



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

1st October, 2016

Corporate Relationship Department
M/s.BSE Limited
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

Sub:- Outcome of 33rd Annual General Meeting & Voting Results

This is with reference to our earlier letter dated 9th August, 2016 regarding 33rd Annual General Meeting of the Company held on Friday 30th September, 2016. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 this is to inform you that the Members of the Company transacted the business as stated in Notice of 33rd Annual General Meeting Notice dated 9th August, 2016.

SI No	Description	Particulars
1	Date of Annual General Meeting	30 th September, 2016
2	Total Number of Shareholders as on Cut off date (i.e.23 rd September, 2016)	43370
3	No of Share holders present in the meeting either in person or through proxy	177
4	Promoters and Promoter Group	14
5	Public	163

The Cut –off date for purpose of determining the shareholders eligible to vote was Friday 23rd September, 2016

The Agenda wise disclosure of voting details is enclosing as **Annexure A**.

The Report of Scrutinizer on remote e-voting and voting at Annual General Meeting is enclosed as **Annexure B**.

Thanking you,

Yours faithfully,
For NATCO Pharma Limited

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

Consolidated Results (Remote e-Voting and Voting at the AGM Venue)

Annexure A

Resolution: (Ordinary / Special)	Ordinary: Adoption of Annual Financial Statements for the Financial Year 2015-16							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled
Promoter and Promoter Group	E Voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		81216925	90.93	81216925	0	100.00	0
	Postal Ballot		273600	0.31	273600	0	100.00	0
	Total	89322320	81490525	91.23	81490525	0	100.00	0
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
	Total	45293352	33944525	74.94	33944525	0	100.00	0
Public - Non Institutions	E Voting		191345	0.48	191344	1	100.00	0.00
	Poll		546215	1.38	546215	0	100.00	0.00
	Postal Ballot						0.00	
	Total	39558573	737560	1.86	737559	1	100.00	0.0
Grand Total	174174245	116172610	66.70	116172609	1	100.00	0.0	

Resolution: (Ordinary / Special)	Ordinary: To Confirm the already paid Interim Dividend on Equity shares for the year 2015-16 as final dividend							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled
Promoter and Promoter Group	E Voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		81216925	90.93	81216925	0	100.00	0
	Postal Ballot		273600	0.31	273600	0	100.00	0
	Total	89322320	81490525	91.23	81490525	0	100.00	0
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
	Total	45293352	33944525	74.94	33944525	0	100.00	0
Public - Non Institutions	E Voting		191345	0.48	190822	523	99.73	0.27
	Poll		546215	1.38	546215	0	100.00	0.00
	Postal Ballot						0.00	
	Total	39558573	737560	1.86	737037	523	99.93	0.07
Grand Total	174174245	116172610	66.70	116172087	523	100.00	0.00	



Resolution: (Ordinary / Special)	Ordinary: Re-appointment of Dr. AKS Bhujanga Rao as A director liable to retire by Rotation								
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	E Voting		81216925	90.93	81216925	0	100.00	100.00	0.00
	Poll		273600	0.31	273600	0	100.00	100.00	0.00
	Postal Ballot		0		0	0			
	Total	89322320	81490525	91.23	81490525	0	100.00	100.00	0.00
Public - Institutions	E Voting		33944525	74.94	30674261	3270264	90.37	90.37	9.63
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0		0	0			
	Total	45293352	33944525	74.94	30674261	3270264	90.37	90.37	9.63
Public - Non Institutions	E Voting		191095	0.48	190842	253	99.87	99.87	0.13
	Poll		502715	1.27	502715	0	100.00	100.00	0.00
	Postal Ballot								
	Total	39558573	693810	1.75	693557	253	99.96	99.96	0.04
	Grand Total	174174245	116128860	66.67	112858343	3270517	97.18	97.18	2.82

