



GLAND PHARMA LIMITED

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the Members of Gland Pharma Limited will be held on Thursday, August 31, 2023 at 11.00 A.M (IST) through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023; the Statement of Profit and Loss, Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto, together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023; the Statement of Profit and Loss, the Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto and the reports of the Board of Directors and Auditors thereon as circulated to the Members with the Notice of the Annual General Meeting and submitted to this Meeting be and are hereby, considered and adopted."

2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Consolidated Balance Sheet as at 31st March, 2023; the Consolidated Statement of Profit and Loss, Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto, together with the Report of the Auditors thereon.

"RESOLVED THAT the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Consolidated Balance sheet as at 31st March, 2023; the Consolidated Statement of Profit and Loss, the Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto and the report of Auditors thereon as circulated to the Members with the Notice of the Annual General Meeting and submitted to this Meeting be and are hereby considered and adopted."

3. To reappoint Mr. Srinivas Sadu as a Director, liable to retire by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013; Mr. Srinivas Sadu (DIN: 06900659), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

4. To reappoint Dr. Jia Ai Zhang as a Director, liable to retire by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013; Dr. Jia Ai Zhang (DIN: 09170927), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

5. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S) as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit & Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed thereunder including any statutory enactment or modification thereof and pursuant to the recommendation of the Audit Committee, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), the retiring auditors, to hold office from the conclusion of this 45th Annual General Meeting until

the conclusion of 50th Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors of the Company on an annual basis."

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2023

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

D.P. Pally, Dundigal Gandimaisamma Mandal

Medchal-Malkajgiri District

Hyderabad 500 043, Telangana, India

CIN: L24239TG1978PLC002276

Tel: 040-30510999, Fax:040-30510800

Email:gland@glandpharma.com

Website: <https://glandpharma.com/>



Notes:

- 1) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are annexed.
- 2) Pursuant to General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No.10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No.02/2022 dated May 05, 2022 and No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, issued by the Securities and Exchange Board of India (collectively referred to as 'the Circulars'); companies are permitted to hold the AGM through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the 45th AGM of the Company will be convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Regulations read with the aforesaid Circulars. The deemed venue for the 45th AGM shall be the Corporate Office of the Company i.e., Plot No.11& 84, TSIC, Phase-IV, Pashamylaram (V), Patancheru (M), Sangareddy District, Hyderabad 502 307, Telangana.
- 3) In accordance with the applicable Circulars, the Company is providing VC/OAVM to its Members to attend the 45th AGM. The facility for attending the AGM virtually will be made available for 1000 members on a first-come-first-served basis. However, please note that pursuant to the applicable Circulars, large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
- 4) The VC/OAVM facility for members to join the Meeting shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after the conclusion of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this Notice.
- 5) The facility for appointment of proxies by members is not available as the AGM will be held through VC/OAVM and physical attendance of the members is dispensed with pursuant to the aforesaid Circulars. Hence, the route map, proxy form and attendance slip are not annexed to this Notice.
- 6) Institutional/Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the Company at investors@glandpharma.com, a certified copy of the board resolution / Power of Attorney/Authority Letter, etc. authorizing such representative to attend the AGM through VC/OAVM, and cast their votes through e-voting.
- 7) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) The statutory registers including the Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the Company by sending e-mail to investors@glandpharma.com.
- 9) In accordance with the aforesaid Circulars, the Notice of the 45th AGM along with the Annual Report for the financial year ended March 31, 2023 is being sent only through electronic mode to those members who have registered their e-mail addresses with the Company/ Depository Participants. Members may note that the Notice of the 45th AGM and the Annual Report are also available on the Company's website: www.glandpharma.com. The Notice of AGM and Annual Report will also be available on website of LINKINTIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).
- 10) In accordance with the aforesaid Circulars, no physical copy of the Notice of the 45th AGM and the Annual Report for the financial year ended March 31, 2023 is being sent to members who have not registered their e-mail addresses with the company/depository participants. Digital copy of the Annual Report has been sent to those members whose e-mail addresses are registered with the Company/ Depository Participants.
- 11) In accordance with the Circulars, members who have not registered their e-mail address may register their e-mail address with their Depository Participant or send their consent at investors@glandpharma.com or rnt.helpdesk@linkintime.co.in along with their Folio No./DP ID Client ID and valid e-mail address for registration.
- 12) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and the aforesaid Circulars, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this Notice. The

detailed instructions for e-voting and attending the AGM through VC/OAVM are given as a separate attachment to this Notice.

