



Natco Pharma Limited

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

M/s. National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051.

29th September, 2012

Dear Sir,

The Annual General Meeting for the financial year 2011-2012 was held on today i.e. 29th September, 2012. Members of the Company at their 29th Annual General Meeting have passed the following Resolutions:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS

"RESOLVED THAT the Audited Accounts of the Company consisting of Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at 31st March, 2012, together with the Report of the Directors and the Report of the Auditors thereon have been received, considered and adopted."

2. CONFIRMATION OF INTERIM DIVIDEND PAID AS FINAL DIVIDEND

"RESOLVED THAT the Interim Dividend of Rs.3 per share declared by the Board of Directors of the Company at their meeting held on 9th February, 2012 on 3,11,47,952 Equity shares of Rs.10/- each absolving a sum of Rs.9,34,43,856 be and is hereby approved as the Final Dividend for the year ended 31st March, 2012."

3. ELECTION OF MR.G.S.MURTHY, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Shri G.S.Murthy, Director of the Company, who retires by rotation and who offers himself for re-appointment, being eligible, be and is hereby re-appointed as the Director of the Company, whose period of office shall be liable for retirement by rotation."

4. ELECTION OF DR.B.S.BAJAJ, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Dr.B.S.Bajaj, Director of the Company, who retires by rotation and who offers himself for re-appointment, being eligible, be and is hereby re-appointed as the Director of the Company, whose period of office shall be liable for retirement by rotation."

5. ELECTION OF DR.J.SAMBASIVA RAO, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Dr.J.Sambasiva Rao, Director of the Company, who retires by rotation and who offers himself for re-appointment, being eligible, be and is hereby re-appointed as the Director of the Company, whose period of office shall be liable for retirement by rotation."

M. Narayana



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--2--

6. RE-APPOINTMENT OF AUDITORS FOR THE FINANCIAL YEAR 2012-2013

"RESOLVED THAT M/s.Walker, Chandio & Co., Chartered Accountants, (Firm Registration No.001076N), Hyderabad the Statutory Auditors of the Company, who retires at the conclusion of this meeting, being eligible, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix their remuneration."

SPECIAL BUSINESS

7. APPOINTMENT OF MR.NITIN JAGANNATH DESHMUKH AS A DIRECTOR

"RESOLVED THAT pursuant to Section 255 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to appoint Mr. Nitin Jagannath Deshmukh as a Director of the Company who is liable for retirement by rotation."

8. REVISION OF REMUNERATION TO SHRI V.C.NANNAPANENI, CHAIRMAN & MANAGING DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, 314 and Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such sanctions, approvals and other necessary permissions as may be necessary from the Government of India, approval of the Company be and is hereby accorded to the revision in remuneration payable to Shri V.C.Nannapaneni, Chairman & Managing Director of the Company for a period of 3 years from 1st June, 2012 to 31st May, 2015 as detailed below:

1. Remuneration not exceeding Rs.1,25,00,000/- (Rupees one crore twenty five lakhs only) per annum.
2. Perquisites:
 - i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - ii. Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and
 - iii. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the remuneration as may be agreed to by the Board of Directors and Shri V.C.Nannapaneni.

RESOLVED FURTHER THAT notwithstanding as above where in any financial year closing on and after March 31, 2013, if the Company has no profits or its profits are inadequate, the Company shall pay to Shri V.C.Nannapaneni the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit, necessary and delegate to any Director(s) or any other Officer(s) of the Company for obtaining necessary permissions and approvals, if any, in this connection."

V. C. Nannapaneni



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--3--

9. APPOINTMENT OF MR. RAJEEV NANNAPANENI AS VICE CHAIRMAN & CHIEF EXECUTIVE OFFICER (CEO)

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, 314 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such sanctions, approvals and other necessary permissions as may be necessary from the Government of India, approval of the Company be and is hereby accorded for increasing the remuneration payable to Mr. Rajeev Nannapaneni and also redesignate him as Vice Chairman & Chief Executive Officer (CEO) in the wholetime employment of the Company for a period of 3 years from 1st June, 2012 to 31st May, 2015 as detailed below:

1. Salary not exceeding Rs.1,00,00,000/- (Rupees one crore only) per annum for a period of 3 years from 1st June, 2012 to 31st May, 2015.

2. Perquisites:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and
- iii. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the remuneration as may be agreed to by the Board of Directors and Mr. Rajeev Nannapaneni.

RESOLVED FURTHER THAT notwithstanding as above where in any financial year closing on and after March 31, 2012, if the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajeev Nannapaneni the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government of India from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit, necessary and delegate to any Director(s) or any other Officer(s) of the Company for obtaining necessary permissions and approvals, if any, in this connection."

This is for your information and records.

Thanking you,

Yours faithfully,
For NATCO Pharma Limited

A handwritten signature in black ink, appearing to read "M. Adinarayana".

M. Adinarayana
Company Secretary &
G.M. (Legal & Corp. Affairs)