Resolution: (Ordinary / Special)	Ordinary: Appointment of Statutory Auditors for the Financial Year 2016-17								
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	E Voting		81216925	90.93	81216925	0	100.00	100.00	0.00
	Poll		273600	0.31	273600	0	100.00	100.00	0.00
	Postal Ballot		0		0	0			
	Total	89322320	81490525	91.23	81490525	0	100.00	100.00	0.00
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0		0	0			
	Total	45293352	33944525	74.94	33944525	0	100.00	100.00	0.00
Public - Non Institutions	E Voting		191345	0.48	190775	570	99.70	99.70	0.30
	Poll		546215	1.38	546215	0	100.00	100.00	0.00
	Postal Ballot								
	Total	39558573	737560	1.86	736990	570	99.92	99.92	0.08
	Grand Total	174174245	116172610	66.70	116172040	570	100.00	100.00	0.00



Resolution: (Ordinary / Special)	Special: Re-Appointment of Sri V C Nannapaneni as Chairman and Managing Director								
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled	
Promoter and Promoter Group	E Voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll		351705	0.39	351705	0	100.00	0.00	
	Postal Ballot		273600	0.31	273600	0	100.00	0.00	
	Total	89322320	625305	0.70	625305	0	100.00	0.00	
Public - Institutions	E Voting		33944525	74.94	28734376	5210149	84.65	15.35	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total	45293352	33944525	74.94	28734376	5210149	84.65	15.35	
Public - Non Institutions	E Voting		191340	0.48	190717	623	99.67	0.33	
	Poll		546215	1.38	546215	0	100.00	0.00	
	Postal Ballot								
	Total	39558573	737555	1.86	736932	623	99.92	0.08	
	Grand Total	174174245	35307385	20.27	30096613	5210772	85.24	14.76	

Resolution: (Ordinary / Special)	Special: Increase of Remuneration to Dr. AKS Bhujanga Rao Predient (R&D and Tech)								
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled	
Promoter and Promoter Group	E Voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll		81216925	90.93	81216925	0	100.00	0.00	
	Postal Ballot		273600	0.31	273600	0	100.00	0.00	
	Total	89322320	81490525	91.23	81490525	0	100.00	0.00	
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total	45293352	33944525	74.94	33944525	0	100.00	0.00	
Public - Non Institutions	E Voting		191330	0.48	190026	1304	99.32	0.68	
	Poll		546215	1.38	546165	50	99.99	0.01	
	Postal Ballot								
	Total	39558573	737545	1.86	736191	1354	99.82	0.18	
	Grand Total	174174245	116172595	66.70	116171241	1354	100.00	0.00	



Resolution: (Ordinary / Special)	Special: Increase of Remuneration to Sri PSRK Prasad, Director and Executive Vice President (Crop Engineering)							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No of Votes in favour	No of Votes against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes in favour on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E Voting	(1)	(2)		(4)	(5)		
	Poll		81216925	90.93	81216925	0	100.00	0.00
	Postal Ballot		273600	0.31	273600	0	100.00	0.00
	Total	89322320	81490525	91.23	81490525	0	100.00	0.00
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0		0			
	Total	45293352	33944525	74.94	33944525	0	100.00	0.00
Public - Non Institutions	E Voting		191340	0.48	189836	1504	99.21	0.79
	Poll		546215	1.38	546165	50	99.99	0.01
	Postal Ballot							
	Total	39558573	737555	1.86	736001	1554	99.79	0.21
	Grand Total	174174245	116172605	66.70	116171051	1554	100.00	0.00

Resolution: (Ordinary / Special)	Special: Increase of Remuneration to Dr. D Linga Rao Director and President (Tech. Affairs)							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares (3)=(2)/(1)*100	No of Votes in favour	No of Votes against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes in favour on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E Voting	(1)	(2)		(4)	(5)		
	Poll		81216925	90.93	81216925	0	100.00	0.00
	Postal Ballot		273600	0.31	273600	0	100.00	0.00
	Total	89322320	81490525	91.23	81490525	0	100.00	0.00
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0		0			
	Total	45293352	33944525	74.94	33944525	0	100.00	0.00
Public - Non Institutions	E Voting		184765	0.47	181456	3309	98.21	1.79
	Poll		546215	1.38	546165	50	99.99	0.01
	Postal Ballot							
	Total	39558573	730980	1.85	727621	3359	99.54	0.46
	Grand Total	174174245	116166030	66.70	116162671	3359	100.00	0.00