- 13) Members, desiring any information relating to the financials from the Management or the Statutory Auditors, are requested to write to the Company at investors@glandpharma.com at an early date.
- 14) A certificate from the Secretarial Auditors of the Company certifying that the Company's 'Gland Pharma Employees Stock Option Scheme, 2019' is being implemented in accordance with the SEBI Regulations and the resolution passed by the members, is required to be placed at the AGM. Such certificate will be available for inspection by the members in electronic mode before and during the AGM. Members who wish to inspect the certificate are requested to write to the Company by sending an e-mail to investors@glandpharma.com.
- 15) Members are requested to intimate immediately, any change in their address to their Depository Participants with whom they are maintaining their Demat accounts. If the shares are held in physical form, change in address has to be intimated to the Company's Registrar and Transfer Agent (RTA), Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Tel : +91-22-4918 6000, Fax: +91-22-4918 6060, e-mail ID: rnt.helpdesk@linkintime.co.in
- 16) SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form should submit their PAN to the Company or its RTA.
- 17) SEBI vide its Circular dated November 3, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending Form ISR-1 and/ or related documents mentioned therein to the RTA. In terms of the said Circulars, the folios wherein any of the above document(s)/details are not available on or after October 1, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/ details, as above. Further, any payment including dividend, interest or redemption payment in respect of such frozen folios, shall be only through electronic mode with effect from April 1, 2024.

As per the said Circulars, the frozen folios are required to be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December

31, 2025. Further, the physical shareholders are requested to ensure that their PAN is linked to Aadhaar, if not already done, to avoid freezing of folio.

- 18) Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect shall issue the securities only in demat mode while processing investor service requests pertaining to the issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this and as also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to demat mode.
- 19) Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the live proceedings of AGM by logging on the InstaVote system at <https://instameet.linkintime.co.in/>, using their secure login credentials. Members are encouraged to use this facility of the live webcast. The webcast facility will be available from AGM start time i.e., 11:00 A.M. (IST) onwards on 31st August, 2023.
- 20) Since the AGM will be held through VC/ OAVM pursuant to the Circulars, the proxy form, attendance slip and route map are not annexed to this Notice.
- 21) Members are hereby informed that for addressing the unresolved disputes pertaining to or emanating from investor services between listed company / RTAs offering services on behalf of the listed company and its shareholders, SEBI vide circular dated May 30, 2022 read with Circular dated April 8, 2022, introduced Standard Operating Procedure to be followed under the Stock Exchange arbitration process. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES portal.

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad
Date: 01.08.2023

Company Secretary
Membership No. A17901

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151
Near Gandimaisamma 'X' Roads
D.P. Pally, Dundigal Gandimaisamma Mandal
Medchal-Malkajgiri District
Hyderabad 500 043, Telangana, India
CIN: L24239TG1978PLC002276
Tel: 040-30510999, Fax:040-30510800
Email:gland@glandpharma.com
Website: <https://glandpharma.com/>

DETAILS OF THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS) AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)**ITEM NO. 3:**

To reappoint Mr. Srinivas Sadu as a Director, liable to retire by rotation and being eligible, offers himself for reappointment.

Mr. Srinivas Sadu is the MD and CEO of your Company. He holds a Bachelor's degree in Pharmacy from Gulbarga University, a Master's degree in Science from Long Island University, New York and a Master's degree in Business Administration from University of Baltimore. He also holds a Post Graduate certificate in Finance and Management from the London School of Business and Finance.

