Natco Pharma Limited

Regd. Off. : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad-500 034. INDIA.  
Tel : +91 40 23547532, Fax : +91 40 23548243

## 1. Proposal to issue of equity shares of 24,00,000 of Rs.10/- each on preferential allotment basis

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of the Company and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot up to an aggregate of 24,00,000 equity shares of `10 each (each an "Equity Share" and collectively the "said Shares" or "issue shares") at a price of `638.40 per Equity Share aggregating to `153.22 crores to the investor named below (the "Investor") on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection:

Name of the Investor	No. of Equity Shares	Issue Size in Rs.
CX Securities Limited, Mauritius	24,00,000	153.22 Crores

RESOLVED FURTHER THAT the said shares shall be issued and allotted by the Company to the above-mentioned Investor, inter alia, subject to the following:

- The said shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said shares is pending on account of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The said Shares to be issued and allotted including in the manner aforesaid shall rank pari passu with the existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT the price of the said Shares be calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the said Shares is 14<sup>th</sup> October, 2013 i.e. the date 30 days prior to the date of this Extraordinary General Meeting i.e. 14<sup>th</sup> November, 2013.

For NATCO Pharma Limited

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



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**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing, filing applications and liaising with the appropriate authorities for obtaining requisite approvals, entering into contracts, arrangements, agreements, memoranda, term sheet documents for appointment of agencies for managing, listing and trading of Issue Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or to any senior official of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.


**"RESOLVED FURTHER THAT** all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

2. **Proposal to increase in the limit of shareholding by NRI/PIO and Registered Foreign Institutional Investors ("FIIs") upto 24/49% of the paidup capital of the Company**

**"RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit NRI / PIO and Foreign Institutional Investors (the "FIIs") registered with the SEBI to acquire and hold on their own account and on behalf of each of their sub- accounts registered with SEBI, equity shares up to an aggregate limit to NRI/PIO and Registered Foreign Institutional Investors ("FIIs") up to 24 / 49 % of the paid capital of the Company for the time being, provided, however, that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company."

For NATCO Pharma Limited

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