



Natco Pharma Limited

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Telangana, INDIA. Tel : +91 40 23547532, Fax : +91 40 23548243
CIN : L24230TG1981PLC003201, www.natcopharma.co.in

4th September 2023

Corporate Relationship Department
The BSE Ltd.
Dalal Street, Fort
Mumbai 400 001.

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

Scrip Code: 524816

Scrip Code: NATCOPHARM

Dear Sir/Madam,

Sub: Notice of 40th Annual General Meeting for the financial year 2022-23

We wish to inform you that the 40th Annual General Meeting (AGM) for the Financial year 2022-23 of the Company will be held on **Friday, the 29th September, 2023 at 10.30 a.m.** Indian Standard Time (IST) through Video Conference (VC)/ Other Audio Visual Means (OAVM).

The details of Book closure and remote e-voting facility are as under:

| S No. | Particulars |
|-------|---|
| 1 | Book Closure for the Purpose of 40 th AGM starting from Tuesday, 26th September, 2023 to Friday 29th September, 2023 (both days inclusive). |
| 2 | Cut-off date for determining the eligibility of members to vote by electronic means or during the AGM is Friday, 22nd September, 2023. |
| 3 | Commencement of the remote e-voting from Tuesday, 26th September, 2023 at 9.00 A.M (IST) and ends on Thursday, 28th September, 2023 at 5.00 P.M (IST). |

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice convening the 40th AGM of the Company, which will be sent to the members through electronic mode.

The Annual Report is also uploaded on the website of the Company at www.natcopharma.co.in

This is for your information and records.

Thanking you,

Yours faithfully,
For NATCO Pharma Limited

Ch Venkat Ramesh
Company Secretary &
Compliance Officer

Encl: as above

Notice

Notice is hereby given that the 40th Annual General Meeting of the members of the Company will be held on Friday, the 29th day of September, 2023 at 10:30 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of audited Annual Financial Statements for the Financial Year 2022-23

To receive, consider and adopt the Audited Financial Statements, both on Standalone and Consolidated basis of the Company for the Financial Year ended March 31, 2023, together with the reports of Board of Directors, and the Auditors and other reports thereon.

2. To confirm three interim dividends aggregating to ₹ 5.50 per share paid on equity shares during the Financial Year 2022-23 as dividend for the FY 2022-23

3. Re-appointment of Sri Rajeev Nannapaneni (DIN: 00183872) as a Director liable to retire by rotation

"RESOLVED THAT Sri Rajeev Nannapaneni (DIN: 00183872) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable for retirement by rotation."

4. Re-appointment of Sri P.S.R.K Prasad (DIN: 07011140) as a Director liable to retire by rotation

"RESOLVED THAT Sri P.S.R.K Prasad (DIN: 07011140) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable for retirement by rotation."

Special Business:

5. Ratification of remuneration of Cost Auditors

To consider and, if thought fit, with or without modifications, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions, if any, of the Act and the rules made thereunder, as amended from time to time, the remuneration of ₹ 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand only) and taxes as applicable plus out of pocket expenses proposed to be paid to M/s. S.S. Zanwar & Associates (Firm Registration No.100283) Cost Auditors who were re-appointed by the Board of Directors of the Company to conduct the Cost Audit for the financial year ending March 31, 2024, be and is hereby ratified.

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 Company Secretary or any other Officer(s) of the Company for obtaining permissions and approvals, if any, in this connection."

6. Revision in the remuneration of Sri V.C. Nannapaneni (DIN: 00183315) Managing Director

To consider and, if thought fit, with or without modifications, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Shareholders' Resolution dated March 25, 2022 (passed through postal ballot vide notice dated February 14, 2022), provisions of Sections 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and the provisions of Schedule V and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee (NRC), the consent of the members of the Company be and is hereby accorded to revise one of the terms in the appointment of Sri V.C. Nannapaneni (DIN: 00183315) Managing Director i.e., by increasing the Managerial Commission from 0.5% to 1% for the financial year 2023-24.

FURTHER RESOLVED THAT other terms of his appointment except above shall stand as it is as specified in the Shareholders' Resolution dated March 25, 2022."

7. Revision in the remuneration of Sri Rajeev Nannapaneni (DIN: 00183872) Director and Chief Executive Officer

To consider and, if thought fit, with or without modifications, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Shareholders' Resolution dated March 25, 2022 (passed through postal ballot vide notice dated February 14, 2022), provisions of Sections 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and the provisions of Schedule V and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee (NRC), the consent of the members of the Company be and is hereby accorded to revise one of the terms in the appointment of Sri Rajeev Nannapaneni (DIN: 00183872) as Director and Chief Executive Officer i.e., by increasing the Managerial Commission from 0.5% to 1% for the financial year 2023-24.