Resolution: (Ordinary / Special)	Special:Ratification of Remuneration of Cost Auditors												
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled	% of votes in favour on votes polled				
Promoter and Promoter Group	E Voting	(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$					
	Poll		81216925	90.93	81216925	0	100.00	100.00	0.00				
	Postal Ballot		273600	0.31	273600	0	100.00	100.00	0.00				
	Total	89322320	81490525	91.23	81490525	0	100.00	100.00	0.00				
Public - Institutions	E Voting		33944525	74.94	33944525	0	100.00	100.00	0.00				
	Poll		0	0.00	0	0	0.00	0.00	0.00				
	Postal Ballot		0		0	0	0.00	0.00	0.00				
	Total	45293352	33944525	74.94	33944525	0	100.00	100.00	0.00				
Public - Non Institutions	E Voting		191095	0.48	190519	576	99.70	99.70	0.30				
	Poll		546215	1.38	546165	50	99.99	99.99	0.01				
	Postal Ballot						0.00	0.00	0.00				
	Total	39558573	737310	1.86	736684	626	99.92	99.92	0.08				
	Grand Total	174174245	116172360	66.70	116171734	626	100.00	100.00	0.00				

Special: Approval of NATCO Employee Stock Option Scheme -2016(NATSOE-2016) under SEBI Regulations, 2014

Resolution: (Ordinary / Special)	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes Polled on Outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes in favour on votes polled				
Promoter and Promoter Group	E Voting	(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$				
	Poll		81216925	90.93	81216925	0	100.00	100.00	0.00			
	Postal Ballot		273600	0.31	273600	0	100.00	100.00	0.00			
	Total	89322320	81490525	91.23	81490525	0	100.00	100.00	0.00			
Public - Institutions	E Voting		33944525	74.94	20677251	13267274	60.91	60.91	39.09			
	Poll		0	0.00	0	0	0.00	0.00	0.00			
	Postal Ballot		0		0	0	0.00	0.00	0.00			
	Total	45293352	33944525	74.94	20677251	13267274	60.91	60.91	39.09			
Public - Non Institutions	E Voting		191345	0.48	190842	910	99.74	99.74	0.48			
	Poll		546215	1.38	546215	0	100.00	100.00	0.00			
	Postal Ballot						0.00	0.00	0.00			
	Total	39558573	737560	1.86	736650	910	99.88	99.88	0.12			
	Grand Total	174174245	116172610	66.70	102904426	13268184	88.58	88.58	11.42			



Report of Scrutinizer

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

To,
Sri V C Nannapaneni
Chairman and Managing Director
M/s. Natco Pharma Limited
Natco House, Road # 2
Banjara Hills, Hyderabad - 500 034

33rd Annual General Meeting of the Members of M/s. NATCO Pharma Limited held on Friday, 30th September, 2016 at 10.00 a.m. at Hotel Daspalla, Road No.37, Jubilee Hills, Hyderabad 500 033.

Dear Sir,

I, Vasudeva Rao Devaki, Company Secretary in whole-time practice, Proprietor, D V Rao & Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of the Natco Pharma Limited (the Company) for the purpose of scrutinizing the remote e-voting and voting process for the 33rd Annual General Meeting (AGM) of the Company, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules), on the resolutions contained in the Notice of the 33rd AGM of the members of the Company, held on Friday, 30th September, 2016 at 10.00 AM IST and also for ascertaining the requisite majority for the resolutions proposed therein.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and voting process for the resolutions contained in the Notice of the 33rd AGM of the members of the company. Our responsibility as a Scrutinizer is to ensure that remote e-voting and voting process is carried out in a fair and transparent manner and to make a consolidated scrutinizer's report on remote e-voting and voting at the AGM venue. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means (both for remote e-voting and voting at the AGM venue).

In accordance with the Notice of the 33rd AGM sent to the members and the 'Advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the remote e-voting period was open from 9.00 AM IST on Tuesday, 27th September 2016 and was closed at 5.00 PM IST on Thursday, 29th September, 2016.



