



## GLAND PHARMA LIMITED

Corporate Identification Number (CIN) - L24239TG1978PLC002276  
 Registered Office: Sy. No. 143 - 148, 150 and 151, Near Gandhi Maisamma 'X' Roads  
 D.P. Pally, Dundigal, Dundigal - Gandhi Maisamma (M), Medchal-Malkajgiri District  
 Hyderabad 500 043, Telangana, India  
 Tel: +91 84556 99999; E-mail id - investors@glandpharma.com; Website: www.glandpharma.com

# NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of Gland Pharma Limited will be held on **Thursday, 26th August, 2021** at 11.00 A.M (IST) through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

### Ordinary Business(es):

- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 including the Audited Balance sheet as at 31st March, 2021; the Statement of Profit & Loss and the Cash Flow Statement 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, 2021 including the Audited Balance sheet as at 31st March, 2021; the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date along with the Schedules and Notes thereto and the reports of the Board of Directors and Auditor 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."

- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the report of the Auditors thereon

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 including the Audited Balance sheet as at 31st March, 2021; the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date along with the Schedules and Notes thereto and the report of Auditor 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."

- 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."

- To reappoint Mr. Li Dongming 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. Li Dongming (DIN: 08047543), 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."

### Special Business(es)

- To appoint Ms. Naina Lal Kidwai as an independent director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 of the Companies Act, 2013; and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and on the basis of declaration of independence submitted, Ms. Naina Lal Kidwai (DIN 00017806), who was appointed as an Additional Director of the Company be and is hereby appointed as Director and as an Independent Director of the Company for a term of five years with effect from 17th May, 2021 up to 16th May, 2026.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

6. To appoint Dr. Jia Ai Zhang (Dr. Allen Zhang) as a director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 of the Companies Act, 2013; and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jia Ai Zhang (DIN 0009170927), who was appointed as an Additional Director of the Company be and is hereby appointed as Director of the Company, who is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

7. To appoint Mr. Udo Johannes Vetter as an independent director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 of the Companies Act, 2013; and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and on the basis of declaration of independence submitted, Mr. Udo Johannes Vetter (DIN 00707474), be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 21st July, 2021 up to 20th July, 2026.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

8. To consider commission on profits as remuneration to Ms. Naina Lal Kidwai, Independent Director

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

**"RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company; and in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the consent of the Members of the Company be and is hereby accorded for making a payment to Ms. Naina Lal Kidwai, Independent Director of the Company, for a period of 3 years commencing from the Financial year 2021-22, a Commission of 0.25% on Audited Net profits of the Company (computed in the manner

provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 10 Mn per annum.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

9. To consider commission on profits as remuneration to Mr. Essaji Vahanvati, Independent Director

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

**"RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company; and in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the consent of the Members of the Company be and is hereby accorded for making a payment to Mr. Essaji Vahanvati, Independent Director of the Company, for a period of 3 years commencing from the Financial year 2021-22, a Commission of 0.1% on Audited Net profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 2.5 Mn per annum.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

10. To consider commission on profits as remuneration to Mr. Udo Johannes Vetter, Independent Director

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

**"RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company; and in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the consent of the Members of the Company be and is hereby accorded for making a payment to Mr. Udo Johannes Vetter, Independent Director of the Company, for a period of 3 years commencing from the Financial year 2021-22, a Commission of 0.1% on Audited Net profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 2.5 Mn per annum.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally

authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

11. To consider revision in remuneration to Mr. C.S.N. Murthy, Independent Director

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

"**RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company; and in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the consent of the Members of the Company be and is hereby accorded for making a

payment to Mr. C.S.N. Murthy, Independent Director of the Company, for the remaining period of his term as an Independent Director, commencing from the Financial year 2021-22, a Commission of 0.1% on Audited Net profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 2.5 Mn per annum.

**RESOLVED FURTHER THAT** the Managing Director & CEO and the Company Secretary be and are hereby severally authorized to sign and file the required forms / returns with the Ministry of Corporate Affairs and to do all acts, deeds and things necessary in this regard."

