



GLAND PHARMA LIMITED

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the Members of Gland Pharma Limited will be held on **Tuesday, August 30, 2022** 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, 2022 including the Audited Balance sheet as at 31st March, 2022; 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, 2022 including the Audited Balance sheet as at 31st March, 2022; 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 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, 2022 including the Audited Consolidated Balance sheet as at 31st March, 2022; 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 Auditors thereon.

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 including the Audited Consolidated Balance sheet as at 31st March, 2022; 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 and the report of Auditors thereon as circulated to the members with the Notice of the Annual General Meeting and submitted to this Meeting be and are hereby considered and adopted."

3. To reappoint Ms. Xiaohui Guan as a Director, liable to retire by rotation and being eligible (subject to receipt of Security clearance from the Ministry of Home Affairs, Government of India), offers herself for reappointment

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013; Ms. Xiaohui Guan (DIN: 07675466), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

Note: Item No.4 will be considered and taken up for voting, only if Item No. 3 is not considered and not taken up for voting.

4. To not fill the vacancy caused by retirement of Ms. Xiaohui Guan as a Director due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India

"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 for the time being, the vacancy caused by the retirement of Ms. Xiaohui Guan (DIN: 07675466) as a Director, who retires by rotation and does not seek reappointment in this Annual General Meeting due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India."

5. To reappoint Mr. Yifang Wu as a Director, 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 reappointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013; Mr. Yifang Wu (DIN: 07675478), 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."

Note: Item No.6 will be considered and taken up for voting, only if Item No. 5 is not considered and not taken up for voting.

6. To not fill the vacancy caused by retirement of Mr. Yifang Wu as a Director, due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India

"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 for the time being, the vacancy caused by the retirement of Mr. Yifang Wu (DIN: 07675478) as a Director, who retires by rotation and does not seek reappointment in this Annual

General Meeting due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India."

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2022

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 500043, 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 Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are annexed.
- 2) Pursuant to General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; 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 and No.02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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 44th 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 44th 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 44th 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 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 the Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested, as 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 registers and other documents are requested to write to the Company by sending an e-mail to investors@glandpharma.com.
- 10) In accordance with the aforesaid Circulars, the Notice of the 44th AGM along with the Annual Report for the financial year ended March 31, 2022 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 44th 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).
- 11) In accordance with the aforesaid Circulars, no physical copy of the Notice of the 44th AGM and the Annual Report for the financial year ended March 31, 2022 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 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.

- 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 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.
- 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) 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.
- 19) 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 effected 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, as also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to demat mode.
- 20) Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the live proceedings of AGM by logging on the InstaVote system at <https://instameet.linkintime.co.in/>, using their secure login credentials. Members are encouraged to use this facility of the live webcast. The webcast facility will be available from AGM start time i.e., 11.00 A.M. (IST) onwards on 30th August, 2022.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2022

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 500043, Telangana, India

CIN: L24239TG1978PLC002276

Tel: 040-30510999, Fax:040-30510800

Email:gland@glandpharma.com

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

ANNEXURE TO NOTICE OF AGM**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 (SS-2):****ITEM NO. 3:**

To reappoint Ms. Xiaohui Guan as a Director, liable to retire by rotation and being eligible (subject to receipt of Security clearance from the Ministry of Home Affairs, Government of India), offers herself for reappointment.

Ms. Xiaohui Guan holds a Bachelor's degree in Economics from Jiangxi University of Finance and Economics and Master's degree in professional accountancy from the Chinese University of Hong Kong. She is also a member of the ACCA (Association of Chartered Certified Accountants) and a non-practicing member of the Chinese Institute of Certified Public Accountants.

Ms. Xiaohui Guan has over 30 years of experience in Finance, Accounting and taxation. Ms. Xiaohui Guan is currently Executive Director and Vice-Chairman of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange), Non-Executive Director of Shanghai Henlius Biotech, Inc. (a company listed on the Hong Kong Stock Exchange), and Chairman of the supervisory committee of Sinopharm Group Co., Ltd. (a company listed on the Hong Kong Stock Exchange). She was a Non-Executive Director of Sinopharm Group Co., Ltd. From March, 2019 to March, 2021, and worked at Jiangxi Branch of Industrial and Commercial Bank of China from July, 1992 to May, 2000.

She was first appointed on the Board on 03rd October, 2017. She is presently Non- Executive Director of the Company and member of Audit Committee and Corporate Social Responsibility Committee (appointed w.e.f. 10th March, 2022) of the Company.

