



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



INDEPENDENT DIRECTORS LETTER OF APPOINTMENT





Natco Pharma Limited

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To

September 7, 2019

Shri G.S. Murthy
Flat No.304, Sarada Apartments -II,
Naveen Nagar, Road No.1,
Banjara Hills,
Hyderabad - 500 034.

Dear Sir,

I thank you for your confirmation to our Company (the "Company") that you meet the "Independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

Pursuant to the recommendation of Nomination and Remuneration Committee, I have pleasure in informing you that the Board of Directors of the Company, at their meeting held on May 27, 2019 have re-appointed you as an Independent Director of the Company for a further term of 5 (five) years i.e. up to 41st Annual General Meeting to be held in the Calendar year 2024. Your re-appointment as Independent Director has been approved by the members of the Company at the 36th Annual General Meeting held on 5th September, 2019.

1. Term:

Your term of re-appointment is for a period of 5 (five) years i.e., from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Calendar year 2024.

2. You shall discharge your duties as an Independent Director in accordance with the provisions of the Articles of Association of the Company, the Act, Rules made thereunder and Listing Regulations.

3. You are expected to attend regularly the meetings of the Board, Committee of Directors of which you are a member and the General Meetings of the Company.

4. Duties, Responsibilities and Liabilities:

A. You shall abide by the Code for Independent Directors as outlined in Section 149(8) of the Act read with Schedule IV thereto and discharge the duties of Directors as provided in Section 166 of the Act.





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- B. As Director of the Company, you shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- C. In terms of Section 149(12) of the Act, you shall be held liable in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. Insurance:

The Company will take an appropriate Directors and Officers Liability Insurance Policy (D & O Policy) and pay the premiums for the same. Such insurance will cover for the term of your appointment, subject to the terms of such policy in force from time to time.

6. Code of Conduct/Business Ethics:

You shall abide ^{by} the Code of Conduct for Board Members, Officers and Employees of the Company as may be approved by the Board from time to time.

- 7. You shall not divulge any confidential information which may come to your knowledge in the performance of your duties as a Director except so far as:
 - a. may be necessary in connection with the proper performance of your duties to the Company;
 - b. you may be required by law to disclose.
- 8. You shall not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

9. Remuneration:

As an Independent Director, you shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee(s), of which you are a member.





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The present sitting fee including reimbursement of expenses payable to you is as under:

- Meeting of the Board - Rs.50,000 (Rupees Fifty Thousand only) per meeting
- Meeting of the Committee of Directors – Rs.20,000 (Rupees Twenty Thousand only) per meeting

10. The office you hold as a Director becomes vacant in the following circumstances:

- a) If you incur any of the disqualifications specified in Section 164 of the Act;
- b) If you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) If you act in contravention of the provisions of Section 184 of Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
- d) If you fail to disclose interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of Section 184 of the Act;
- e) If you become disqualified by an order of a court or the Tribunal;
- f) If you are convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and
- g) If you are removed in pursuance of the provisions of Act.

With regards,

Thanking you,
Yours faithfully,

For NATCO Pharma Limited

V. C. Nannapaneni
Chairman and Managing Director

[G.S. Murthy]

Dated: 9.9.2019



Natco Pharma Limited

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To

September 7, 2019

Sri T.V. Rao,
Flat No.402, Block A
Mahaveer Sanctum Apts.,
7th Cross, L.B.Sastry Nagar Vibhutipura,
Old Airport Road, HAL Post Office,
Bangalore 560 017,
Karnataka, India.

Dear Sir,

I thank you for your confirmation to our Company (the "Company") that you meet the "Independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

Pursuant to the recommendation of Nomination and Remuneration Committee, I have pleasure in informing you that the Board of Directors of the Company, at their meeting held on May 27, 2019 have re-appointed you as an Independent Director of the Company for a further term of 5 (five) years i.e. up to 41st Annual General Meeting to be held in the Calendar year 2024. Your re-appointment as Independent Director has been approved by the members of the Company at the 36th Annual General Meeting held on 5th September, 2019.