By order of the Board of Directors

Place: Hyderabad

**Sampath Kumar Pallerlamudi**

Date: 21.07.2021

Company Secretary

## Notes:

- 1) The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the Notice, Secretarial Standard on General Meetings (SS-2), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) wherever applicable, is annexed hereto. The Board of Directors of the Company at its Meeting held on 21st July, 2021 concluded that the special businesses under item numbers 5 to 11 are considered unavoidable and hence need to be transacted at the 43rd AGM of the company in terms of compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- 2) In view of the continuing COVID-19 pandemic, for maintaining social distancing norms and pursuant to General Circular Nos 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020; April 13, 2020; May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively 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 43rd 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 43rd AGM shall be the registered office of the Company i.e. Sy. No. 143 to 148, 150 & 151, Near Gandimaisamma 'X' Roads, D.P. Pally, Dundigal, Dundigal - Gandimaisamma Mandal, Medchal - Malkajgiri District, Hyderabad, Telangana - 500 043.
- 3) In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be 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 requirement to place the matter relating to the appointment of statutory auditors for ratification by members at every AGM is omitted vide notification dated

- 7 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of five years at the 40th AGM held on 17th September, 2018 is not proposed at this AGM.
- 9) The statutory registers including 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.
  - 10) In accordance with the aforesaid Circulars, the Notice of the 43rd AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to the members who have registered their e-mail addresses with the company/depository participants. Members may note that the Notice of the 43rd 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 NSDL (www.evoting.nsdl.com) and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).
  - 11) In accordance with the aforesaid Circulars, no physical copy of the Notice of the 43rd AGM and the Annual Report for the financial year 2020-21 is being sent to members who have not registered their e-mail addresses with the company/depository participants.
  - 12) 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.
  - 13) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015; 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.
  - 14) 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.
  - 15) A certificate from the 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 e-mail to investors@glandpharma.com.
  - 16) 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 660, e-mail ID: rnt.helpdesk@linkintime.co.in.
  - 17) 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.
  - 18) The register of members and share transfer books of the company will remain closed from Tuesday, August 10, 2021 to Thursday, August 26, 2021 (both days inclusive).
  - 19) Pursuant to Section 72 of the Companies Act, 2013; members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014; are requested to send their requests in form no. SH-14, to the RTA of the Company. These forms will be made available on request.
  - 20) The members may note that, pursuant to SEBI Notification dated 8 June, 2018 and Press Release dated 3 December, 2018; and Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the Company, for their own benefit.
  - 21) 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 NSDL e-voting system at www.evoting.nsdl.com using their secure login credentials. Members are encouraged to use this facility of the live webcast. The webcast facility will be available from 11.00 a.m (IST) onwards on August 26, 2021.

By order of the Board of Directors

Place: Hyderabad  
Date: 21.07.2021

**Sampath Kumar Pallerlamudi**  
Company Secretary

## ANNEXURE TO NOTICE OF AGM

Statement provided under Secretarial Standards 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 holds a Master's degree in Science from Long Island University, New York; Master's Degree in Business Administration from University of Baltimore; Post Graduate Certificate in Finance & Management from London School of Business & Finance.

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

He retires by rotation at the 43rd 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 has attended all Board meetings held during FY 2020-2021 and other Committee Meetings in which he is a member. Mr. Srinivas Sadu holds 96,000 equity shares (granted under ESOPs Scheme) in the Company as on 31st March, 2021.

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 of Directors recommends the resolution set forth in item no. 3 of the Notice for approval of the members.

**ITEM NO. 4:****To reappoint Mr. Li Dongming as a Director, liable to retire by rotation and being eligible offers himself for reappointment.**

Mr. Li Dongming holds a Bachelor's degree in Science from Fudan University. He is Co-President of Shanghai Fosun Pharmaceutical (Group) Co. Ltd.

He is presently Non-Executive Director of Gland Pharma Limited and is the Chairman of Risk Management Committee, member of the Nomination and Remuneration Committee, Stakeholders' Relationship Committee & Share Transfer Committee, Corporate Social Responsibility Committee and ESOP Compensation Committee.

He retires by rotation at the 43rd 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. Li Dongming 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. Li Dongming has attended 90% of Board meetings held during FY 2020-2021 and all other Committee Meetings in which he is a member. Mr. Li Dongming does not hold any equity shares in the Company as on 31st March, 2021.

Except Mr. Li Dongming, 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 Ms. Naina Lal Kidwai as an independent director of the Company**

The Board of Directors of the Company at its meeting held on 17th May, 2021 had appointed Ms. Naina Lal Kidwai as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and as an Independent Director, subject to the approval of the Members. She is proposed to be appointed as Director and Independent Director of the Company for a period of five (5) years with effect from 17th May, 2021.

Ms. Naina Lal Kidwai is presently the Chairman of Advent Private Equity India Advisory Board; a Non- Executive Director on the Boards of LafargeHolcim, Max Financial Services, and Cipla; a Trustee of Asia House in the UK; India Advisory Council, Member of the U.S.-India Business Council (USIBC); and was the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI). She retired in December, 2015 as an Executive Director on the Board of HSBC Asia Pacific and Chairman HSBC India, and in April, 2018 as Non-Executive Director on the global Board of Nestle.