FURTHER RESOLVED THAT other terms of his appointment except above shall stand as it is as specified in the Shareholders' Resolution dated March 25, 2022."

By Order of the Board
For **NATCO Pharma Limited**

Venkat Ramesh Chekuri
Company Secretary and
Compliance Officer
(ACS: 41964)

Date: August 9, 2023
Place: Hyderabad



NOTES

1. Ministry of Corporate Affairs ("MCA") has vide its 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. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. dated 10/2022 dated December 28, 2022 and SEBI vide Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars, the AGM of the Company is being held through VC / OAVM. The detailed procedure for e-voting and participation in the meeting through VC/OAVM is as per Note 15 and available at the Company's website www.natcopharma.co.in.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate/Institutional Members are encouraged to attend and vote in the AGM held through VC or OAVM. Hence Corporate/Institutional Members authorising their representative to attend and vote at the AGM through VC/OAVM on its behalf are requested to send a duly certified copy of the Board resolution/power of attorney to the company or upload the same on VC or OAVM portal/ e-voting portal.
5. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the Registrars and Share Transfer Agents **"Aurum", Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032, Telangana, India** and members holding shares in electronic form are requested to notify any change in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
6. In compliance with the aforesaid Circulars, Notice of the 40th AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the 40th AGM Notice and Annual Report for the FY 2022-23 will also be available on the Company's website i.e., www.natcopharma.co.in, websites of the 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 NSDL <https://www.evoting.nsdl.com/>.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members holding shares in electronic form may note that the Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any changes of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor.relations@vccipl.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

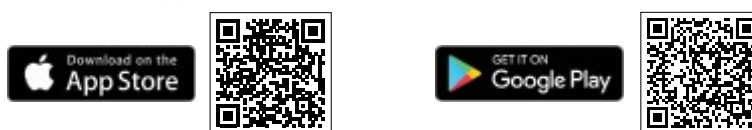
Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investor.relations@vccipl.com.
10. Relevant documents referred to in Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their email addresses for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company in electronic mode.

- 12.** In case of Joint Holders attending the meeting, only such Joint Holder who is first in the order of names will be entitled to vote.
- 13.** The Register of Members and Share Transfer Books will remain closed for 4 (four) days i.e. from Tuesday, September 26, 2023 to Friday, September 29, 2023 (both days inclusive).
- 14.** Members who wish to claim Dividends, which remain unclaimed within a period of seven (7) years are requested to either correspond with the Legal & Secretarial Department at the Company's Registered Office or the Company's Registrars and Share Transfer Agents (i.e., M/s. Venture Capital and Corporate Investments Private Limited). Members are requested to note that dividends not en-cashed or claimed within seven (7) years and 30 days from the date of declaration of the Dividend, will be transferred to the Investor Education and Protection Fund (IEPF) Authority of Government of India as per Section 124(5) of the Companies Act, 2013. In view of this, members are advised to send the un-encashed dividend warrants to the Company or to our Registrars and Share Transfer Agents for issue of new warrants/demand drafts. The Unpaid Dividend, Shares transferred to IEPF Authority are updated in our website <http://www.natcopharma.co.in/>
- 15.** Instructions for e-voting and joining the AGM are as follows:
- A. Voting through electronic means**
- (a) In compliance with the provisions of Sections 108 of the Act, Rules 20 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, September 22, 2023 ("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 AGM Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, the September 26, 2023 and ends at 5.00 p.m. (IST) on Thursday, the September 28, 2023. 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 Scrutiniser for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
- (d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- (e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., Friday, 22 September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, 22 September, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- 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**
- Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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. | <p>(i) 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 or joining virtual meeting and voting during the meeting.</p> <p>(ii) 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</p> <p>(iii) 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 or joining virtual meeting & voting during the meeting.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> |

NSDL Mobile App is available on



| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress. |
|--|---|

| | |
|--|---|
| 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 or joining virtual meeting & voting during the meeting. |
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective 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 |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43 |

B) Login Method for e-Voting for shareholders and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- 1) 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.
- 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.
- 4) Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsd.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.
- 5) 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*** |

- 6) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.
- 7) 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.nsd.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
- 8) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 9) Now, you will have to click on "Login" button.
- 10) 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 and join General Meeting 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 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
- 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.
- 8) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@natcopharma.co.in on or before Monday, the September 25, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

General Guidelines for Shareholders

1. Institutional/Corporate 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 the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to mail_bka@yahoo.com with a copy marked to evoting@nsdl.co.in

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 <https://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 <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, e-mail: evoting@nsdl.co.in, toll free no: 1800 1020 990/1800 224 430.