1. Term:

Your term of re-appointment is for a period of 5 (five) years i.e., from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Calendar year 2024.

2. You shall discharge your duties as an Independent Director in accordance with the provisions of the Articles of Association of the Company, the Act, Rules made thereunder and Listing Regulations.

3. You are expected to attend regularly the meetings of the Board, Committee of Directors of which you are a member and the General Meetings of the Company.

4. Duties, Responsibilities and Liabilities:

A. You shall abide by the Code for Independent Directors as outlined in Section 149(8) of the Act read with Schedule IV thereto and discharge the duties of Directors as provided in Section 166 of the Act.





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B. As Director of the Company, you shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

C. In terms of Section 149(12) of the Act, you shall be held liable in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. Insurance:

The Company will take an appropriate Directors and Officers Liability Insurance Policy (D & O Policy) and pay the premiums for the same. Such insurance will cover for the term of your appointment, subject to the terms of such policy in force from time to time.

6. Code of Conduct/Business Ethics:

You shall abide the Code of Conduct for Board Members, Officers and Employees of the Company as may be approved by the Board from time to time.

7. You shall not divulge any confidential information which may come to your knowledge in the performance of your duties as a Director except so far as:

- a. may be necessary in connection with the proper performance of your duties to the Company;
- b. you may be required by law to disclose.

8. You shall not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

9. Remuneration:

As an Independent Director, you shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee(s), of which you are a member.





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The present sitting fee including reimbursement of expenses payable to you is as under:

- Meeting of the Board - Rs.50,000 (Rupees Fifty Thousand only) per meeting
- Meeting of the Committee of Directors – Rs.20,000 (Rupees Twenty Thousand only) per meeting

10. The office you hold as a Director becomes vacant in the following circumstances:

- a) If you incur any of the disqualifications specified in Section 164 of the Act;
- b) If you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) If you act in contravention of the provisions of Section 184 of Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
- d) If you fail to disclose interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of Section 184 of the Act;
- e) If you become disqualified by an order of a court or the Tribunal;
- f) If you are convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and
- g) If you are removed in pursuance of the provisions of Act.

With best wishes,

Thanking you,
Yours faithfully,

For NATCO Pharma Limited

V. C. Nannapaneni
Chairman and Managing Director

[T.V. Rao]

Dated: 23.07.2019



Natco Pharma Limited

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To

September 7, 2019

Dr. Mrs. Leela Digumarti
Flat No.208, Green City Heights,
Green City, Vadlapudi PO,
Visakhapatnam – 500 046,
Andhra Pradesh, India.

Dear Madam,

I thank you for your confirmation to our Company (the "Company") that you meet the "Independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

Pursuant to the recommendation of Nomination and Remuneration Committee, I have pleasure in informing you that the Board of Directors of the Company, at their meeting held on May 27, 2019 have re-appointed you as an Independent Director of the Company for a further term of 5 (five) years i.e. up to 41st Annual General Meeting to be held in the Calendar year 2024. Your re-appointment as Independent Director has been approved by the members of the Company at the 36th Annual General Meeting held on 5th September, 2019.

1. Term:

Your term of re-appointment is for a period of 5 (five) years i.e., from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Calendar year 2024.

2. You shall discharge your duties as an Independent Director in accordance with the provisions of the Articles of Association of the Company, the Act, Rules made thereunder and Listing Regulations.

3. You are expected to attend regularly the meetings of the Board, Committee of Directors of which you are a member and the General Meetings of the Company.

4. Duties, Responsibilities and Liabilities:

A. You shall abide by the Code for Independent Directors as outlined in Section 149(8) of the Act read with Schedule IV thereto and discharge the duties of Directors as provided in Section 166 of the Act.



D. Leela
22/9/2019



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B. As Director of the Company, you shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

C. In terms of Section 149(12) of the Act, you shall be held liable in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. Insurance:

The Company will take an appropriate Directors and Officers Liability Insurance Policy (D & O Policy) and pay the premiums for the same. Such insurance will cover for the term of your appointment, subject to the terms of such policy in force from time to time.

