



Natco Pharma Limited

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

15th December, 2010

The Manger – Listing
M/s.National Stock Exchange of India Ltd. (NSE)
"Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.

SCRIP CODE : NATCOPHARM

The Manager – DCS
M/s.Bombay Stock Exchange Ltd. (BSE)
1st Floor, Rotunda Bldg.
B.S.Marg, Fort
Mumbai – 400 001.

SCRIP CODE : 524816

Dear Sir,

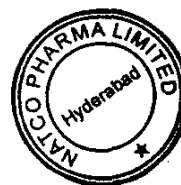
Members of the Company at their Extra-Ordinary General Meeting held on today i.e. 15th December, 2010 have passed the following Resolution unanimously:

SPECIAL BUSINESS:

PROPOSAL TO ISSUE SHARES OF THE COMPANY THROUGH QUALIFIED INSTITUTIONS PLACEMENT OR OTHERWISE

"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 30,00,000 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.

M. Narasimhan





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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 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 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."

This is for your information and records.

Thanking you,

Yours faithfully,
For NATCO Pharma Limited

M. Adinarayana

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