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D V RAO & ASSOCIATES COMPANY SECRETARIES

Plot No.54, Sri Sai Residency, Mega Hills, Madhapur, Hyderabad, Telangana - 500 081
Tel : +91 40 6574 8999 | 3292 3999 | E-mail : info@dvraoassociates.com
URL : www.dvraoassociates.com

The equity shareholders holding shares as on Friday, 23rd September 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 33rd AGM of the Company.

The voting at the AGM venue was allowed with our assistance by using an electronic voting system on the resolutions on which the voting is to be held. The said voting system was provided to all the members who were present at the AGM venue but have not cast their votes by availing the remote e-voting facility. As per the information provided by NSDL, the name of the shareholders who had voted through remote e-voting facility had been blocked.

After the conclusion of the voting at the AGM venue, the votes cast thereat were counted. Thereafter, the votes on remote e-voting were unblocked on Friday 30th September 2016 at 11.00 a.m. in the presence of two witnesses who were not employees of the Company and the e-voting results / list of equity shareholders who have voted for and against were downloaded from the e-voting website of NSDL.

The combined results of the remote e-voting and voting at the AGM venue are given as Annexure to this report. Based on combined results, I report that all the resolutions as per the Notice of the 33rd AGM of the Company stands passed with requisite majority.

The electronic data and all other relevant records relating to the remote e-voting and voting at the AGM venue are under my safe custody until the Chairman approves and sign the Minutes of the 33rd AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,
Yours' Truly
For D V Rao & Associates
Company Secretaries


CS Vasudeva Rao Devaki
Practicing Company Secretary
Scrutinizer
Membership # F8888
COP # 12123



Place: Hyderabad
Date: 30/09/2016

Natco Pharma Limited - 33rd AGM Consolidated Results (remote voting and voting at AGM venue)

(forming part of Scrutinizers report)

ITEM NO. 1

Ordinary Resolution to consider adoption of Financial Statements

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
383	116172609	100.00	1	1	0.00	0	0	384	116172610

ITEM NO. 2

Ordinary Resolution to confirm the already paid Interim Dividend on equity shares for the year 2015-2016 as final dividend

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
377	116172087	100.00	7	523	0.00	0	0	384	116172610

ITEM NO. 3

Ordinary Resolution to consider Re-appointment of Dr. AKS Bhujanga Rao as a Director liable to retire by rotation.

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
360	112858343	97.18	22	3270517	2.82	0	0	382	116128860



[Handwritten Signature]

ITEM NO. 4

Ordinary Resolution to consider appointment of Auditors for the Financial Year 2016-17

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
379	116172040	100.00	5	570	0.00	0	0	384	116172610

ITEM NO. 5

Special Resolution for Reappointment of Sri V. C. Nannapaneni as Chairman and Managing Director of the Company

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
348	30096613	85.24	25	5210772	14.76	0	0	373	35307385

ITEM NO. 6

Special Resolution to Increase of Remuneration to Dr. A. K. S. Bhujanga Rao, President (R&D and Tech.)

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
366	116171241	100.00	16	1354	0.00	0	0	382	116172595

ITEM NO. 7

Special Resolution to Increase of Remuneration to Sri P S R K Prasad Director and Executive Vice President (Corporate Engineering Services)

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
366	116171051	100.00	17	1554	0.00	0	0	383	116172605



ITEM NO. 8

Special Resolution to increase of Remuneration to Dr. D. Linga Rao as a Director and designating him as President (Technical Affairs)

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
362	116162671	100.00	19	3359	0.00	0	0	381	116166030

ITEM NO. 9

Special Reulation Ratification of Remunertion of Cost Auditors

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
376	116171734	100.00	7	626	0.00	0	0	383	116172360

ITEM NO. 10

Special Resolution Approval of NATCO Employee Stock Option Scheme (NATSOP-2016) under SEBI (Share Based Employee Benefits)Regulation, 2014

Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes		Summary	
No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	% of valid votes cast	No. of shareholders	No. of shares	No. of Shareholders	No. of shares
303	102904426	88.58	81	13268184	11.42	0	0	384	116172610

Date : 30/09/2016
Place : Hyderabad



Vasudeva Rao Devaki
Company Secretary in Practice.
CP No.12123
Membership No.F8888