Mr. Srinivas Sadu has over 24 years of experience in business development, manufacturing operations, supply chain management and strategic planning. After working with Natco Pharma for a brief stint, he has been associated with Gland Pharma Limited for the last 23 years. He joined the Company as General Manager (Exports) in the year 2000 and later took roles of Senior General Manager (Exports), Vice-President (Exports) and Director (Business Development). He was also the Whole-time Director of the Company from June, 2014 to October, 2017. He was the Chief Operating Officer of the Company from April 30, 2011 to April 25, 2019. He was appointed as the MD and CEO with effect from April 25, 2019 for a period of three years. He was reappointed as MD and CEO for a further period of five years with effect from April 25, 2022.

He is presently Managing Director and CEO of Gland Pharma Limited and Chairman of the Corporate Social Responsibility Committee and member of Risk Management Committee, Stakeholders' Relationship Committee and Share Transfer Committee (SRC).

He retires by rotation at the 45th AGM of the Company, and being eligible, offers himself for reappointment. The Company has received an intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014; from Mr. Srinivas Sadu to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 and a declaration that he is not debarred or restrained from acting as a director by any order of SEBI or by any other such authority.

Mr. Srinivas Sadu is neither a director in any of the listed companies nor resigned from any listed company during the past three years. The last drawn remuneration of Mr. Srinivas Sadu is ₹ 67.39 Mn (including Variable Pay) and ₹ 199.68 Mn (Perquisite value on exercise of ESOPS during FY 2022-23 granted to him during FY 2019-20).

Mr. Srinivas Sadu has attended 8 Board meetings held during FY 2022-2023 and all other Committee Meetings in which he is a Chairman and member. Mr. Srinivas Sadu does not hold any equity shares in the Company as on 31st March, 2023.

Mr. Srinivas Sadu is not related to any Director /Key Managerial Personnel of the Company. Except Mr. Srinivas Sadu, none of the other directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice. The Board recommends the resolution set forth in item no. 3 of the Notice for approval of the members.

ITEM NO. 4:

To reappoint Dr. Jia Ai Zhang as a Director, liable to retire by rotation and being eligible offers himself for reappointment.

Dr. Jia Ai Zhang completed his Doctorate (Ph.D) in Pharmaceutics from Oregon State University and had worked on Vaccine Development and Oral Vaccine Delivery System Design & Optimization. He has a Bachelor's degree in Pharmacy from Shanghai Medical University/Fudan University, College of Pharmacy, Shanghai, China.

Dr. Jia Ai Zhang had worked as a Sr. Vice President with Shanghai Fosun Pharma Development Co, Ltd. and Executive President, Global R&D Center. He was also a Director in Guilin Pharma, Yao Pharma, Novelstar Pharmaceuticals Inc., Tridem Pharma Shanghai Limited and few other Companies of Fosun Pharma group.

He was first appointed on the Board of Directors of the Company on 17th May, 2021. He is presently Non- Executive Director of the Company and a Member of the Corporate Social Responsibility Committee (appointed w.e.f. 20th July, 2022) of the Company.

He retires by rotation at the 45th AGM of the Company, and being eligible, offers himself for reappointment. The Company has received an intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014; from Dr. Jia Ai Zhang to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 and a declaration that he is not debarred or restrained from acting as a director by any order of SEBI or by any other such authority.

Dr. Jia Ai Zhang is neither a director in any of the listed companies nor resigned from any listed company during past three years in India. As he is a Non- Executive Director of the Company, he does not draw any remuneration from the Company.

Dr. Jia Ai Zhang has attended 8 Board meetings held during FY 2022-2023 and all other Committee Meetings in which he is a member. Dr. Jia Ai Zhang does not hold any equity shares in the Company as on 31st March, 2023.

Dr. Jia Ai Zhang is not related to any Director /Key Managerial Personnel of the Company. Except Dr. Jia Ai Zhang, none of the other directors or key managerial personnel of the Company

and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice. The Board recommends the resolution set forth in item no. 4 of the Notice for approval of the Members.

