



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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S NATCO PHARMA LTD (THE "COMPANY") AT THEIR MEETING HELD ON 22ND MAY, 2015 AT ITS REGISTERED OFFICE AT NATCO HOUSE, ROAD NO.2, BANJARA HILLS, HYDERABAD - 500 034.

"RESOLVED THAT pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and all other applicable laws, regulations, listing agreements, and guidelines issued by regulatory authorities and subject to the approval of the members, creditors, bankers and financial institutions and subject to the order(s) issued by the Hon'ble High Court of Judicature at Madras, the Natco Organics Limited a wholly owned subsidiary of the Company be amalgamated with the company with effect from 01-04-2015 or such other date as approved by the Hon'ble High Court of Judicature at Madras being the 'Appointed Date'.

RESOLVED FURTHER THAT the draft scheme of amalgamation be and is hereby approved and that Mr Rajeev Nannapaneni, Vice-Chairman and Chief Executive Officer, and Mr M. Adinarayana, Company Secretary & V.P. (Legal & Corporate Affairs) of the Company, be and are hereby severally authorized to make such alterations and changes therein as may be necessary or expedient in the said draft Scheme of Amalgamation.

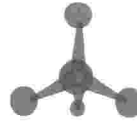
RESOLVED FURTHER THAT Mr M. Adinarayana, C.S. & V.P. (Legal & Corporate Affairs) (FCS No.3808) of the Company is hereby authorised to obtain the valuation report, fairness opinion etc., if any, required from appropriate professionals/agencies and to do such acts, deeds and things as may be considered necessary and deem fit to give effect to the above said resolution and to file all necessary documents, applications and forms to the concerned authority (ies), as may be required."

//CERTIFIED TRUE COPY//
FOR NATCO Pharma Limited

M. Adinarayana
Company Secretary &
V.P.(Legal & Corp. Affairs)

Corporate Office

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

**NATCO Organics Limited**

Regd. Off. : New No. 37, Old No. 18/2, 1st Main Road,
CIT Colony, Mylapore, Chennai - 600 004.
Ph : 044-42312685, Fax : 044-24993449

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 18TH MAY, 2015 AT ITS CORPORATE OFFICE AT NATCO HOUSE, ROAD NO.2, BANJARA HILLS, HYDERABAD – 500 034.

"RESOLVED THAT pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members, creditors, bankers and financial institutions and subject to the order issued by the Hon'ble High Court of Judicature at Madras for the State of Tamil Nadu, the company be amalgamated with Natco Pharma Limited with effect from 01/04/2015 or such other date as approved by the Hon'ble High Court of Judicature at Madras being the 'Appointed Date'.

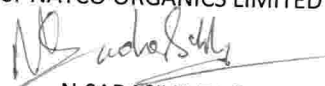
RESOLVED FURTHER THAT the draft Scheme of Amalgamation submitted to this meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and that Mr. N. Sadasiva Rao, Director of the Company be and is hereby authorized to make such alterations and changes therein as may be expedient or necessary in the said draft Scheme of Amalgamation.

RESOLVED FURTHER THAT Mr.N.Sadasiva Rao, Director of the Company, or Mr.M.Adinarayana, Company Secretary and Vice President (Legal and Corporate Affairs) of Natco Pharma Limited be and are hereby severally authorized to take all steps necessary, in connection with the following:

- a) To obtain the valuation report, fairness opinion etc., if any, required from appropriate professionals/agencies.
- b) To sign and execute any documents, deeds and agreements required for the purpose of making an application with the Hon'ble High Court of Judicature at Madras for the State of Tamil Nadu.
- c) To appoint an advocate to represent the Company before the Hon'ble High Court of Judicature at Madras for the State of Tamil Nadu.
- d) To make Company Application to the Hon'ble High Court of Judicature at Madras for the State of Tamil Nadu for convening the meeting of shareholders and, if required, a meeting of the creditors and filing of Company Petition for sanction of the Scheme of Amalgamation.
- e) To intimate, apply and get approvals from Registrar of Companies, Regional Director of Ministry of Corporate Affairs and Official Liquidator and the Hon'ble High Court of Judicature at Madras for the State of Tamil Nadu.

To do all such acts, deeds and things as may be considered necessary and expedient in relation thereto give effect to the above resolution."

//CERTIFIED TRUE COPY//
For NATCO ORGANICS LIMITED


N.SADASIVA RAO
DIRECTOR