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; Ms. Xiaohui Guan, 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 and submit the same to the Company along with the consent to act as a Director.

The Company has filed the necessary application for Ms. Xiaohui Guan with the MHA and is awaiting the Security clearance. Her eligibility for reappointment is subject to the receipt of Security clearance.

She retires by rotation at the 44th AGM of the Company, and as mentioned above, being eligible subject to the receipt of Security clearance, offers herself for reappointment. If she obtains the Security clearance before the commencement of voting on the resolutions i.e., on or before 26th August, 2022; the corresponding resolution will be put for voting. Else, she will retire as a Director and the resolution will not be put for voting as she is not eligible for reappointment in pursuance of the above mentioned Notification. In that case, Ms. Xiaohui Guan's appointment as a Director may be placed before the shareholders for their approval, subject to recommendation by the Board, once she 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 Ms. Xiaohui Guan to the effect that she is not disqualified, pending the Security clearance from MHA, in accordance with Section 164(2) of the Companies Act, 2013 and a declaration that she is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

Ms. Xiaohui Guan has attended all the Board meetings and Audit Committee Meetings held during F.Y. 2021-22. Ms. Xiaohui Guan does not hold any shares of the Company as on 31st March, 2022.

Ms. Xiaohui is neither a director in any of the listed companies nor resigned from any listed company during past three years in India. As she is a Non- Executive Director of the Company, she does not draw any remuneration from the Company.

Ms. Xiaohui Guan is not related to any Director /Key Managerial Personnel of the Company. Except Ms. Xiaohui Guan, 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 not fill the vacancy caused by retirement of Ms. Xiaohui Guan as a Director due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India

As mentioned in the above item, the Company has filed the necessary application for Ms. Xiaohui Guan with the MHA and is awaiting the Security clearance. Her eligibility for reappointment is subject to the receipt of Security clearance.

If the Security clearance is not received before the commencement of voting on the resolutions i.e., on or before 26th August, 2022; Ms. Xiaohui Guan will retire as a Director and will not offer herself for reappointment. Accordingly, Item No. 3 mentioned above will not be put for voting.

Pursuant to Section 152(7) of the Companies Act, 2013 and the Rules made thereunder, a resolution shall be passed expressly, that the vacancy caused due to retirement of a Director shall not be filled up in that Meeting. Else, the Meeting shall stand adjourned. Accordingly, Item No. 4 resolving not to fill the vacancy caused due to retirement of Ms. Xiaohui Guan shall be put for voting, in case Item No. 3 is not put for voting.

ITEM NO. 5:

To reappoint Mr. Yifang Wu as a Director, 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 reappointment.

Mr. Yifang Wu holds a Master's of Administration in Communication from Saint Joseph's University (Philadelphia). He was qualified as a Senior Professional Economist by the Jiangsu Provincial Department of Human Resources and Social Security in 2011.

He has over thirty years of experience in the pharmaceutical industry. He commenced his career as an employee of Xuzhou Biochemical Pharmaceutical Factory (now known as Jiangsu Wanbang Biochemical Pharmaceutical Co., Ltd) in June, 1987. He was the Chairman and Chief Executive Officer of Wanbang Biopharma from April, 2011 to July, 2020. He has been associated with Shanghai Fosun Pharmaceutical (Group) Co., Ltd since 2004, and is presently, its Executive Director, Chairman and Chief Executive Officer.

He was first appointed on the Board on 03rd October, 2017. He is presently Non-Executive Director of Gland Pharma Limited and member of the Nomination and Remuneration Committee and ESOP Compensation Committee (appointed w.e.f. 10th March, 2022 on both the committees) of the Company.

Pursuant to Notification No. G.S.R. 410 (E) dated 1st June, 2022 issued by the Ministry of Corporate Affairs, amending the Companies (Appointment and Qualification of Directors) Rules, 2022; Mr. Yifang Wu, 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 and submit the same to the Company along with the consent to act as a Director.

The Company has filed the necessary application for Mr. Yifang Wu with the MHA and is awaiting the Security clearance. His eligibility for reappointment is subject to the receipt of Security clearance.

He retires by rotation at the 44th AGM of the Company, and as mentioned above, being eligible subject to the receipt of Security clearance, offers himself for reappointment. If he obtains the Security clearance before the commencement of voting on the resolutions i.e., on or before 26th August, 2022; 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 reappointment in pursuance of the above mentioned Notification. In that case, Mr. Yifang Wu'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. Yifang Wu 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. Yifang Wu 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. Yifang Wu has attended four (out of five) Board meetings held during F.Y. 2021-2022. He was not a member in any Board Committee till 10th March, 2022 and no meetings of the Nomination and Remuneration Committee and ESOP Compensation Committee were held after 10th March, 2022. Mr. Yifang Wu does not hold any equity shares in the Company as on 31st March, 2022.

