



Natco Pharma Limited

Regd. Off. : 'NATCO HOUSE', Road No. 2, Banjara Hills, Hyderabad - 500034.
Telangana, INDIA. Tel : +91 40 23547532, Fax : +91 40 23548243
CIN : L24230TG1981PLC003201, www.natcopharma.co.in

February 22, 2024

Corporate Relationship Department
M/s. BSE Limited
Dalal Street, Fort
Mumbai 400 001.
Scrip Code: **524816**

Manager – Listing
M/s. National Stock Exchange of India Ltd
“Exchange Plaza”, Bandra – Kurla Complex
Bandra (E) Mumbai 400 051.
Scrip Code: **NATCOPHARM**

Dear Sir

Sub: Notice of Postal Ballot

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and all other applicable provisions and further to the outcome of meeting of the Board of Directors held on February 14, 2024, we are enclosing herewith the Notice of Postal Ballot for seeking approval of Members for Appointment / Re-appointment of Directors. Date of events relevant to Postal Ballot are as below:

Sl No.	Particulars	Date
1	Cut-off date (i.e., members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories)	Friday, February 16, 2024
2	Date of Commencement of e-Voting	Monday, February 26, 2024
3	Date of Ending of e-Voting (“Last Date”)	Tuesday, March 26, 2024
4	Results of Postal Ballot will be declared on or before	Thursday, March 28, 2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.natcopharma.co.in and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com.

Thanking you

Yours faithfully
For NATCO Pharma Ltd

Ch. Venkat Ramesh
Company Secretary &
Compliance Officer

Encl: as above



NATCO PHARMA LIMITED

Regd. Office: NATCO House, Road No. 2, Banjara Hills,
Hyderabad – 500034, Telangana, India.

Tel: +91 40 23547532, Website: www.natcopharma.co.in

Email: investors@natcopharma.co.in

CIN : L24230TG1981PLC003201

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

VOTING STARTS ON	VOTING ENDS ON
February 26, 2024 at 9:00 Hours (IST)	March 26, 2024 at 17:00 Hours (IST)

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No.9/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (“MCA Circulars”), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company through postal ballot by remote e-voting process only (“E-Voting”).

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto

SPECIAL BUSINESS

1. To appoint Sri A.D.M. Chavali (DIN: 00374673) as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board



of Directors, Sri A.D.M. Chavali (DIN: 00374673), who will be appointed as an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under his hand signifying his candidature, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e., from April 1, 2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

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

2. To appoint Sri D. Vijaya Bhaskar (DIN:07158951) as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Sri D. Vijaya Bhaskar (DIN:07158951), who will be appointed as an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under his hand signifying his candidature be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e., from April 1, 2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

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

3. To appoint Sri V.C. Nannapaneni (DIN: 00183315) as Chairman & Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 152, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the provisions of



Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to the appointment of Sri V.C. Nannapaneni (DIN: 00183315) as Chairman & Managing Director of the Company whose appointment is recommended by the Nomination and Remuneration Committee of the Company for a period of two (2) years i.e., from April 1, 2024 to March 31, 2026 with the remuneration as detailed below:

- a) Salary not exceeding Rs.1,95,00,000/- (Rupees One crore Ninety Five Lakhs only) per annum including dearness allowance and all other allowances.
- b) Managerial commission not exceeding 1% of the net profits calculated as per Section 198 of the Act.
- c) Perquisites:
 - i. Reimbursement of Medical Expenses for major ailments not exceeding 50% of the salary.
 - ii. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
 - iii. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - iv. Encashment of leave as per rules of the Company.
 - v. Special incentive not exceeding 20% of salary per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration based on the recommendations of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Sri V.C. Nannapaneni.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the abovesaid remuneration to Sri V.C. Nannapaneni shall be paid as minimum remuneration in case of inadequacy of the profits.

