



NATCO PHARMA LIMITED

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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 24, 2022 at 9:00 Hours (IST)	March 25, 2022 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. 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 and General Circular No. 20/2021 dated December 8, 2021 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 along with a Postal Ballot Form.

SPECIAL BUSINESS

1. To appoint Sri V.C. Nannapaneni (DIN: 00183315) as 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 Sections 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 Managing Director of the Company whose appointment is recommended by the Nomination and Remuneration Committee of the Company and in respect of



whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, for a period of two (2) years from April 1, 2022 to March 31, 2024 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 0.5% 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 in cash or kind.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration as may be agreed by the Board of Directors and Sri V.C. Nannapaneni.

RESOLVED FURTHER THAT notwithstanding as above, if in the financial year closing on March 31, 2023/March 31, 2024 respectively, the Company has no profits or if its profits are inadequate, the Company shall pay to Sri V.C. Nannapaneni the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

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 Rajeev Nannapaneni (DIN: 00183872) as Director and Chief Executive Officer

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 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 Director and Chief Executive Officer of the Company, whose appointment is recommended by the Nomination and Remuneration Committee of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director for a period of two (2) years from April 1, 2022 to March 31, 2024 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 0.5% 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 in cash or kind.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the remuneration as may be agreed by the Board of Directors and Sri Rajeev Nannapaneni.

RESOLVED FURTHER THAT notwithstanding as above, if in the financial year closing on March 31, 2023/March 31, 2024 respectively, the Company has no profits or if its profits are inadequate, the Company shall pay to Sri Rajeev Nannapaneni the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

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

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 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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, for a period of two (2) years from April 1, 2022 to March 31, 2024 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) 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 in cash or kind.
 - 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 as may be agreed by the Board of Directors and Sri P.S.R.K. Prasad.

RESOLVED FURTHER THAT notwithstanding as above, if in the financial year closing on March 31, 2023/March 31, 2024 respectively, the Company has no profits or if its profits are inadequate, the Company shall pay to Sri P.S.R.K. Prasad the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

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 reappoint Dr. D. Linga Rao (DIN: 07088404) as Director and President (Tech. Affairs)

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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, for a period of two (2) years from April 1, 2022 to March 31, 2024 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) 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 cash or kind.
- 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 as may be agreed by the Board of Directors and Dr. D. Linga Rao.

RESOLVED FURTHER THAT notwithstanding as above, if in the financial year closing on March 31, 2023/March 31, 2024 respectively, the Company has no profits or if its profits are inadequate, the Company shall pay to Dr. D. Linga Rao the remuneration by way of salary, allowances and perks not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

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/-

M. Adinarayana

Company Secretary & Vice President
(Legal & Corporate Affairs)

M. No. FCS 3808

Place: Hyderabad

Date: February 14, 2022

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 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 18, 2022 (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.
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 18, 2022 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 18, 2022. 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 Thursday, February 24, 2022 to 17:00 Hours (IST) on Friday, March 25, 2022 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 Sunday, March 27, 2022 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 Friday, March 25, 2022 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 18, 2022 (“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 Thursday, February 24, 2022 and ends at 5.00 p.m. (IST) on Friday, March 25, 2022. 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

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.	<ol style="list-style-type: none">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 & voting during the meeting.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.jspVisit 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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/myeasi/home/login 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/myeasi/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 & 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 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.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.
4. 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.
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.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.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 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 119084 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.

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 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.co.in



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.
4. Members are requested to note the following contact details for addressing e-voting related grievances:

CS M. Adinarayana
Company Secretary & Vice President (Legal & Corporate Affairs)
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



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 4.

Item No. 1

To appoint Sri V.C. Nannapaneni (DIN: 00183315) as 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 76 years (DOB: November 30, 1945) as on November 30, 2021. 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 trials 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 February 14, 2022 after receiving the consent to act as Managing Director, approved the appointment and remuneration payable to Sri V.C. Nannapaneni (DIN: 00183315) as Managing Director of the Company for a period of two (2) years from April 1, 2022 to March 31, 2024 subject to the consent of members which is just and reasonable to Sri V.C. Nannapaneni.

The Company has received a notice in writing for the candidature of Sri V.C. Nannapaneni as Managing Director on the Board of the Company.

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, 2022”.

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.1 of the Postal Ballot Notice for approval of the members.