Mr. Yifang Wu is not related to any Director /Key Managerial Personnel of the Company. Except Mr. Yifang Wu, 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. 5 of the Notice. The Board of Directors recommends the resolution set forth in item no. 5 of the Notice for approval of the members.

ITEM NO. 6:

To not fill the vacancy caused by retirement of Mr. Yifang Wu as a Director due to non-receipt of Security clearance from the Ministry of Home Affairs, Government of India

As mentioned in the above item, the Company has filed the necessary application for Mr. Yifang Wu with the MHA and is awaiting the Security clearance. His eligibility for reappointment is subject to the receipt of Security clearance.

If the Security clearance is not received before the commencement of voting on the resolutions i.e., on or before 26th August, 2022; Mr. Yifang Wu will retire as a Director and will not offer himself for reappointment. Accordingly, Item No. 5 mentioned above will not be put for voting.

Pursuant to Section 152(7) of the Companies Act, 2013 and the Rules made thereunder, a resolution shall be passed expressly, that the vacancy caused due to retirement of a Director shall not be filled up in that Meeting. Else, the Meeting shall stand adjourned. Accordingly, Item No. 6 resolving not to fill the vacancy caused due to retirement of Mr. Yifang Wu shall be put for voting, in case Item No. 5 is not put for voting.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2022

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

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Medchal-Malkajgiri District

Hyderabad 500043, Telangana, India

CIN: L24239TG1978PLC002276

Tel: 040-30510999, Fax:040-30510800

Email: gland@glandpharma.com

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

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 44th Annual General Meeting (AGM) to be held on Tuesday, the 30th August, 2022 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
220276	Saturday, August 27, 2022 at 9.00 am (IST)	Monday, August 29, 2022 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. Tuesday, August 23, 2022, 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 44th AGM to be held on August 30, 2022.

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	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 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 under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see 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 or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period or joining virtual meeting & voting during the Meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e., LINKINTIME, click on LINKINTIME and you will be redirected to InstaVote website for casting the vote during remote e-voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once 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 company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. 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. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. 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.

Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have 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>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter **User ID**, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholder/ member is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder/ member 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 minimum 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 have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 times till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs)** and **InstaVote e-voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

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>
 - 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. 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 on or before August 23, 2022 (5:00 P.M IST). Shareholders will get confirmation on first come first serve basis depending upon the provision made by the client.
2. Those members who have registered themselves as speakers in advance will only be allowed to express their views/ask questions during the Meeting.
3. The Company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
4. Members will receive "speaking serial number" once they mark attendance for the Meeting.
5. Members are requested to speak only when moderator of the Meeting/ management will announce the name and serial number for speaking.
6. Other members may ask questions to the panelist, via active chat-board during the Meeting.
7. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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 better experience.

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

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

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

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

- a) In case shares are held in physical mode please provide Folio No., name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to investors@glandpharma.com or rnt_helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DP ID & Client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to investors@glandpharma.com. If you are an individual member holding securities in demat mode, you are requested to refer to login method for e-voting and

joining virtual meeting for individual members holding securities in demat mode as detailed above.

- c) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

General instructions

- a) The remote e-voting period commences on Saturday, August 27, 2022 (10.00 am IST) and ends on Monday, August 29, 2022 (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 Tuesday, August 23, 2022 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., Tuesday, August 23, 2022 may refer the remote e-voting instruction to cast the vote.
- c) 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 i.e., Tuesday, August 23, 2022.
- f) The Board of Directors of the Company has appointed Mr. G.V.S. Ravi Kumar, Company Secretary in Practice, RVR & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting through electronic means during AGM and remote e-voting process in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, not later than two working days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- i) The voting results declared along with the scrutinizer's report shall be placed on the Company's website www.glandpharma.com and the website of LINKINTIME immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.
- j) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail to mail@csrvrassociates.com with a copy marked to enotices@linkintime.co.in
- k) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password' option available on <https://instavote.linkintime.co.in> to reset the password.
- l) In case of any queries, you may refer to HELP section on <https://instavote.linkintime.co.in>, or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Company Secretary

Membership No. A17901

Place: Hyderabad

Date: 01.08.2022

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

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Medchal-Malkajgiri District

Hyderabad 500043, Telangana, India

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