6. Code of Conduct/Business Ethics:

You shall abide the Code of Conduct for Board Members, Officers and Employees of the Company as may be approved by the Board from time to time.

7. You shall not divulge any confidential information which may come to your knowledge in the performance of your duties as a Director except so far as:

- may be necessary in connection with the proper performance of your duties to the Company;
- you may be required by law to disclose.

8. You shall not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

9. Remuneration:

As an Independent Director, you shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee(s), of which you are a member.



A Ceela
22/9/2019



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The present sitting fee including reimbursement of expenses payable to you is as under:

- Meeting of the Board - Rs. 50,000 (Rupees Fifty Thousand only) per meeting
- Meeting of the Committee of Directors – Rs. 20,000 (Rupees Twenty Thousand only) per meeting

10. The office you hold as a Director becomes vacant in the following circumstances:

- a) If you incur any of the disqualifications specified in Section 164 of the Act;
- b) If you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) If you act in contravention of the provisions of Section 184 of Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
- d) If you fail to disclose interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of Section 184 of the Act;
- e) If you become disqualified by an order of a court or the Tribunal;
- f) If you are convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and
- g) If you are removed in pursuance of the provisions of Act.

With best wishes,

Thanking you,
Yours faithfully,

For NATCO Pharma Limited

V. C. Nannapaneni
Chairman and Managing Director

[Leela Digumarti]

Dated: 22/9/2019



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To

September 7, 2019

Sri D.G. Prasad
A-8, Madhura Nagar
Hyderabad – 500038,
Telangana, India.

Dear Sir,

I thank you for your confirmation to our Company (the “Company”) that you meet the “Independence” criteria as envisaged in Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time.

Pursuant to the recommendation of Nomination and Remuneration Committee, I have pleasure in informing you that the Board of Directors of the Company, at their meeting held on May 27, 2019 have re-appointed you as an Independent Director of the Company for a further term of 5 (five) years i.e. up to 41st Annual General Meeting to be held in the Calendar year 2024. Your re-appointment as Independent Director has been approved by the members of the Company at the 36th Annual General Meeting held on 5th September, 2019.

1. Term:

Your term of re-appointment is for a period of 5 (five) years i.e., from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the Calendar year 2024.

2. You shall discharge your duties as an Independent Director in accordance with the provisions of the Articles of Association of the Company, the Act, Rules made thereunder and Listing Regulations.

3. You are expected to attend regularly the meetings of the Board, Committee of Directors of which you are a member and the General Meetings of the Company.

4. Duties, Responsibilities and Liabilities:

A. You shall abide by the Code for Independent Directors as outlined in Section 149(8) of the Act read with Schedule IV thereto and discharge the duties of Directors as provided in Section 166 of the Act.





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B. As Director of the Company, you shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

C. In terms of Section 149(12) of the Act, you shall be held liable in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. Insurance:

The Company will take an appropriate Directors and Officers Liability Insurance Policy (D & O Policy) and pay the premiums for the same. Such insurance will cover for the term of your appointment, subject to the terms of such policy in force from time to time.

6. Code of Conduct/Business Ethics:

You shall abide the Code of Conduct for Board Members, Officers and Employees of the Company as may be approved by the Board from time to time.

7. You shall not divulge any confidential information which may come to your knowledge in the performance of your duties as a Director except so far as:

- a. may be necessary in connection with the proper performance of your duties to the Company;
- b. you may be required by law to disclose.

8. You shall not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

9. Remuneration:

As an Independent Director, you shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee(s), of which you are a member.





