



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.

30th September, 2011

Dear Sir,

Members of the Company at their 28th Annual General Meeting for the financial year 2010-2011 held on today i.e. 30th September, 2011 have passed the following Resolutions:

ORDINARY BUSINESS:

RESOLUTION NO.1: ADOPTION OF ACCOUNTS

"RESOLVED THAT the Audited Accounts of the Company for the year ended 31-3-2011, together with the Report of the Directors and the Report of the Auditors thereon has been received, considered and adopted."

RESOLUTION NO.2: DECLARATION OF DIVIDEND

"RESOLVED THAT the interim Dividend of Rs.2 per share declared by the Board of Directors of the Company at their meeting held on 14th February, 2011 on 2,81,47,952 equity shares of Rs.10/- each absolving a sum of Rs.5,62,95,904 be and is hereby approved as the Final Dividend for the year ended 31st March, 2011."

RESOLUTION NO.3: ELECTION OF DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Shri 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."

RESOLUTION NO.4: ELECTION OF DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Dr.P.Bhaskara Narayana, Director & CFO 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."

RESOLUTION NO.5: ELECTION OF 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."



M. Narayana



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RESOLUTION NO.6: RE-APPOINTMENT OF AUDITORS

"RESOLVED THAT M/s.Walker, Chandio & Co., Chartered Accountants, (Firm Registration No.001076N), Hyderabad be and are hereby re-appointed as 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 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

RESOLUTION NO.7: INCREASE OF REMUNERATION OF MR.RAJEEV NANNAPANENI, DIRECTOR & COO

"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 Mr.Rajeev Nannapaneni as Director & COO in the whole-time employment of the Company for a further period of two years, with effect from 1st day of April, 2011 to 31st March, 2013 as detailed below:

1. Salary not exceeding Rs.75,00,000/-(Rupees seventy 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 Mr.Rajeev Nannapaneni.

RESOLVED FURTHER THAT notwithstanding as above where in any financial year closing on and after March 31, 2012, if the Company incurs a loss 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 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 in this connection."



M. Nannapaneni



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RESOLUTION NO.8: AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

"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 3,20,00,000 (Three crores and Twenty lakhs only) equity shares of Rs.10/- (Rupees ten only) each and 30,00,000 (Thirty lakhs only) preference shares of Rs.10/- (Rupees ten only) each and the said preference shares may be convertible, redeemable, cumulative or non-cumulative at the option of the Company and to amend of 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 of Association 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.35,00,00,000/- (Rupees thirty five crores only) divided into 3,20,00,000 (Three crores and Twenty lakhs only) equity shares of Rs.10/- (Rupees ten only) each and 30,00,000 (Thirty lakhs only) preference shares of Rs.10/- (Rupees Ten only) each and the said preference shares may be convertible, redeemable, cumulative or non-cumulative preferences shares at the option of the Company.

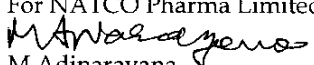
B. Substitution of Article 7(a) of Articles of Association

"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. 3,20,00,000 (Three crores and Twenty lakhs only) equity shares of Rs.10/- (Rupees ten only) each and 30,00,000 (Thirty lakhs only) preference shares of Rs.10/- (Rupees Ten only) each and the said preference shares may be convertible, redeemable, cumulative or non-cumulative preferences shares at the option of the Company."

This is for your information and records.

Thanking you,

Yours faithfully,
For NATCO Pharma Limited

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