ITEM NO. 5:

To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm's Registration No. 008072S) as Statutory Auditors of the Company and fix their remuneration.

At the 40th Annual General Meeting of the Company held on September 17, 2018; the Members approved the appointment of M/s. S.R. Batliboi & Associates L.L.P., Chartered Accountants, (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 45th AGM. The term of M/s. S.R. Batliboi & Associates L.L.P will be expiring at the conclusion of the ensuing 45th Annual General Meeting (AGM) of the Company. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., and on completion of the term of M/s. S.R. Batliboi & Associates L.L.P, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of Deloitte Haskins & Sells, Chartered Accountants, (Firm's Registration No. 008072S), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of 45th Annual General Meeting till the conclusion of 50th Annual General Meeting of the Company, at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors. Deloitte Haskins & Sells, have consented to

their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

Deloitte Haskins & Sells ('DHS') was constituted in 1998 and is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 008072S and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. The registered office of DHS is ASV Ramana Tower, 52, Venkatnarayana Road, T. Nagar, Chennai – 600 017, India.

The Board recommends the resolution set forth in item no. 5 of the Notice for approval of the members.

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2023

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

D.P. Pally, Dundigal Gandimaisamma Mandal

Medchal-Malkajgiri District

Hyderabad 500 043, Telangana, India

CIN: L24239TG1978PLC002276

Tel: 040-30510999, Fax:040-30510800

Email: gland@glandpharma.com

Website: <https://glandpharma.com/>

Annexure-I

Details of the Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as given below:

(A)

| | |
|---|---|
| Name | Mr. Srinivas Sadu |
| DIN | 06900659 |
| Age | 54 Years |
| Qualification | <ul style="list-style-type: none">• Bachelor Degree in Pharmacy (B. Pharmacy) from Gulbarga University• Master's in Industrial Pharmacy from Long Island University (New York)• Master's in Business Administration in Marketing from University of Baltimore (Maryland)• Post Graduate Certificate in Finance and Management from London School of Business (London). |
| Experience (including expertise in specific functional area)/ Brief Resume | As mentioned in the above Explanatory Statement |
| Terms and Conditions of Reappointment | As per the resolution at Item No.3 of the Notice of the 45 th Annual General Meeting. |
| Remuneration last drawn (including sitting fees, if any) | ₹ 67.39 Mn (Fixed Pay and Variable Pay) ₹ 199.68 Mn (Perquisite value on exercise of ESOPS during FY 2022-23 granted to him during FY 2019-20) |
| Remuneration proposed to be paid | Not applicable |
| Date of first appointment on the Board | 17/06/2014 (Whole- time Director from June, 2014 to October, 2017) Appointed as MD & CEO w.e.f 25/04/2019 for a period of three years and reappointed from 25 th April, 2022 till 24 th April, 2027. |
| Shareholding in the Company as on 31st March 2023 | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Director /Key Managerial Personnel |
| Number of meetings of the Board attended during the year (FY 2022-23) | 8 |
| Directorships of other Boards as on 31st March, 2023 | Sadu Advisory Services Private Limited |
| Membership/ Chairmanship of Committees of other Boards as on 31st March, 2023 | Nil |

(B)

| | |
|---|--|
| Name | Dr. Jia Ai Zhang |
| DIN | 09170927 |
| Age | 52 Years |
| Qualification | <ul style="list-style-type: none"> Bachelor's degree in pharmacy from Shanghai Medical University/Fudan University, College of Pharmacy, Shanghai, China. Doctorate (Ph.D) in Pharmaceutics from Oregon State University and had worked on Vaccine Development and Oral Vaccine Delivery System Design & Optimization. |
| Experience (including expertise in specific functional area)/ Brief Resume | As mentioned in the above Explanatory Statement |
| Terms and Conditions of Reappointment | As per the resolution at Item No.4 of the Notice of the 45 th Annual General Meeting. |
| Remuneration last drawn (including sitting fees, if any) | Dr. Jia Ai Zhang is a Non- Executive Director of the Company, he does not draw any remuneration from the Company. |
| Remuneration proposed to be paid | Not applicable |
| Date of first appointment on the Board | He was first appointed on the Board on 17 th May, 2021 |
| Shareholding in the Company as on 31st March 2023 | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Director /Key Managerial Personnel |
| Number of meetings of the Board attended during the year (FY 2022-23) | 8 |
| Directorships of other Boards as on 31st March, 2023 | Nil |
| Membership/ Chairmanship of Committees of other Boards as on 31st March, 2023 | Nil |

