



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.

28th September, 2013

Sub:- **30th AGM Proceedings**

Dear Sir,

Members of the Company at their 30th Annual General Meeting for the financial year 2012-2013 held on today i.e. 28th September, 2013 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, 2013 and the Balance Sheet as at 31st March, 2013, 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.4 per share declared by the Board of Directors of the Company at their meeting held on 13th February, 2013 on 3,13,73,074 Equity shares of Rs.10/- each absolving a sum of Rs. 12,54,92,296/- be and is hereby approved as the Final Dividend for the year ended 31st March, 2013."

3. ELECTION OF MR. RAJEEV NANNAPANENI, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Mr.Rajeev Nannapaneni, 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. P BHASKARA NARAYNA, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Dr.P Bhaskara Narayana, 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. A.K.S.BHUVANGA RAO, DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Dr.A.K.S.Bhujanga 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."



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6. RE-APPOINTMENT OF AUDITORS FOR THE FINANCIAL YEAR 2013-2014

"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. RECLASSIFICATION AND INCREASE OF AUTHORISED CAPITAL

"RESOLVED THAT pursuant to the provisions of Section 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby reclassified into equity shares only and be increased to 4,00,00,000 (Four crores only) equity shares of Rs.10/-(Rupees ten only) each and to amend the Clause V (a) of the Memorandum of Association and Article 7(a) of the Articles of Association of the Company."

FURTHER RESOLVED THAT the Memorandum and Articles of association of the company be suitably altered as follows:

A. Substitution of Clause V(a) of Memorandum of Association

"RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the existing Clause V(a) of the Memorandum of Association of the Company be and is hereby substituted with the following Clause:

V(a) The Authorised Share Capital of the Company is Rs.40,00,00,000/- (Rupees Forty crores only) divided into 4,00,00,000 (Four crores only) equity shares of Rs.10/-(Rupees ten only) each of the Company.

B. Substitution of Article 7(a) of Articles of Association

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 Article 7(a) of Articles of Association of the Company be substituted with the following Article:

7(a) The Authorised Share Capital of the Company is Rs.40,00,00,000/- (Rupees Forty crores only) divided into 4,00,00,000 (Four crores only) equity shares of Rs.10/-(Rupees ten only) each of the Company.



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8. ISSUE OF FURTHER SHARES / SECURITIES

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and any other laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions of such statutory, Government and/or regulatory authorities / agencies, including the Stock Exchanges either in India or abroad, SEBI, RBI etc. and subject to such conditions and modifications, if any, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the 'Board' which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution) and pursuant to various provisions of SEBI including but not limited to Qualified Institutions Placement ("QIP") provisions mentioned in Chapter VIII of the SEBI (Issue of Capital & Disclosure requirements) Regulations 2009, the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot in one or more placements/tranches to QIB's or otherwise as defined in the regulations, equity shares and/or fully convertible debentures and/or partly convertible debentures and/or non-convertible debentures with warrants, and/or any securities (other than warrants), Foreign Currency Convertible Bonds (FCCBs), which are convertible into or exchangeable with equity shares at a later date not exceeding 50,00,000 (fifty lakh equity shares) equity shares of face value of Rs.10/- each at such time or times as the Board may hereafter decide and at a price to be determined by the Board in accordance with the relevant Regulations, provided however that it is in compliance with the requirement of minimum public shareholding specified in the listing agreement.

RESOLVED FURTHER THAT a minimum of 10% of the Securities issued pursuant to said guidelines shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIB(s) or otherwise;

RESOLVED FURTHER THAT the "relevant date" for pricing of the Securities, under the Regulations of the SEBI, in case of allotment of equity shares, will be the date of board meeting in which the Board decides to open the proposed issue and in case of issue of convertible securities it will be the date of board meeting in which it decides to open the proposed issue of such convertible Securities.

RESOLVED FURTHER THAT the tenure of the conversion/ exchange of such eligible securities shall occur not later than 60 (sixty) months from date of allotment of the Securities;

RESOLVED FURTHER THAT the Board be and is hereby authorized as mentioned in the first para of this Resolution to appoint and enter into and execute all such arrangements/ agreements, as the case may be, with any Investment /Merchant Banker/ Advisor(s)/ Registrars, and all such agencies/ intermediaries as may be required including payment to such agencies/intermediaries of commission, brokerage, fees, remuneration for their



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services and expenses etc. incurred in relation to the issue of Securities and to finalise the Placement Document and also to seek listing of such Securities on the Stock Exchanges either in India or abroad;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the mode and the terms of issue of Securities under the QIP or otherwise and all equity shares allotted under or arising from such QIP or otherwise will rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, things and execute, documents, instruments and writings as it may in its absolute discretion deems fit and necessary thereto with a power to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of proceeds;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Company Secretary and/or other officer (s) of the company to give effect to the aforesaid resolution.

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."

9. INCREASE OF REMUNERATION TO DR. P.BHASKARA NARAYANA, DIRECTOR & CHIEF FINANCIAL OFFICER

"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 Dr.P.Bhaskara Narayana, Director & CFO of th Company for a period of 2 years from 1st April, 2013 to 31st March, 2015 as detailed below:

- a. Remuneration not exceeding Rs.36,00,000/- (Rupees thirty six lakhs only) per annum.
- b. 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.



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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 Dr. P. Bhaskara Narayana.

RESOLVED FURTHER THAT notwithstanding as above where in any financial year closing on and after 31st March 2014, if the Company has no profits or its profits are inadequate, the Company shall pay to Dr. P. Bhaskara Narayana 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.”

10. Increase Of Remuneration To Dr. A.K.S. Bhujanga Rao, President (R&D and Technical)

“**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 Dr. A K S Bhujanga Rao, President (R & D and Technical) of the Company for a period of 2 years from 1st April, 2013 to 31st March, 2015 as detailed below:

a. Remuneration not exceeding Rs.36,00,000/- (Rupees thirty six lakhs only) per annum.

b. 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 Dr. A K S Bhujanga Rao.



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RESOLVED FURTHER THAT notwithstanding as above where in any financial year closing on and after 31st March 2014, if the Company has no profits or its profits are inadequate, the Company shall pay to Dr. A.K.S . Bhujanga Rao. 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.”

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 &
Vice President (Legal & Corp. Affairs)