



NOTICE

Notice is hereby given that the 47th Annual General Meeting of the Members of Gland Pharma Limited will be held on Thursday, August 28, 2025, 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, 2025 including the Audited Balance Sheet as at 31st March, 2025; 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, 2025 including the Audited Balance Sheet as at 31st March, 2025; the Statement of Profit and Loss, the Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto and the reports of the Board of Directors and Auditors thereon as circulated to the Members with the Notice of the Annual General Meeting and submitted to this Meeting be and are hereby, considered and adopted."

2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 including the Audited Consolidated Balance Sheet as at 31st March, 2025; the Consolidated Statement of Profit and Loss, Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto, together with the Report of the Auditors thereon.

"RESOLVED THAT the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 including the Audited Consolidated Balance sheet as at 31st March, 2025; the Consolidated Statement of Profit and Loss, the Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date along with the Schedules and Notes thereto and the report of Auditors thereon as circulated to the Members with the Notice of the Annual General Meeting and submitted to this Meeting be and are hereby considered and adopted."

3. To declare the final dividend on equity shares for the financial year ended 31st March 2025.

"RESOLVED THAT a final dividend of ₹ 18/- (₹ Eighteen only) per equity share of face value ₹ 1/-, each fully paid-up of the Company, as recommended by the Board of Directors of the Company for the Financial

year ended March 31, 2025 on paid-up capital of ₹ 164,756,423 be and is hereby declared and the same be paid out of the profits of the Company within the stipulated timelines to the eligible shareholders of the Company whose names appear on the Register of Members of the Company as on the Record date i.e., Thursday, August 14, 2025."

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

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

5. To 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."

Special Business:

6. To approve the appointment of Secretarial Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder; Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide The SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and other applicable Regulations, and as recommended by the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. RVR & Associates, Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years from the conclusion of the 47th Annual General Meeting of the Company till the conclusion of the 52nd Annual General Meeting of the Company, on such annual remuneration (in addition to applicable taxes and reimbursement of

out-of-pocket expenses) as may be determined by the Chief Financial Officer in consultation with the Secretarial Auditors, and to avail any other services, certificates, or reports as may be permissible under applicable laws from time to time.”

7. To re-appoint Mr. Essaji Goolam Vahanvati (DIN: 00157299) as an Independent Director of the Company and consider commission on profits as remuneration to him.

To consider and if thought fit, to pass the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 178 read with Schedule IV to the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulations 16(1)(b), 17(1)(a), 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and on the basis of declaration of independence submitted, Mr. Essaji Goolam Vahanvati (DIN 00157299) who has been appointed as an Independent Director of the Company for a period of five years with effect from September 30, 2020 to September 29, 2025 by the Members of the Company, in terms of Section 149 of the Companies Act, 2013; be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years, with effect from September 30, 2025 till September 29, 2030; not liable to retire by rotation.

RESOLVED FURTHER 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, 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, upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company respectively, the consent of the Members be and is hereby accorded to pay to Mr. Essaji Goolam Vahanvati, 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 ₹ 2,500,000 (₹ Two Million and Five Hundred Thousand only) per annum”.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad
Date: 03.07.2025