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

4. To appoint Sri Rajeev Nannapaneni (DIN: 00183872) as Vice Chairman and Chief Executive Officer of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 152, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the provisions of Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for



the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to the appointment of Sri Rajeev Nannapaneni (DIN: 00183872) as Vice Chairman and Chief Executive Officer of the Company, whose appointment is recommended by the Nomination and Remuneration Committee of the Company for a period of two (2) years from April 1, 2024 to March 31, 2026 with the remuneration as detailed below:

- a) Salary not exceeding Rs.1,80,00,000/- (Rupees One crore Eighty Lakhs only) per annum including dearness allowance and all other allowances.
- b) Managerial commission not exceeding 1% of the net profits calculated as per Section 198 of the Act.
- c) Perquisites:
 - (i) Reimbursement of Medical Expenses for major ailments not exceeding 50% of the salary.
 - (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
 - (iii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - (iv) Encashment of leave as per rules of the Company.
 - (v) Special incentive not exceeding 20% of salary per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration based on the recommendations of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Sri Rajeev Nannapaneni.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the abovesaid remuneration to Sri Rajeev Nannapaneni shall be paid as minimum remuneration in case of inadequacy of the profits.

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

5. To reappoint Sri P.S.R.K Prasad (DIN: 07011140) as Director and Executive Vice President (Corporate Engineering Services) of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 152, 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 (“Act”) read with provisions of Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to the



reappointment of Sri P.S.R.K. Prasad (DIN: 07011140) as Director and Executive Vice President (Corporate Engineering Services) of the Company, whose reappointment is recommended by the Nomination and Remuneration Committee of the Company, for a period of two (2) years from April 1, 2024 to March 31, 2026 with the remuneration as detailed below:

- a) Salary not exceeding Rs.1,93,00,000/- (Rupees One crore Ninety-Three Lakhs only) per annum including dearness allowance and all other allowances.
- b) Perquisites:
 - (i) Reimbursement of Medical Expenses for major ailments not exceeding 50% of the salary.
 - (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
 - (iii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - (iv) Encashment of leave as per rules of the Company.
 - (v) Special incentive not exceeding 50% of salary per annum.
 - (vi) Loan as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration based on the recommendations of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Sri P.S.R.K. Prasad.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the abovesaid remuneration to Sri P.S.R.K. Prasad shall be paid as minimum remuneration in case of inadequacy of the profits.

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

6. To reappoint Dr. D. Linga Rao (DIN: 07088404) as Director and President (Tech. Affairs) of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 (“Act”) read with provisions of Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to the reappointment of Dr. D. Linga Rao (DIN: 07088404) as Director and President (Tech. Affairs) of the Company, whose reappointment is recommended by the Nomination and Remuneration Committee of the Company, for a period of two (2) years from April 1, 2024 to March 31, 2026 with the remuneration as detailed below:



- a) Salary not exceeding Rs.1,93,00,000/- (Rupees One crore Ninety-Three Lakhs only) per annum including dearness allowance and all other allowances.
- b) Perquisites:
- (i) Reimbursement of Medical Expenses for major ailments not exceeding 50% of the salary.
 - (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
 - (iii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - (iv) Encashment of leave as per rules of the Company.
 - (v) Special incentive not exceeding 80% of salary per annum in.
 - (ii) Loan as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration based on the recommendations of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Dr. D. Linga Rao.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the abovesaid remuneration to Dr. D. Linga Rao shall be paid as minimum remuneration in case of inadequacy of the profits.

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

7. To reappoint Dr. Pavan Ganapati Bhat (DIN: 09691260) as Director & Executive Vice President (Technical Operations) of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of Resolution passed by shareholders dated 30th September, 2022 and pursuant to the provisions of Sections 152, 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 (“Act”) read with provisions of Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to the reappointment of Dr. Pavan Ganapati Bhat (DIN: 09691260) as Director & Executive Vice President (Technical Operations) of the Company, whose reappointment is recommended by the Nomination and Remuneration Committee of the Company, for a period of two (2) years from April 1, 2024 to March 31, 2026 with the remuneration as detailed below:

- a) Salary not exceeding Rs. 2,06,00,000/- (Rupees Two crores Six Lakhs only) per annum including dearness allowance and all other allowances.



b) Perquisites:

- (i) Reimbursement of Medical Expenses for major ailments not exceeding 50% of the salary.
- (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
- (iii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- (iv) Encashment of leave as per rules of the Company.
- (v) Special incentive not exceeding 60% of salary per annum.
- (iii) Loan as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration based on the recommendations of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Dr. Pavan Ganapati Bhat.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the abovesaid remuneration to Dr. Pavan Ganapati Bhat shall be paid as minimum remuneration in case of inadequacy of the profits.

