



Notice

Notice is hereby given that the 46th Annual General Meeting of the Members of Gland Pharma Limited will be held on Friday, August 30, 2024 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, 2024 including the Audited Balance Sheet as at 31st March, 2024; 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, 2024 including the Audited Balance Sheet as at 31st March, 2024; 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, 2024 including the Audited Consolidated Balance Sheet as at 31st March, 2024; 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, 2024 including the Audited Consolidated Balance sheet as at 31st March, 2024; 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 declare the final dividend on equity shares for the financial year ended 31st March 2024.

"RESOLVED THAT a final dividend of ₹ 20/- (₹ Twenty only) per equity share of face value ₹ 1/-, each fully paid-up of the Company, as recommended by the Board of Directors of the Company for the Financial year ended March 31, 2024 on paid-up capital of ₹ 164,751,723 be and is hereby declared and the same be paid out of the profits of the Company within the stipulated timelines to the eligible shareholders of the Company whose names appear on the Register of Members of the Company as on the Record date i.e., August 16, 2024."

4. 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."

5. To not fill the vacancy caused by retirement of Mr. Yao Fang as a Director, as he did not offer himself for reappointment.

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modifications thereto or reenactment thereof, for the time being in force, not to fill the vacancy caused by the retirement of Mr. Yao Fang (DIN: 09524705) as a Director, who retires by rotation and does not seek reappointment in this Annual General Meeting."

Special Business:

6. To approve the continuation of Mr. Qiyu Chen as a Director not liable to retire by rotation and being eligible (subject to receipt of Security clearance from the Ministry of Home Affairs, Government of India), offers himself for continuation.

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of Mr. Qiyu Chen (DIN: 07675421), as a Non-Executive and Non-Independent Director, not liable to retire by rotation, be and is hereby approved."

Note: Item No.6 will be considered and taken up for voting, only if the security clearance is received on or before August 25, 2024.

7. To appoint Mr. Wenjie Zhang (DIN: 10727581) as a Director, liable to retire by rotation.

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160, 178 of the Companies Act, 2013;

Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 17(1C) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Mr. Wenjie Zhang (DIN: 10727581) be and is hereby appointed as a Director (Non-Executive and Non-Independent), liable to retire by rotation."

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad

Date: 06.08.2024

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/>

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 or continuation 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; No.10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 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; SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 46th 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 46th AGM shall be the Corporate Office of the Company i.e., Plot No.11& 84, TSIIIC, 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 46th 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 46th AGM along with the Annual Report for the financial year ended March 31, 2024 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 46th 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 46th AGM and the Annual Report for the financial year ended March 31, 2024 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 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 InstaMeet 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 30th August, 2024.
- 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: 06.08.2024

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) AND EXPLANATORY STATEMENT TO BE ANNEXED UNDER SECTION 102 OF THE COMPANIES ACT FOR SPECIAL BUSINESS (ITEM NO.6 AND 7)

ITEM NO. 4:

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 Executive Chairman 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 25 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 24 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 was appointed as the Executive Chairman and CEO with effect from June 10, 2024.

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

He retires by rotation at the 46th 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 SEBI order 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 ₹ 70.15 Mn (including Variable Pay).

Mr. Srinivas Sadu has attended all the Board meetings and all Meetings of the Corporate Social Responsibility Committee and Stakeholders' Relationship Committee and Share Transfer Committee held during FY 2023-2024. He attended one Risk Management Committee Meeting (two meetings

were held in FY 2023-24). Mr. Srinivas Sadu does not hold any equity shares in the Company as on 31st March, 2024.

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 in 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 not fill the vacancy caused by retirement of Mr. Yao Fang as a Director, as he did not offer himself for reappointment.

Mr. Yao Fang is a Non-Executive and Non-Independent Director on the Board of the Company. He is liable to retire by rotation in the 46th Annual General Meeting of the Company. Mr. Yao Fang did not offer himself for reappointment and accordingly he would retire and not be reappointed at the 46th Annual General Meeting of the Company. The vacancy caused by the retirement of Mr. Yao Fang would not be filled at this Annual General Meeting.