Item No. 2

To appoint Sri Rajeev Nannapaneni (DIN: 00183872) as Director and Chief Executive Officer

Sri Rajeev Nannapaneni, Director & Chief Executive Officer is associated with the Company for the past 22 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, 2022, after receiving consent to act as Director & Chief Executive Officer, approved the appointment and remuneration payable to Sri Rajeev Nannapaneni (DIN: 00183872) as Director and Chief Executive Officer of the Company for a period of two (2) years with effect from April 1, 2022 to March 31, 2024 subject to the consent of members which is just and reasonable to Sri Rajeev Nannapaneni.

The Company has received a notice in writing for the candidature of Sri Rajeev Nannapaneni as Director and Chief Executive Officer on the Board of the Company.

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, 2022".

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. 2 of the Postal Ballot Notice for approval of the members.

Item No. 3

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

Sri P.S.R.K. Prasad has over 32 years of experience in various sectors such as textile, chemicals and pharmaceuticals and working with our Company for the past 27 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, 2022, approved the reappointment and remuneration payable to Sri P.S.R.K. Prasad (DIN: 07011140) as Director and Executive Vice President (Corporate Engineering Services) for a period of two (2) years with effect from April 1, 2022 to March 31, 2024 subject to the consent of members which is just and reasonable to Sri P.S.R.K. Prasad.



The Company has received a notice in writing for the candidature of Sri P.S.R.K. Prasad as Director and Executive Vice President (Corporate Engineering Services) on the Board of the Company.

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, 2022”.

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. 3 of the Postal Ballot Notice for approval of the members.

Item No. 4

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

Dr. D. Linga Rao is working as Director and President (Technical Affairs) of the Company. He has over 41 years of experience in the pharmaceutical industry and has been working with our Company for over 28 years. 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, 2022, approved the reappointment and remuneration payable to Dr. D. Linga Rao (DIN: 07088404) as Director & President (Tech. Affairs) for a period of two (2) years with effect from April 1, 2022 to March 31, 2024 subject to the consent of members which is just and reasonable to Dr. D. Linga Rao.

The Company has received a notice in writing for the candidature of Dr. D. Linga Rao (DIN: 07088404) as Director & President (Tech. Affairs) on the Board of the Company.

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, 2022”.

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. 4 of the Postal Ballot Notice for approval of the members.

For NATCO Pharma Limited

Sd/-

M. Adinarayana

Company Secretary &

Vice President (Legal & Corp. Affairs)

FCS No:3808

Place: Hyderabad

Date: February 14, 2022



Details of Directors seeking re-appointment in the Notice of Postal Ballot dated February 14, 2022 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	Sri V.C. Nannapaneni	Sri Rajeev Nannapaneni	Sri P.S.R.K Prasad	Dr. D. Linga Rao
Category	Managing Director	Director and Chief Executive Officer	Director & Executive Vice President (Corporate Engineering Services)	Director & President (Tech. Affairs)
DIN	00183315	00183872	07011140	07088404
Birth date and Age	November 30, 1945, 76 years	June 22, 1977, 44 years	January 15, 1958, 64 years	October 29, 1952, 69 years
Qualifications	MS (Pharmacy) & MS (Pharmaceutical Administration)	BA (Quantitative Economics) & B.A. (History)	B.E. Mechanical Engineering	M.Sc., Ph.D. in Chemistry (JNTU)
Past experience	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 Limited e) Stiles India Limited f) Saudi Ceramic Co., Riyadh	Worked with a) Indian Drugs and Pharmaceuticals Limited, b) Novochem Laboratories Private Limited.
Date of first appointment as Director(s)	September 19, 1981	November 30, 2005	November 12, 2014	February 11, 2015
Nature of Appointment	Appointment	Appointment	Reappointment	Reappointment
Tenure of Appointment	April 1, 2022 to March 31, 2024__	April 1, 2022 to March 31, 2024__	April 1, 2022 to March 31, 2024__	April 1, 2022 to March 31, 2024__
Percentage of shares held	12.39%	0.62%	0.003%	0.003%
No. of board meetings attended out of 5 (Five) meetings held	5 (Five)	5 (Five)	4 (Four)	5 (Five)
Remuneration drawn by the Director(s) for Financial Year 2020-21	Rs.215.12 Million	Rs.197.47 Million	Rs.308.50 Million	Rs.357.72 Million
Relationship with other directors or KMP of the Company	Father of Sri Rajeev Nannapaneni	Son of Sri V.C. Nannapaneni	None	None
Directorship in other Companies	1. Natco Aqua Limited 2. NDL Infratech Private Limited 3. Natco Power Private Limited	1. Natco Aqua Limited 2. NATSOFT Information Systems Private Limited	None	None
Membership/ Chairmanship of Committees of other Boards	NA	NA	NA	NA