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

For NATCO Pharma Limited

Sd/-
CH. Venkat Ramesh
Company Secretary & Compliance Officer
M. No. ACS 41964

Place: Hyderabad

Date: February 14, 2024

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 read with Section 110 of the Companies Act, 2013 along with the details in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, February 16, 2024 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.



3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.natcopharma.co.in>, websites of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Venture Capital & Corporate Investments Private Limited.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 16, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 16, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions for E-Voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 Hours (IST) on February 26, 2024 to 17:00 Hours (IST) on March 26, 2024 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 48 hours from the closure of e-voting and will also be displayed on the website of the Company at www.natcopharma.co.in besides being communicated to the Stock Exchanges.



11. The resolutions, if passed with the requisite majority, shall be deemed to have been passed on Tuesday, March 26, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
12. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@natcopharma.co.in

14. The instructions for E-Voting:

- a) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
- b) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 16, 2024 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, February 26, 2024 and ends at 5.00 p.m. (IST) on Tuesday, March 26, 2024. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c) The Company has appointed CS Kiran Kumar Bodla (CP No. 15876), Proprietor, M/s. BK & Associates, Practicing Company Secretaries, Hyderabad as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
- d) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="699 779 1481 1366">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="699 1400 1481 1556">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="699 1590 1481 1960">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a



Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then



	<p>click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL



- account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company, which is 127882 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail_bka@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“[Forgot User Details/Password?](#)”** or **“[Physical User Reset Password?](#)”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 and 022 – 2499 7000 or send a request to evoting@nsdl.com
4. Members are requested to note the following contact details for addressing e-voting related grievances:

Venkat Ramesh Chekuri
Company Secretary & Compliance Officer
NATCO Pharma Limited
NATCO House, Road No.2,
Banjara Hills, Hyderabad – 500034,
Telangana State, India.
Phone No.:040-23547532
E-mail: investors@natcopharma.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@natcopharma.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@natcopharma.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 7.

Item No. 1

To appoint Sri A.D.M. Chavali (DIN: 00374673) as Independent Director of the Company

Sri A.D.M. Chavali has over three decades of experience in corporate finance concentrating in the areas of Industrial Finance, Treasury operations, Investments, Asset Management, Risk Management, etc. He worked as General Manager in Bank of Baroda, where he headed the treasury and resources management function of the Bank and enabled the evolution of Bank of Baroda treasury into a model treasury for other banks to imitate and emulate. In the year 2011, he joined the Indian Overseas Bank as an Executive Director. During his time in Indian Overseas Bank, he has a vast experience in portfolios covering Large Corporate Credit, International Business, Treasury Operations, Human Resources, Law/Recovery, Risk Management, Retail Banking, Planning, Public Relations, Credit monitoring, etc. He also represented the Indian Banking industry as a delegate to the Indo-Russian sub-committee on Banking and Financial service led by RBI in Moscow in July 2014.

Taking into consideration the background, vast experience, industry standards and other relevant factors and based on the criteria, desired attributes, the skills and capabilities required for the role as finalized by the Nomination and Remuneration Committee for selection of Independent Director and as recommended by the Nomination and Remuneration Committee (NRC) keeping in view the expertise of Sri A.D.M. Chavali which are aligned to the roles and capabilities identified by NRC, the Board of Directors at their meetings held on February 14, 2024 after receiving the consent to act as Independent Director, approved the appointment of Sri A.D.M. Chavali (DIN: 00374673) as Independent Director of the Company for a period of five (5) years i.e., from April 1, 2024 to March 31, 2029 subject to the consent of members which is just and reasonable to Sri A.D.M. Chavali.