INSTRUCTIONS FOR E-VOTING

In compliance with Regulation 44 of the SEBI Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020; Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) thereunder and MCA Circulars issued in this regard, the Company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 45th Annual General Meeting (AGM) to be held on Thursday, the 31st August, 2023 at 11.00 a.m.(IST). The Company has engaged the services of Link Intime India Private Limited (LINKINTIME) for the purpose of providing remote e-voting facility to its members.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in/>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

| EVEN | Commencement of remote e-voting | End of remote e-voting |
|-------------|--|---|
| 230302 | Monday, August 28, 2023 at 9.00 am (IST) | Wednesday, August 30, 2023 at 5.00 pm (IST) |

The remote e-voting module shall be disabled by LINKINTIME for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e., Thursday, August 24, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Please read the instructions printed below before exercising your vote. The details and instructions for e-voting and participation at the AGM through VC / OAVM form an integral part of this notice of the 45th AGM to be held on August 31, 2023.

Login method for Individual shareholders holding securities in demat mode/ physical 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. Open web browser by typing the following URL: https://eservices.nsdl.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 the e-Voting page. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 held 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 name i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider i.e., LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with CDSL | <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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e., LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p> |

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHARE HOLDER'** tab.
 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **'Submit.'**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e., Favour / Against, click on **'Submit.'** A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes,' else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e., Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event."

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "**Login**".
 - Select the "**Company**" and '**Event Date**' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote."
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e., "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on "Save". A

confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.

Shareholders/ Members are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Process for those members whose e-mail IDs are not registered with the Depositories/Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., name of member, 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 e-mail to investors@glandpharma.com or rnt.helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DP ID & Client ID 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@glandpharma.com. If you are an individual member holding securities in demat mode, you are requested to refer to login method for e-voting and joining virtual meeting for individual members holding securities in demat mode as detailed above.
- c) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual

members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

General instructions

- a) The remote e-voting period commences on Monday, August 28, 2023, (9.00 am IST) and ends on Wednesday, August 30, 2023, (5.00 pm IST). During this period, members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, August 24, 2023, may cast their votes electronically. The remote e-voting module shall be disabled by LINKINTIME for voting hereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- b) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e., Thursday, August 24, 2023 may refer to the remote e-voting instruction to the cast the vote.
- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) The facility for voting through electronic voting system shall be made available during the AGM and only those members, who are present in the AGM through VC/OAVM facility and have not cast 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.
- e) The voting rights of members shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of Thursday, August 24, 2023.
- f) The Board of Directors of the Company has appointed Mr. G.V.S. Ravi Kumar, Company Secretary in Practice, RVR & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting through electronic means during AGM and remote e-voting process in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in



the employment of the Company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, not later than two working days after the conclusion of the AGM. This report shall be made to the Chairman, or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.

- i) The voting results declared along with the scrutinizer's report shall be placed on the Company's website www.glandpharma.com and the website of LINKINTIME immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.
- j) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to mail@csrvrassociates.com with a copy marked to enotices@linkintime.co.in
- k) 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://instavote.linkintime.co.in> to reset the password.

- l) In case of any queries, you may refer to HELP section on <https://instavote.linkintime.co.in> or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2023

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

D.P. Pally, Dundigal Gandimaisamma Mandal

Medchal-Malkajgiri District

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