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The present sitting fee including reimbursement of expenses payable to you is as under:

- Meeting of the Board - Rs.50,000 (Rupees Fifty Thousand only) per meeting
- Meeting of the Committee of Directors – Rs.20,000 (Rupees Twenty Thousand only) per meeting

10. The office you hold as a Director becomes vacant in the following circumstances:

- a) If you incur any of the disqualifications specified in Section 164 of the Act;
- b) If you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) If you act in contravention of the provisions of Section 184 of Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
- d) If you fail to disclose interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of Section 184 of the Act;
- e) If you become disqualified by an order of a court or the Tribunal;
- f) If you are convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and
- g) If you are removed in pursuance of the provisions of Act.

With best wishes,

Thanking you,
Yours faithfully,

For NATCO Pharma Limited

V. C. Nannapaneni
Chairman and Managing Director

[D. G. Prasad]

Dated: 9.9.2019



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To

October 16, 2020

Dr. MUR Naidu
13-1-241, Mothinagar,
Balanagar, Hyderabad - 500018.

Dear Sir,

I thank you for your confirmation to our Company (the "Company") that you meet the "Independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

Pursuant to the recommendation of Nomination and Remuneration Committee, we have the pleasure in informing you that the Board of Directors of the Company, at their meeting held on February 12, 2020 have re-appointed you as an Independent Director of the Company for a further term of 5 (five) years i.e. up to 42nd Annual General Meeting to be held in the Calendar year 2025. Your re-appointment as Independent Director has been approved by the members of the Company at their 37th Annual General Meeting held on 15th October, 2020 through Video Conference.

1. Term:

Your term of re-appointment is for a period of 5 (five) years i.e., from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in the Calendar year 2025.

2. You shall discharge your duties as an Independent Director in accordance with the provisions of the Articles of Association of the Company, the Act, Rules made thereunder and Listing Regulations.
3. You are expected to attend regularly the meetings of the Board, Committee of Directors of which you are a member and the General Meetings of the Company.

4. Duties, Responsibilities and Liabilities:

- A. You shall abide by the Code for Independent Directors as outlined in Section 149(8) of the Act read with Schedule IV thereto and discharge the duties of Directors as provided in Section 166 of the Act.
- B. As Director of the Company, you shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the stakeholders, the community and for the protection of environment, health and safety, etc.





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C. In terms of Section 149(12) of the Act, you shall be held liable in respect of such acts of omission or commission by a Company which had occurred with your notice/knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. Insurance:

The Company has taken an appropriate Directors and Officers Liability Insurance Policy (D & O Policy). Such insurance will cover for the term of your appointment, subject to the terms of such policy in force from time to time.

6. Code of Conduct/Business Ethics:

You shall abide the Code of Conduct for Board Members, Officers and Employees of the Company as may be approved by the Board from time to time.

7. You shall not divulge any confidential information which may come to your notice/knowledge in the performance of your duties as a Director except so far as:

- may be necessary in connection with the proper performance of your duties to the Company;
- you may be required by law to disclose.

8. You shall not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

9. Remuneration:

As an Independent Director, you shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee(s), of which you are a member.

The present sitting fee including reimbursement of expenses payable to you is as under:

- Meeting of the Board - Rs.60,000 (Rupees Sixty Thousand only) per meeting
- Meeting of the Committee of Directors - Rs.20,000 (Rupees Twenty Thousand only) per meeting

10. The office you hold as a Director becomes vacant in the following circumstances:

- If you incur any of the disqualifications specified in Section 164 of the Act;
- If you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;





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- c) If you act in contravention of the provisions of Section 184 of Act relating to entering into contracts or arrangements in which you are directly or indirectly interested;
- d) If you fail to disclose interest in any contract or arrangement in which you are directly or indirectly interested in contravention of the provisions of Section 184 of the Act;
- e) If you become disqualified by an order of any court or of the Tribunal;
- f) If you are convicted by a court for any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and
- g) If you are removed in pursuance of the provisions of Act.

With regards,

Thanking you,
Yours faithfully,

For NATCO Pharma Limited

V. C. Nannapaneni
Chairman and Managing Director
DIN: 00183315



Dr. M.U.R. Naidu
DIN: 05111014

Dated: 16-10-2020