The Company has received a notice in writing for the candidature of Sri A.D.M. Chavali as Independent Director on the Board of the Company.

For additional information relating to Sri A.D.M. Chavali, members are requested to refer to the section on “Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024”.

Except Sri A.D.M. Chavali, no other Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly, recommends the Special Resolution as set out in Item No.1 of the Postal Ballot Notice for approval of the members.



Item No. 2

To appoint Sri D. Vijaya Bhaskar (DIN:07158951) as Independent Director of the Company

Sri D. Vijaya Bhaskar has over three decades of experience as an advocate in areas of Corporate Law, Corporate Governance, Joint Ventures, Due Diligence, Intellectual Property, Legal Advice and Drafting, Mergers & Acquisitions, Private Equity, Corporate Litigations, Economic Offences, etc. Currently, he is practicing as Advocate & Corporate Legal Consultant on Corporate Affairs and Strategic Litigations, providing back-end support to Senior Counsel in the cases arising out of investigations of CBI and Enforcement Directorate relating to Economic offences under PMLA, IPC and Commercial Laws and rendering legal advices on complicated corporate matters.

He started his career as an Advocate in 1987 and thereafter, joined the Central Government Service as Company Prosecutor in 1989. Later he joined Indian Corporate Law Service (ICLS), Group A Central Civil Service, Govt. of India in 1995. He also served in various capacities viz. Registrar of Companies (In charge), Official Liquidator attached to High Court of Andhra Pradesh, Registrar, Deputy Registrar of Companies (Prosecutions), Securities Appellate Tribunal, Mumbai, and Voluntarily retired from Ministry of Corporate Affairs (MCA), Govt. of India on December 31, 2011.

He was also a member of the drafting Committee to draft National Company Law Tribunal Rules, National Company Law Appellate Tribunal Rules and Official Liquidator manual. He also published a book “Penumbra of Force Majeure- A Treatise on COVID-19”.

He along with co-author got published in 2023 an article titled “Impact of Artificial Intelligence on Legal Profession and Justice System” in International Journal of Law Management & Humanities (IJLMH). Similarly, he also got published an article on “Managerial Competencies in Changing Business Scenario- An Indian Perspective”. He also submitted a thesis on “A Study on Insider Trading” in LLM (Corporate & Securities Laws).

Taking into consideration the background, vast experience, industry standards and other relevant factors and based on the criteria, desired attributes, the skills and capabilities required for the role as finalized by the Nomination and Remuneration Committee for selection of Independent Director and as recommended by the Nomination and Remuneration Committee (NRC) keeping in view the expertise of Sri D. Vijaya Bhaskar which are aligned to the roles and capabilities identified by NRC, the Board of Directors at their meetings held on February 14, 2024 after receiving the consent to act as Independent Director, approved the appointment of Sri D. Vijaya Bhaskar (DIN: 07158951) as Independent Director of the Company for a period of five (5) years i.e., from April 1, 2024 to March 31, 2029 subject to the consent of members which is just and reasonable to Sri D. Vijaya Bhaskar.

The Company has received a notice in writing for the candidature of Sri D. Vijaya Bhaskar as Independent Director on the Board of the Company.



For additional information relating to Sri D. Vijaya Bhaskar, members are requested to refer to the section on “Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024”.

Except Sri D. Vijaya Bhaskar, no other Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly, recommends the Special Resolution as set out in Item No.2 of the Postal Ballot Notice for approval of the members.

Item No. 3

To appoint Sri V.C. Nannapaneni (DIN: 00183315) as Chairman & Managing Director of the Company

Sri V.C. Nannapaneni (DIN: 00183315) is associated with the Company as founder/promoter/mentor from incorporation of your Company. He has rich and varied experience in the industry and is driving the Company towards higher growth in terms of revenues as well as profitability. He is highly qualified.