She chairs the Financial Services Working Group of the BRICs Business Council and is a member of the INDO-ASEAN Business Council. She is also a member of the Army Group Insurance Fund's investment advisory Committee, Harvard Business School's South Asia Advisory Board and Standard Chartered Bank's International Advisory Council.

She has been a member of the Government of India's Industry Task Force, the Prime Minister's Trade and Industry Council, the National Manufacturing Council, the National Trade Council, and on the Working Group on Banking, Financial Sector Legislative Reforms Commission and the National Institute of Bank Management.

She brings in rich experience in the areas of banking and finance. A recipient of many awards and honours, she was awarded the Padma Shri by the Government of India for her contribution to Trade and Industry. She has published several articles in mainline dailies and has authored 3 books, "Survive Or Sink - An Action Agenda for Sanitation, Water, Pollution and Green Finance", "Contemporary Banking in India" and "30 Women in Power: Their Voices, Their Stories."

Her interests in water, sanitation and the environment and empowerment of women are reflected in her engagements at Shakti Sustainable Energy Foundation, International Advisory Council of the Inquiry of United Nations Environment Program (UNEP), Commissioner for the Global Commission on Economy & Climate, Advisory Board Wildlife Conservation Trust, The Rockefeller Foundation Economic Council for Planetary Health, Chair of FICCI's Water Mission and founder and Chair of the India Sanitation Coalition.

Ms. Naina Lal Kidwai started her banking career with ANZ Grindlays Bank (Now Standard Chartered Bank) in 1982 and was associated with it till 1994. During her stint with Morgan Stanley India / JM Morgan Stanley from 1994 to 2002, as Vice Chairman and Head Investment Banking, she was responsible for directing the operations of the Investment Bank in India. She was the Morgan Stanley representative on the Board of Directors and part of the 3 member Executive Committee responsible to the Board for the joint venture in India.

Ms. Naina Lal Kidwai holds a Bachelor of Arts Degree in Economics from Lady Shriram College, Delhi University and Master in Business Administration from Harvard Graduate School of Business Administration, Boston, USA.

The Board opines that Ms. Naina Lal Kidwai fulfils the conditions specified in the Act and the rules made thereunder and that she is independent of the management. Her association with the Company as an Independent Director would benefit the Company. The Company has received declaration stating that the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is satisfied. Ms. Naina Lal Kidwai does not hold any equity shares in the Company.

Except Ms. Naina Lal Kidwai, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice. The Board recommends the resolution set forth in item no. 5 of the Notice for approval of the members.

## ITEM NO.6

### **To appoint Dr. Jia Ai Zhang (Dr. Allen Zhang) as a director of the Company**

The Board of Directors of the Company at its meeting held on 17th May, 2021 has appointed Dr. Jia Ai Zhang as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and on recommendation of the Nomination and Remuneration Committee.

Dr. Jia Ai Zhang (Dr. Allen) is a scientist with about 30 years of experience in Pharmaceutical Research & Development with more than 21 Patent applications and invention disclosures, and more than 40 publications and abstracts in peer reviewed journals to his credit. He is also a member of American Association of Pharmaceutical Scientists (AAPS), Controlled Release Society and American Chemical Society (ACS).

Dr. Allen has vast experience in generic development and NCE CMC (Chemistry, Manufacturing and Controls) development; setting up the strategic direction of Organizations in Research & Development, driving effective execution of the strategic goals for IND products, 505(b)(2), first-to-file and/or complex generic drug development; leading all technical development activities for pharmaceutical product development (solid & parenteral), analytical method development & validation, pilot plant operations, process validation, CMC Regulatory, and Clinical bioequivalent (BE) studies.

Dr. Allen is currently working as Sr. Vice President with Shanghai Fosun Pharma Development Co, Ltd. and Executive President, Global R&D Center. He is also a Director in Guilin Pharma, Yao pharma and Novelstar, of Fosun Pharma group.

Dr. Allen was earlier associated with Zhejiang Huahai Pharmaceuticals as Corporate Vice President & Head of Pharmaceutical Research Institute; Frontage Labs as Corporate Vice President, General Manager, CMC Operation, China and as Chief Operating Officer of Yusongyuan Pharmaceuticals.

During 2005-2012, Dr. Allen had been associated with Novartis Pharmaceutical Corp. in various capacities including Global Technical Project Management Leader (all CMC activities), Sr. Fellow, Technical R&D; and Pharm & Anal Development-Project Management Leader.

