



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

BM/9/2025-26/5

CERTIFIED TRUE EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NATCO PHARMA LIMITED ("COMPANY") AT THEIR MEETING HELD ON TUESDAY, THE 24TH DAY OF MARCH, 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT NATCO HOUSE, ROAD NO.2, BANJARA HILLS, HYDERABAD - 500 034, TELANGANA, INDIA THROUGH VIDEO CONFERENCE

TO APPROVE THE SCHEME OF ARRANGEMENT (DEMERGER)

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions and permissions of BSE Limited, National Stock Exchange of India Limited (NSE), the Securities Exchange Board Of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT" or "Tribunal") and/or such other appropriate authority, as may be applicable, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to a Scheme of Arrangement ("Scheme" or "the Scheme") between Natco Pharma Limited ("the Demerged Company") and Natco Crop Health Sciences Limited ("the Resulting Company") and their respective shareholders and creditors, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

RESOLVED FURTHER THAT the Share Entitlement Report dated 24th March, 2026 of PwC Business Consulting Services LLP, as placed before the Board be and is hereby noted and accepted.





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RESOLVED FURTHER THAT the Fairness Opinion dated 24th March, 2026 issued by Ernst and Young Merchant Banking Services LLP, Merchant Banker, on the Share Entitlement Report prepared by PwC Business Consulting Services LLP, as placed before the Board, be and is hereby accepted and taken on record.

RESOLVED FURTHER THAT the report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia the Share Entitlement Report issued by PwC Business Consulting Services LLP and Fairness Opinion issued by Ernst and Young Merchant Banking Services LLP, Merchant Banker, as placed before the Board, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the report from the Independent Directors Committee recommending the Draft Scheme, taking into consideration, inter alia that the scheme is not detrimental to the shareholders of the Company as placed before the Board, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the certificate dated 24th March, 2026 issued by B S R and Co, Chartered Accountants, Statutory Auditors of the Company, certifying inter-alia that the Scheme is in compliance with applicable Indian Accounting Standards notified under the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 and other Generally Accepted Accounting Principles, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT the certificate dated 24th March, 2026 issued by B S R and Co, Chartered Accountants, Statutory Auditors of the Company, certifying the non-applicability of requirements prescribed in Para (A)(10)(b) of Part I of SEBI's Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") pursuant to Para (A)(10)(c) of Part I of the SEBI Circular as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT, the report of the Board in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors.

RESOLVED FURTHER THAT the Board has decided that NSE Limited ('NSE') be chosen as Designated Stock Exchange ('DSE') for coordinating with SEBI for obtaining approval of SEBI in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015").





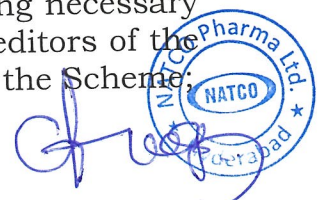
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RESOLVED FURTHER THAT Sri V.C. Nannapaneni, Chairman & Managing Director (DIN: 00183315), Sri Rajeev Nannapaneni, Vice Chairman & Chief Executive Officer (DIN: 00183872) , Sri Amit Parekh, Chief Financial Officer (ACA 062963) and Sri Venkat Ramesh Chekuri, Company Secretary and Compliance Officer (ACS 41964) of the Company be and are hereby severally authorized for the purpose of giving effect to this resolution, and be and are hereby severally authorized to make such alteration and changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by the NCLT or Stock Exchanges in accordance with the SEBI (LODR) Regulations, 2015, the applicable SEBI guidelines, or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board meeting.

RESOLVED FURTHER THAT Sri V.C. Nannapaneni, Chairman & Managing Director (DIN: 00183315), Sri Rajeev Nannapaneni, Vice Chairman & Chief Executive Officer (DIN: 00183872) , Sri Amit Parekh, Chief Financial Officer (ACA 062963) and Sri Venkat Ramesh Chekuri, Company Secretary and Compliance Officer (ACS 41964) of the Company be severally authorized for the purpose of giving effect to the Scheme placed before the meeting or to any modification thereof and for the purpose of giving effect to this resolution, be and are hereby authorized severally on behalf of the Board to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, inter alia, to:

- (a) Filing the Scheme and/or any other information/ details/ documents/ annexures, etc., with the concerned stock exchange or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (b) Representing the Company before the Stock Exchanges, SEBI, as required, NCLT and such other authorities or bodies for filing and making applications and for that purpose to sign, execute and verify the Scheme, petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications/alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said authorized persons, severally;
- (c) Filing of applications with the NCLT or other appropriate authority seeking directions as to holding/ dispensing with the meetings of the shareholders and/ or creditors of the Company, for issuing necessary notices and holding the meeting of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;





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- (d) Finalizing and settling the draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under any applicable provisions under the Companies Act, 2013, SEBI Circulars, or, in terms of the directions of the NCLT, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (e) Filing of petitions for confirmation/ approval/ sanction of the Scheme by the NCLT or such other competent authority;
- (f) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants, Company Secretaries and other professionals and to sign and execute vakalatnama / memorandum of appearance wherever necessary, and sign and issue public advertisements and notices;
- (g) Signing of all applications, petitions, affidavits, pleadings, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (h) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Scheme;
- (i) Applying for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders / Creditors;
- (j) Appointing the merchant bankers, Scrutineers, Registrars and such others professionals / agencies as may be required to give effect to the Scheme;
- (k) Settling any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (l) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;





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- (m) Decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Scheme from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or they may suo moto decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as they may deem fit in their absolute discretion.

RESOLVED FURTHER that the Common Seal of the Company, if required, be affixed to the relevant documents in the presence of any one of the officials of the Company namely Sri Rajeev Nannapaneni, Vice Chairman & Chief Executive Officer (DIN: 00183872) or any other Director of the Company and countersigned by Sri V.C. Nannapaneni, Chairman & Managing Director (DIN: 00183315) or Sri Venkat Ramesh Chekuri, Company Secretary and Compliance Officer (ACS 41964) of the Company in terms of the provisions of the Articles of Association of the Company.

RESOLVED FURTHER that this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER that a copy of this resolution duly certified as true by any Director of the Company or the Company Secretary be furnished to the concerned persons.



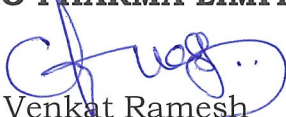


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RESOLVED FURTHER THAT any of the Director(s) and/or Key Managerial Personnel(s) be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.”

//CERTIFIED TRUE COPY//
For NATCO PHARMA LIMITED


CH. Venkat Ramesh
Company Secretary &
Compliance Officer
ACS 41964