Sri V.C. Nannapaneni attained the age of 78 years (DOB: November 30, 1945) as on November 30, 2023. The services of Sri V.C. Nannapaneni are very much essential for the Company’s future prospects and the further growth of the Company. He is taking care of new product developments and their launch, overall guidance in clinical trials and R&D. It would be in the interest of the Company to have his vast experience and professional services as Chairman & Managing Director to your Company. The Board believes that the Company will benefit from his professional expertise and rich varied experience.

Based on the performance evaluation and as recommended by the Nomination and Remuneration Committee keeping in view the expertise of Sri V.C. Nannapaneni, the Board of Directors at their meetings held on February 14, 2024 after receiving the consent to act as Chairman & Managing Director, approved the appointment and remuneration payable to Sri V.C. Nannapaneni (DIN: 00183315) as Chairman & Managing Director of the Company for a period of two (2) years i.e., from April 1, 2024 to March 31, 2026 subject to the consent of members which is just and reasonable to Sri V.C. Nannapaneni.

For additional information relating to Sri V.C. Nannapaneni, members are requested to refer to the section on “Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024”.

Except Sri V.C. Nannapaneni & Sri Rajeev Nannapaneni, no other Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly, recommends the Special Resolution as set out in Item No.3 of the Postal Ballot Notice for approval of the members.



Item No. 4

To appoint Sri Rajeev Nannapaneni (DIN: 00183872) as Vice Chairman & Chief Executive Officer of the Company

Sri Rajeev Nannapaneni, Vice Chairman & Chief Executive Officer is associated with the Company for the past 24 years and he is looking after all the functional operations of the Company including but not limited to Production, Financial, Legal & Secretarial, New Drug Launches, Domestic and International Marketing, Exports, Imports, etc.

Based on the performance evaluation and as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2024, after receiving consent to act as Vice Chairman & Chief Executive Officer, approved the appointment and remuneration payable to Sri Rajeev Nannapaneni (DIN: 00183872) as Vice Chairman and Chief Executive Officer of the Company for a period of two (2) years with effect from April 1, 2024 to March 31, 2026 subject to the consent of members which is just and reasonable to Sri Rajeev Nannapaneni.

For additional information relating to Sri Rajeev Nannapaneni members are requested to refer to the section on "Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024".

Except Sri V.C. Nannapaneni & Sri Rajeev Nannapaneni, no other Director or Key Managerial Personnel or their relative is/are concerned or interested in the said item of business.

The Board accordingly recommends the Special Resolution as set out in Item No. 4 of the Postal Ballot Notice for approval of the members.

Item No. 5

To reappoint Sri P.S.R.K. Prasad (DIN: 07011140) as Director and Executive Vice President (Corporate Engineering Services) of the Company

Sri P.S.R.K. Prasad has over 34 years of experience in various sectors such as textile, chemicals and pharmaceuticals and has been working with our Company for the past 29 years. He has got vast and good knowledge in procuring right equipment(s) and machinery for production processes and to provide all utility services and to see that the resources like manpower, material to be used in an optimum way and to ensure safety of life and property.

In view of the highly competitive employee market, inflationary trends and taking into consideration industry standards, other relevant factors and based on the performance evaluation and as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2024, approved the reappointment and remuneration payable to Sri P.S.R.K. Prasad (DIN: 07011140) as Director and Executive Vice President (Corporate Engineering Services) of the Company for a period of two (2) years with effect from April 1, 2024 to March 31, 2026 subject to the consent of members which is just and reasonable to Sri P.S.R.K. Prasad.



For additional information relating to Sri P.S.R.K. Prasad members are requested to refer to the section on “Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024”.

Except Sri P.S.R.K. Prasad, no Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly recommends the Special Resolution as set out in Item No. 5 of the Postal Ballot Notice for approval of the members.

Item No. 6

To reappoint Dr. D. Linga Rao (DIN: 07088404) as Director & President (Tech. Affairs) of the Company

Dr. D. Linga Rao is working as Director and President (Technical Affairs) of the Company. He has over 43 years of experience in the pharmaceutical industry and has been working with our Company for over 30 years.