Prior to that, Dr. Allen was associated with NeoPharm Inc., a drug delivery technology company and now merged with Insys Therapeutics, Inc. as Vice President, Pharmaceutical Development.

During 1997 to 2001, Dr. Allen was with Baxter Healthcare Corporation as Project Leader and Lead / Senior Scientist. Prior to that, he worked for Elan Corporation as Scientist for two years.

Dr. Allen 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 is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and he has given his consent to act as Director. Dr. Jia Ai Zhang does not hold any equity shares in the Company.

The Board recommends the passing of the resolution at Item No. 6 of the Notice as an Ordinary resolution.

None of the directors, key managerial persons or their respective relatives is interested in the resolution.

**ITEM NO.7****To appoint Mr. Udo Johannes Vetter as an independent director of the Company**

The Board of Directors of the Company at its meeting held on 21st July, 2021 had appointed Mr. Udo Johannes Vetter as an Independent Director, subject to the approval of the Members. Currently, Mr. Udo J Vetter is a Non-Executive Director on the Board of Directors. He is proposed to be appointed as an Independent Director of the Company for a term of five years with effect from 21st July, 2021 up to 20th July, 2026.

Mr. Udo Johannes Vetter holds a Bachelor's degree in Science (Pharmacy) from the University of Washington.

Mr. Udo J Vetter is a Member of the Executive Committee and Chairman of the Advisory Board of the Vetter Pharma Group. He is also the Chairman of the ITM Group, Germany, a Member of the Supervisory Board of Gerresheimer AG and a Member of the ISPE Board and member of GPMLF. He is currently the President of European Family Businesses (EFB).

Mr. Udo J Vetter is also the Managing Director and Founder of UV-Cap, a Private Equity Company in the Life Sciences domain.

During 1991-2003, Mr. Udo J Vetter was a Member on the Executive Management Board of Vetter Group of Companies, Germany and was the CEO of Vetter Inject GmbH & Co. KG, the technical arm of Vetter Group.

During the late Eighties, Mr. Udo Vetter was the President of a Start-up Company, Pharma-Turm Inc., Pennsylvania, USA.

Mr. Udo Vetter was the Vice-President of Licensing & Production for generic pharmaceutical manufacturer of Martec Inc., Kansas City, Missouri, USA from 1985-1988. He worked with Schering-Plough Corp., New Jersey, USA. from 1979 to 1985 in various capacities and resigned to that Company as Director of Third Party Manufacturing.

The Board opines that Mr. Udo J Vetter fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management. His association with the Company as an Independent Director would benefit the Company. The Company has received declaration stating that the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is satisfied.

Except Mr. Udo J Vetter, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice. The Board recommends the resolution set forth in item no. 7 of the Notice for approval of the members.

**ITEMS NO. 8, 9 and 10****To consider commission on profits as remuneration to Ms. Naina Lal Kidwai, Mr. Essaji Vahanvati and Mr. Udo Johannes Vetter, Independent Directors**

Pursuant to Section 149(9) and subject to the provisions of Section 197 and 198 of the Companies Act, 2013; the Company

may pay remuneration by way of Profit related commission to its Independent Directors, a specified percentage of net profits of the Company. Further, it states that where the Company has a Managing Director or a Whole-time Director, then a maximum of 1% of the net profits may be paid as remuneration to its Non-Executive Directors and Independent Directors.

Pursuant to Section 197 of the Companies Act, and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the members of the Company is required for making payment to its Independent Directors, as recommended by the Board of the Company.

As recommended by the Nomination and Remuneration Committee, the Board has approved payment of Commission on profits as remuneration to the Independent Directors, in addition to the sitting fees being payable to them for attending the Board Meetings and the Meetings of the Committees of the Board, if any. The Board recommends the passing of the resolution at Item No. 8, 9 and 10 of the Notice as Ordinary resolutions.

None of the directors (other than Ms. Naina Lal Kidwai, Mr. Essaji Vahanavati and Mr. Udo Johannes Vetter), key managerial persons or their respective relatives is interested in the resolution

**ITEM NO.11****To consider revision in remuneration to Mr. C.S.N. Murthy, Independent Director**

Pursuant to the special resolution passed by the Members of the Company on 29th November, 2019; consent was accorded for payment to Mr. C.S.N. Murthy, Independent Director, a commission of 0.1% on Audited Net Profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR equivalent to USD 20,000 per annum. The Nomination and Remuneration Committee has recommended to increase the maximum limit to INR 2.5 Mn per annum in addition to the sitting fees being paid.