ITEM NO. 6:

To approve the continuation of Mr. Qiyu Chen as a Director not liable to retire by rotation, being eligible (subject to receipt of Security clearance from the Ministry of Home Affairs, Government of India), offers himself for continuation.

Mr. Qiyu Chen holds a Bachelor's degree in Genetics from Fudan University and Master's degree in Business Administration from China Europe International Business School.

Mr. Qiyu Chen has over 30 years of experience in Management. He is the global partner of the Fosun group. He is also a Non-Executive director on the board of Shanghai Fosun Pharmaceutical (Group) Co., Ltd., Chairman of Shanghai Fosun High Technology (Group) Co., Ltd, and an Executive Director on the board of Fosun International Limited, a company listed on the Stock Exchange of Hong Kong Limited. Mr. Qiyu Chen is also the Chairman of Fosun United Health Insurance Company Limited, Shanghai Henlius Biotech Inc. He is also on the Board of Sinopharm Group Co., Ltd., a company listed on the Stock Exchange of Hong Kong Limited. He joined the Fosun group in April 1994 and was appointed as an Executive Director of the Fosun group in May 2005.

Mr. Qiyu Chen was first appointed to the Board of Directors of the Company on 03rd October, 2017 as a Director not liable to retire by rotation, pursuant to the provisions of

Section 152(6) of the Companies Act, 2013. He is presently serving as a Non- Executive Director of the Company.

Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the continuation of a director serving on the Board of Directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. Provided that the continuation of the director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024

As Mr. Qiyu Chen was appointed on 3rd October, 2017 as a Director not liable to retire by rotation, he did not offer himself for reappointment till date in any Annual General Meeting, since 2017. As per the above-mentioned Regulation, the approval of the shareholders in the 46th Annual General Meeting to be held on 30th August, 2024, is required for continuation of his Directorship.

Pursuant to Notification No. G.S.R. 410 (E) dated 1st June, 2022 (Notification) issued by the Ministry of Corporate Affairs, amending the Companies (Appointment and Qualification of Directors) Rules, 2022; Mr. Qiyu Chen, being a Chinese National (a national of a country which shares land border with India) has to obtain Security clearance from the Ministry of Home Affairs (MHA), Government of India for continuation as a Director.

The Company has filed the necessary application for Mr. Qiyu Chen and is awaiting the Security clearance. His eligibility for continuation as a Director is subject to the receipt of Security clearance.

Mr. Qiyu Chen, as mentioned above, being eligible subject to receipt of Security clearance, offers himself for continuation as a Director not liable to retire by rotation. If he obtains the Security clearance before the commencement of voting on the resolutions i.e., on or before 25th August, 2024; the corresponding resolution will be put for voting. Else, he will retire as a Director and the resolution will not be put for voting as he is not eligible for continuation in pursuance of the above mentioned Notification. In that case, Mr. Qiyu Chen's appointment as a Director may be placed before the shareholders for their approval, subject to recommendation by the Board, once he receives the Security clearance from MHA.

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. Qiyu Chen to the effect that he is not disqualified, pending the Security clearance from MHA, 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 SEBI order or by any other such authority.

Mr. Qiyu Chen has attended two out of five Board meetings held during F.Y. 2023-24. He is not a member on any

committee of the Board of Directors. Mr. Qiyu Chen does not hold any shares of the Company as on 31st March, 2024.

Mr. Qiyu Chen 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.

Mr. Qiyu Chen is not related to any Director /Key Managerial Personnel of the Company. Except Mr. Qiyu Chen, 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 in item no. 6 of the Notice. The Board of Directors recommends the resolution set forth in item no. 6 of the Notice for approval of the members.

ITEM NO. 7:

To appoint Mr. Wenjie Zhang (DIN: 10727581) as a Director, liable to retire by rotation.