Dr. D. Linga Rao attained the age of 71 years (DOB: October 29, 1952) as on October 29, 2023. The services of Dr. D. Linga Rao are very much essential for the Company’s future prospects and further growth of the Company. He is in-charge of various departments like R&D, Quality Control, Quality Assurance and Regulatory affairs of Chemical Division(s). In view of the job responsibilities, taking into consideration the industry standards and other relevant factors and based on the performance evaluation and as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2024, approved the reappointment and remuneration payable to Dr. D. Linga Rao (DIN: 07088404) as Director & President (Tech. Affairs) of the Company for a period of two (2) years with effect from April 1, 2024 to March 31, 2026 subject to the consent of members which is just and reasonable to Dr. D. Linga Rao.

For additional information relating to Dr. D. Linga Rao members are requested to refer to the section on “Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024”.

Except Dr. D. Linga Rao, no Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly recommends the Special Resolution as set out in Item No. 6 of the Postal Ballot Notice for approval of the members.



Item No. 7

To reappoint Dr. Pavan Ganapati Bhat (DIN: 09691260) as Director & Executive Vice President (Technical Operations) of the Company

Dr. Pavan Ganapati Bhat (Dr. Pavan Bhat) is working as Director & Executive Vice President (Technical Operations) of the Company. He has over 25+ years of experience in the Pharmaceutical Industry and has been working with our Company for the past 6 years. He is in-charge of various departments like R&D, Regulatory Affairs for Generics, NDDS and NCEs, Intellectual Property Rights of Formulations and Acquisitions.

Dr. Pavan Bhat started his career with Mylan in the USA in Transdermal R&D followed by OSD R&D and in Corporate & Business Development. As part of the Office of the CEO, he was a key member of the acquisition team of Matrix by Mylan followed by being a part of the Integration team. He then relocated to Mylan India where he Headed Mylan's Global External R&D and Regional Business Development. Finally, he was the Head of Regional Operations responsible for Portfolio Selection, Project Management, Supply Chain Management, Launch Management, Logistics and Special Projects and supporting a P&L of \$ 1.2 Billion.

In view of the job responsibilities, past experiences, to broad base the board by having varied experienced and knowledgeable people, taking into consideration the industry standards and other relevant factors and based on the performance evaluation and as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 14, 2024, approved the reappointment and remuneration payable to Dr. Pavan Bhat (DIN: 09691260) as Director & Executive Vice President (Technical Operations) of the Company for a period of two (2) years with effect from April 1, 2024 to March 31, 2026 subject to the consent of members which is just and reasonable to Dr. Pavan Bhat.

For additional information relating to Dr. Pavan Bhat members are requested to refer to the section on "Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024".

Except Dr. Pavan Bhat, no Director or Key Managerial Personnel or their relatives is/are concerned or interested in the said item of business.

The Board accordingly recommends the Special Resolution as set out in Item No. 7 of the Postal Ballot Notice for approval of the members.

For NATCO Pharma Limited

Sd/-
CH. Venkat Ramesh
Company Secretary & Compliance Officer
M. No. ACS 41964

Place: Hyderabad
Date: February 14, 2024



Details of Directors seeking appointment/re-appointment in the Notice of Postal Ballot dated February 14, 2024 is as follows:

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	A.D.M. Chavali	D. Vijaya Bhaskar	Sri V.C. Nannapaneni	Sri Rajeev Nannapaneni	Sri P.S.R.K Prasad	Dr. D. Linga Rao	Dr. Pavan Ganapati Bhat
Category	Independent Director	Independent Director	Chairman & Managing Director	Vice Chairman & Chief Executive Officer	Director & Executive Vice President (Corporate Engineering Services)	Director & President (Technical Affairs)	Director & Executive Vice President (Technical Operations)
DIN	00374673	07158951	00183315	00183872	07011140	07088404	09691260
Birth date and Age	October 9, 1954 and 69 years	August 9, 1959 and 64 years	November 30, 1945 and 78 years	June 22, 1977 and 46 years	January 15, 1958 and 66 years	October 29, 1952 and 71 years	April 28, 1968 and 55 years
Qualifications	BSc (Double Maths and Physics), MSc (Pure Mathematics) & Research Fellow (Modern Algebra)	LL.B, LL.M - Corporate and Securities Laws, PGDCL - Cyber Laws & ADR (UNITAR)	M. Pharmacy & MS (Pharmaceutical Administration)	BA (Quantitative Economics) & B.A. (History), Tufts University, U.S.A.	B.E. Mechanical Engineering	M.Sc., Ph.D. in Chemistry (JNTU)	Ph.D. (U. of Iowa) in Pharmaceutics, MBA (West Virginia University), Diploma in Leadership & Management (Duquesne University) & Executive course in Mergers & Acquisitions (The Wharton School)
Past experience	Worked with a) Bank of Baroda b) Indian Overseas Bank c) Advisory Board for Banking and Financial Frauds	Worked in a) Central Government Service as Company Prosecutor b) Registrar of Companies c) High Court of Andhra Pradesh	Worked with a) Lit Drug Company, New Jersey, USA, b) Vitarine Fine Pharmaceuticals, New York, c) Time Cap Labs Inc., USA	Worked in a) Merrill Lynch, USA b) Natco Systems USA LLC, USA	Worked with a) Ahmedabad Textiles Industries Research Association b) Mehta Inorganic & Marine Chemical Industries c) Coromandel Fertilizers Limited d) Shah Ceramics	Worked with a) Indian Drugs and Pharmaceuticals Limited, b) Novochem Laboratories Private Limited.	Worked with Mylan USA and Mylan India in various functional areas with increasing responsibilities



	d) Settlement Advisory Committee	(Official Liquidator) d) Securities Appellate Tribunal			Limited e) Stiles India Limited f) Saudi Ceramic Co., Riyadh		
Date of first appointment as Director(s)	NA	NA	September 19, 1981	November 30, 2005	November 12, 2014	February 11, 2015	August 9, 2022
Nature of Appointment	Appointment	Appointment	Appointment	Appointment	Reappointment	Reappointment	Reappointment
Tenure of Appointment	April 1, 2024 to March 31, 2029	April 1, 2024 to March 31, 2029	April 1, 2024 to March 31, 2026	April 1, 2024 to March 31, 2026	April 1, 2024 to March 31, 2026	April 1, 2024 to March 31, 2026	April 1, 2024 to March 31, 2026
Percentage of shares held	0%	0%	15.66%	0.63%	0.003%	0.003%	0.013%
No. of board meetings attended out of 5 (Five) meetings held	NA	NA	5 (Five)	5 (Five)	5 (Five)	5 (Five)	5 (Five)
Remuneration drawn by the Director(s) for Financial Year 2022-23	NA	NA	Rs.22.68 million	Rs.20.92 million	Rs.19.20 million	Rs.32.30 million	Rs. 54.50 million



Relationship with other directors or KMP of the Company	None	None	Father of Sri Rajeev Nannapaneni	Son of Sri V.C. Nannapaneni	None	None	None
Directorship in other Companies along with the entities in which the Director has resigned in past 3 years	<ol style="list-style-type: none"> 1. Indian Immunologicals Limited 2. Capsave Finance Private Limited 3. Kalyan Jewellers India Limited 4. Munz Fintech Private Limited w.e.f. 11th September, 2021 	<p>Resigned:</p> <ol style="list-style-type: none"> 1. T-Winbrains India Private Limited w.e.f. 16th August, 2021 	<ol style="list-style-type: none"> 1. Natco Aqua Limited 2. NDL Infratech Private Limited 3. Natco Power Private Limited 	<ol style="list-style-type: none"> 1. Natco Aqua Limited 2. NATSOFT Information Systems Private Limited 	None	None	None
Membership/ Chairmanship of Committees of other Boards	3	NA	NA	NA	NA	NA	NA