



CA. A. SARATH BABU
B.Sc., FCA
Chartered Accountant

To
The Board of Directors,
Natco Pharma Limited,
Hyderabad.

CERTIFICATE OF EXCHANGE RATIO

IN THE MATTER OF AMALGAMATION OF NATCO ORGANICS LIMITED WITH NATCO PHARMA LIMITED

Based on the draft Scheme of Amalgamation ("the Scheme") of Natco Organics Limited ("NOL") with Natco Pharma Limited ("NPL") and according to the information and explanations provided to us, we hereby certify as under:

- a) As on date NPL holds entire issued capital of NOL.
- b) Pursuant to the Scheme, shares in NOL held by NPL will be cancelled and NPL shall not be required to issue and / allot any shares to the members of NOL.
- c) Accordingly no valuation process is applicable to the Scheme. In our opinion, we state that the above Scheme is fair and reasonable since the shareholders of NPL will continue remain beneficial owners of NPL in the same proportion as they held it prior to the Scheme.
- d) The Certificate is issued at the request of NPL in accordance with clause 24(f) of the listing agreement and SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 read with clarifications provided by SEBI CIR/CFD/DIL/8/2013 dated May 21, 2013 and should not be used for any other purpose without our prior written consent.

Yours Sincerely,

A.SARATH BABU
CHARTERED ACCOUNTANT
Membership No.15639



DATE: May 21, 2015
PLACE: HYDERABAD

CERTIFIED TRUE COPY

For NATCO Pharma Limited

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