Mr. Wenjie Zhang is the Executive President and Co-CEO of Innovative Medicines division of Fosun Pharma. He is also the Chairman and Executive Director of Shanghai Henlius Biotech Co. Ltd and Chairman of Fosun Kite Biotechnology Co. Ltd.

Mr. Wenjie Zhang joined Fosun Pharma Group and served as Senior Vice President, Chief Commercial Operations Officer, Chief Strategic Officer, President, CEO, and Chairman of Shanghai Henlius Biotech Co., Ltd. since March, 2019.

Before joining Henlius in March, 2019; Mr. Zhang served as General Manager of Amgen China where he was leading the company's overall efforts in expanding the business into the Chinese market. During his tenure as General Manager, Amgen China has effectively built up its commercial infrastructure, organization, and competency. He successfully launched Repatha® (evolocumab), Amgen's first product in China. Prior to that, Mr. Zhang was the Executive Director, Marketing for Amgen Japan and Asia Pacific region, responsible for marketing and business development in China, Japan, Australia and other Asia Pacific countries and regions.

Prior to Amgen, Mr. Zhang worked as Vice President, Oncology for Roche China from 2010 to 2014, where he significantly grew the Roche oncology portfolio including Avastin® (bevacizumab), Tarceva® (erlotinib) and MabThera® (rituximab) in the China market. He also led Roche China oncology franchise in pipeline planning, franchise strategy, and franchise marketing.

During his stint with Bayer Group, for more than ten years prior to his association with Roche, Mr. Wenjie Zhang served as the Head of Business Development at Bayer Schering Pharma, Asia Pacific Headquarters; Product Manager of US Marketing, Business Development Manager and Deputy Director of Global Marketing at Bayer Pharmaceuticals USA. In this role, he led the fastest-growing business unit within Bayer China. He also had dual responsibility as Head of the same business unit for the Asia Pacific region. He succeeded

in launching multiple products in China including Nexavar®, Kogenate® and Betaferon®.

Mr. Zhang holds an MBA degree from Yale University School of Management and a B.S. degree in Microbiology from Shandong University.

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. Wenjie 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 SEBI order or by any other such authority.

Mr. Wenjie Zhang is neither a director in any of the listed companies nor resigned from any listed company during the past three years in India.

Mr. Wenjie Zhang does not hold any equity shares in the Company as on 31st March, 2024.

Mr. Wenjie Zhang is not related to any Director /Key Managerial Personnel of the Company. Except Mr. Wenjie 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 in item no. 7 of the Notice. The Nomination and Remuneration Committee and the Board of Directors of the Company recommends the resolution set forth in item no. 7 of the Notice for approval of the members.

By Order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad
Date: 06.08.2024

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/>

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	55 Years
Qualification	<ul style="list-style-type: none"> Bachelor's 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.4 of the Notice of the 46 th Annual General Meeting.
Remuneration last drawn (including sitting fees, if any)	₹ 70.15 Mn (Fixed Pay and Variable Pay)
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 th April, 2019 for a period of three years and reappointed for a period of five years from 25 th April, 2022 till 24 th April, 2027. Appointed (redesignated) as Executive Chairman & CEO with effect from 10 th June, 2024
Shareholding in the Company as on 31st March 2024 (including shareholding as a beneficial owner)	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 2023-24)	5
Directorships of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	Sadu Advisory Services Private Limited
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	Nil

(B)

Name	Mr. Qiyu Chen
DIN	07675421
Age	52 Years
Qualification	<ul style="list-style-type: none"> Bachelor's degree in Genetics from Fudan University, Shanghai, China. Master's degree in Business Administration from China Europe International Business School.
Experience (including expertise in specific functional area)/ Brief Resume	As mentioned in the above Explanatory Statement
Terms and Conditions of continuation	As per the resolution at Item No.6 of the Notice of the 46 th Annual General Meeting.
Remuneration last drawn (including sitting fees, if any)	Mr. Qiyu Chen 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 3 rd October, 2017
Shareholding in the Company as on 31st March 2024 (including shareholding as a beneficial owner)	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 2023-24)	2
Directorships of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	Nil (in India)
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	Nil