5. 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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

Instructions for members for e-Voting on the day of the AGM are as under:

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please

note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

16. Brief profile of the Directors seeking re-appointment at the Annual General Meeting:

| | | |
|---|---|---|
| Name of the Director | Sri Rajeev Nannapaneni | Sri P.S.R.K. Prasad |
| Category | Director & CEO | Director & Executive Vice President (Corporate Engineering Services) |
| DIN | 00183872 | 07011140 |
| Birth date and Age | June 22, 1977 and 46 years | January 15, 1958 and 65 years |
| Qualifications | BA (Quantitative Economics) & B.A. (History) | B.E. Mechanical Engineering |
| Past experience(s) | Worked with Merrill Lynch financial services, USA Natco Systems LLC, USA | Worked with Ahmedabad Textile Industry's Research Association Mehta Inorganic & Marine Chemical Industries Coromandel Fertilisers Limited Shah Ceramics Limited Stiles India Limited Saudi Ceramic Company, Riyadh |
| Date of first appointment as Director(s) | November 30, 2005 | November 12, 2014 |
| Nature of Appointment | Re-appointment pursuant to Director liable to retire by rotation | Re-appointment pursuant to Director liable to retire by rotation |
| Tenure of Appointment | NA | NA |
| Percentage of shares held | 0.63 | 0.03 |
| No. of board meetings attended out of 6 (Six) meetings held | 6 (Six) | 5 (Five) |
| Remuneration drawn by the Director(s) for Financial Year 2022-23 | 20.92 Million | 19.20 Million |
| Relationship with other directors or KMP of the Company | Son of Sri V.C. Nannapaneni | Nil |
| Directorship in other Companies | Natco Aqua Limited Natsoft Information Systems Private Limited NATCO Foundation | Nil |
| Membership/ Chairmanship of Committees of other Boards | Nil | Nil |

Explanatory statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 5

Ratification of remuneration of Cost Auditors

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. S.S. Zanwar & Associates, (Firm Registration No. 100283) Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by passing the said Ordinary Resolution ratifying the remuneration payable to Cost Auditors to conduct Cost Audit for the financial year ending March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said item of business.

The Board accordingly, recommends the resolution as set out in Item No.4 of the notice for approval of the members.

ITEM NO. 6

Revision in the remuneration of Sri V.C. Nannapaneni (DIN: 00183315) Managing Director

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 77 years (DOB: November 30, 1945) as on November 30, 2022. Services of Sri V.C. Nannapaneni are very much essential for the Company's future prospects and further growth of the Company. He is taking care of new product developments and their launch, overall guidance in clinical trails and R&D. It would be in the interest of the Company to have his vast experience and professional services as 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 August 9, 2023 recommended for enhancing the payment of Managerial Commission from 0.5% to 1% for the FY 2023-24 by revising the terms of his appointment

vide Shareholders' Resolution dated March 25, 2022, subject to the consent of members which is just and reasonable to Sri V.C. Nannapaneni.

Shareholders' approval is sought to the proposed revision in the terms of remuneration of Sri V.C. Nannapaneni, Managing Director by way of ordinary resolution under the provisions of the Companies Act and the SEBI (LODR) Regulations, 2015.

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.

ITEM NO. 7

Revision in the remuneration of Sri Rajeev Nannapaneni (DIN: 00183872) Director and Chief Executive Officer

Sri Rajeev Nannapaneni, Director & Chief Executive Officer is associated with the Company for the past 23 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 keeping in view the expertise of Sri Rajeev Nannapaneni (DIN: 00183872) as Director and Chief Executive Officer at their meetings held on August 9, 2023 approved for enhancing the payment of Managerial Commission from 0.5% to 1% for the FY 2023-24 by revising the terms of his appointment vide Shareholders' Resolution dated March 25, 2022, subject to the consent of members which is just and reasonable to Sri Rajeev Nannapaneni.

Shareholders' approval is sought to the proposed revision in the terms of remuneration of Sri Rajeev Nannapaneni, Director and Chief Executive Officer by way of ordinary resolution under the provisions of the Companies Act and the SEBI (LODR) Regulations, 2015.

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.

By Order of the Board
For **NATCO Pharma Limited**

Venkat Ramesh Chekuri
Company Secretary and
Compliance Officer
(ACS: 41964)

Date: August 9, 2023
Place: Hyderabad