Pursuant to Section 197 of the Companies Act, and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the members of the Company is required for revision in remuneration to Mr. C.S.N. Murthy, Independent Director, as recommended by the Board of the Company.

The Board recommends the passing of the resolution at Item No. 11 of the Notice as an Ordinary resolution.

None of the directors (other than Mr. C.S.N. Murthy), key managerial persons or their respective relatives is interested in the resolution.

By order of the Board of Directors

Place: Hyderabad  
Date: 21.07.2021

**Sampath Kumar Pallerlamudi**  
Company Secretar

## 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 43rd Annual General Meeting (AGM) to be held on Thursday, the 26th August, 2021 at 11.00 a.m.(IST). The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

The remote e-voting facility is available at the following link: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). 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
116500	Monday, August 23, 2021 at 10.00 am (IST)	Wednesday, August 25, 2021 at 5.00 pm (IST)

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 AGM to be held on August 26, 2021.

### Procedure to vote electronically using NSDL e-voting system

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system.

Step 2: Cast your vote electronically and join 'General Meeting' on the NSDL e-voting system.

#### Step 1: Access to NSDL e-voting system

##### A) Log-in to NSDL e-voting system

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020 on "e-voting facility provided by listed companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for individual members holding securities in demat mode is given below:

Type of members	Login method
Individual members holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-services is launched, click on the "Beneficial owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Select "<b>Register Online for IDeAS</b>" portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5 above.</li> </ol>



Type of members	Login method
	<p><b>B. E-voting website of NSDL.</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. 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.</li> <li>4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e- voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at the link given here: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access the e-voting page by providing demat account number and PAN no. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where e-voting is in progress.</li> </ol>
Individual members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e- voting facility.</li> <li>2. Once logged in, you will be able to see the e- voting option. Once you click on the e- voting option, you will be redirected to the NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e- voting period or joining virtual meeting and voting during the meeting.</li> </ol>

Important note: Members who are unable to retrieve User ID/Password are advised to use forget User ID and forget Password option available at respective websites.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual members holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542 43

**B) Login method for e-voting and joining virtual meeting for members other than individual members holding securities in demat mode and members holding securities in physical mode.**

**How to login to the NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login to <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For members who hold shares in a demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in physical form.	EVEN number followed by folio no. registered with the company. For example if folio no. is 001*** and EVEN is 123456 then User ID is 123456001***

5. Password details for members other than individual members are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password'. Details of 'initial password' is given in point c. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.
    - (ii) The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (iii) If your e-mail ID is not registered, please follow steps mentioned below in "process for those members whose e-mail IDs are not registered".
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio no., your PAN, your name and your registered address, etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button
9. After you click on the "Login" button, home page of e-voting will open.

**Step 2: How to cast your vote electronically on the NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
2. Select "EVEN" of Gland Pharma Limited to cast your vote during the remote e-voting period/during the general meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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 the login method explained at step 1 (A) i.e. login method for e-voting and joining virtual meeting for individual members holding securities in demat mode.
- c) Alternatively, members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) 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 23, 2021, (10.00 am IST) and ends on Wednesday, August 25, 2021, (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 19, 2021, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL 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 19, 2021 may obtain user ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote. If you forget your password, you can reset the password by using 'forgot User details/Password?' or 'physical user reset password?' option available on www.evoting.nsdl.com or contact NSDL at the following toll free nos.: 1800-1020-990/1800-224-430.
- 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 will be 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 19, 2021.
- f) The Board of Directors of the Company has appointed Mrs. D. Soumya, Practicing Company Secretary and failing her, Mr. G.V.S. Ravi Kumar, Practicing Company Secretary 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 forty eight hours 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](http://www.glandpharma.com) and the website of NSDL 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@csrassociates.com](mailto:mail@csrassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- l) In case of any queries, you may refer to the frequently asked questions (FAQs) and e-voting user manual, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800-1020-990/1800-224-430. You can also refer your queries to NSDL through e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under

"Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this notice to avoid last minute rush.

2. Members are encouraged to join the meeting through laptops instead of mobiles for better experience.
3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.
4. Please note that participants connecting through mobile devices or tablets or laptop, via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, demat account number/folio no., e-mail ID and mobile number at [investors@glandpharma.com](mailto:investors@glandpharma.com) on or before August 20, 2021, (5:00 pm IST).
6. Those members who have registered themselves as speakers in advance will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
8. In case any assistance is needed, members may contact: a. Mr. Amit Vishal, Assistant Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free nos.: 1800-1020-990/1800-224-430
9. Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free nos.: 1800-1020-990/1800-224-430
10. NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at toll free nos.: 1800-1020-990/1800-224-430.