(C)

Name	Mr. Wenjie Zhang
DIN	10727581
Age	56 Years
Qualification	<ul style="list-style-type: none"> Bachelor's degree in Microbiology from Shandong University. Master's degree in Business Administration from Yale University School of Management
Experience (including expertise in specific functional area)/ Brief Resume	As mentioned in the above Explanatory Statement
Terms and Conditions of appointment	As per the resolution at Item No.7 of the Notice of the 46 th Annual General Meeting.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Not applicable
Date of first appointment on the Board	Not applicable
Shareholding in the Company as on 31st March 2024 (including shareholding as a beneficial owner)	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 2023-24)	Not applicable
Directorships of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	Nil (in India)
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024 (including listed entities from which the person has resigned in the past three years)	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 46th Annual General Meeting (AGM) to be held on Friday, the 30th August, 2024 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
240416	Tuesday, August 27, 2024 at 9.00 am (IST)	Thursday, August 29, 2024 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., Friday, August 23, 2024, 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 46th AGM to be held on August 30, 2024.

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.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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

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 ("Corporate Body/ Custodian/Mutual Fund")::

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on “Investor Mapping” tab under the Menu Section
- Map the Investor with the following details:
 - ‘Investor ID’ -
 - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - ‘Investor’s Name’ - Enter full name of the entity.
 - ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- Click on Submit button and investor will be mapped now.
- The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on ‘Votes Entry’ tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- 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).
- 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- You will be able to see the notification for e-voting in inbox.
- Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- Download sample vote file from ‘Download Sample Vote File’ option.
- Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

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

Forgot Password:

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

If an Individual Shareholder 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 shareholder 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.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholder holding securities in demat 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 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder 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.

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.

Instructions for Income Tax compliance with respect to dividend:

- i. The Board of Directors had recommended a Final Dividend of ₹ 20/- (2000%) per equity share of face value of ₹ 1/- each for the Financial Year ended March 31, 2024 subject to approval of the Members at the ensuing AGM. If the final dividend as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within thirty days of receipt of shareholders' approval.
- ii. The record date for the purpose of determining the eligibility of shareholders to receive the Final Dividend, if approved by shareholders in the ensuing AGM is August 16, 2024.
- iii. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Accordingly, effective from 1st April, 2020; dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. The detailed TDS rates and required documents for claiming non-deduction/ lower deduction of TDS are uploaded on the website of the Company at: www.glandpharma.com

- iv. To avail the benefit of non-deduction/lower deduction of TDS, kindly submit the required documents by email on or before August 18, 2024. The forms/documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the URL: <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send to email at gpldivtax@linkintime.co.in
 - 1. On this page the user shall be prompted to select / share the required information therein to register their request. iii. The forms for tax exemption can be download
- v. The forms for tax exemption can be downloaded from Link Intime's website. The URL for the same is: <https://liiplweb.linkintime.co.in/client-downloads.html>
 - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"
- vi. The upload of forms/documents (duly completed and signed) on the above mentioned URL of Link Intime India Private Ltd should be done on or before August 18, 2024 to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
- vii. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after August 18, 2024.
- viii. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any share holder by electronic mode due to nonavailability of the details of their bank account, the Company will dispatch the Dividend Warrants/ Demand Drafts to such shareholders by post.
- ix. All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to: gpldivtax@linkintime.co.in
- 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 Friday, August 23, 2024.
- f) The Board of Directors of the Company has appointed Ms. D. Soumya, 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

General instructions

- a) The remote e-voting period commences on Tuesday, August 27, 2024, (9.00 am IST) and ends on Thursday, August 29, 2024, (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 Friday, August 23, 2024, 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., Friday, August 23, 2024 may refer to the remote e-voting instruction to the cast the vote.

- 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

Place: Hyderabad

Date: 06.08.2024

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/>