Company Secretary
Membership No.A17901

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151
Near Gandimaisamma 'X' Roads
D.P. Pally, Dundigal Gandimaisamma Mandal
Medchal-Malkajgiri District
Hyderabad 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 Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment or continuation at this AGM are annexed.
- 2) Pursuant to General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No.10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No.02/2022 dated May 05, 2022; No.10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022; SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023; SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 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 47th 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 47th 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 47th AGM. The facility for attending the AGM virtually will be made available for 1000 members on a first-come-first-served basis. However, please note that pursuant to the applicable Circulars, large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
- 4) The VC/OAVM facility for members to join the Meeting shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after the conclusion of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this Notice.
- 5) The facility for appointment of proxies by members is not available as the AGM will be held through VC/OAVM and physical attendance of the members is dispensed with pursuant to the aforesaid Circulars. Hence, the route map, proxy form and attendance slip are not annexed to this Notice.
- 6) Institutional/Corporate members whose authorized representatives are intending to attend the Meeting are requested to send to the Company at investors@glandpharma.com, a certified copy of the board resolution / Power of Attorney/Authority Letter, etc. authorizing such representative to attend the AGM through VC/OAVM, and cast their votes through e-voting.
- 7) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) The statutory registers including the Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the Company by sending e-mail to investors@glandpharma.com.
- 9) In accordance with the aforesaid Circulars, the Notice of the 47th AGM along with the Annual Report for the financial year ended March 31, 2025, is being sent only through electronic mode to those members who have registered their e-mail addresses with the Company/Depositories/RTA/Depository Participants. Members may note that the Notice of the 47th 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 MUFG INTIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).
- 10) In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, no physical copy of the Notice of the 47th AGM and the Annual Report for the financial year 2024-25 will be sent to members who have not registered their e-mail addresses with the Company/Depositories/RTA/Depository Participants, instead a letter containing a web-link along with QR Code, including the path where complete details of the Annual Report for the Financial Year 2024-25 are available will be sent to those shareholders.
- 11) In accordance with the Circulars, members who have not registered their e-mail address may register their e-mail address with their Depository Participant or send their consent at investors@glandpharma.com or rnt.helpdesk@in.mpms.mufg.com along with their Folio No./DP ID Client ID and valid e-mail address for registration.

- 12) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and the aforesaid Circulars, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting and attending the AGM through VC/OAVM are given as a separate attachment to this Notice.
- 13) Members, desiring any information relating to the financials from the Management or the Statutory Auditors, are requested to write to the Company at investors@glandpharma.com at an early date.
- 14) A certificate from the Secretarial Auditors of the Company certifying that the Company's 'Gland Pharma Employees Stock Option Scheme, 2019' and 'Gland Pharma Employee Stock Option Scheme, 2025' are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations is required to be placed at the AGM. Such Certificate will be available for inspection by the members in electronic mode before and during the AGM. Members who wish to inspect the certificate are requested to write to the Company by sending an e-mail to investors@glandpharma.com.
- 15) Members are requested to intimate immediately, any change in their address to their Depository Participants with whom they are maintaining their Demat accounts. If the shares are held in physical form, change in address has to be intimated to the Company's Registrar and Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Tel : +91- 810 811 6767, e-mail ID: rnt.helpdesk@in.mpms.mufig.com
- 16) SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form should submit their PAN to the Company or its RTA.
- 17) SEBI vide its Circular dated November 3, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending Form ISR-1 and/ or related documents mentioned therein to the RTA. The formats for choice of Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circulars are available on our RTA's website at <https://www.in.mpms.mufig.com> > Resources > Downloads > KYC > Formats for KYC.
- 18) Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect shall issue the securities only in demat mode while processing investor service requests pertaining to the issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to demat mode.
- 19) Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the live proceedings of AGM by logging on the InstaMeet system at <https://instameet.in.mpms.mufig.com/>, 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 Thursday, August 28, 2025.
- 20) Since the AGM will be held through VC/ OAVM pursuant to the Circulars, the proxy form, attendance slip and route map are not annexed to this Notice.
- 21) Members are hereby informed that for addressing the unresolved disputes pertaining to or emanating from investor services between listed company / RTAs offering services on behalf of the listed company and its shareholders, SEBI vide circular dated May 30, 2022 read with Circular dated April 8, 2022, introduced Standard Operating Procedure to be followed under the Stock Exchange arbitration process. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES portal.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad

Company Secretary

Date: 03.07.2025

Membership No.A17901

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151

Near Gandimaisamma 'X' Roads

D.P. Pally, Dundigal Gandimaisamma Mandal

Medchal-Malkajgiri District

Hyderabad 500043, Telangana, India

CIN: L24239TG1978PLC002276

Tel: 040-30510999, Fax:040-30510800

Email:gland@glandpharma.com

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

DETAILS OF THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS) AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND EXPLANATORY STATEMENT TO BE ANNEXED UNDER SECTION 102 OF THE COMPANIES ACT FOR SPECIAL BUSINESS (ITEM NO.6 AND 7)

ITEM NO. 4:

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

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

Dr. Jia Ai Zhang currently serves as President of AlkuraPharm and Senior Consultant to Fosun Pharma. He previously held several senior leadership roles within Fosun Pharma, including Co-President of the Established Medicines and Manufacturing & Suppliers Division, Chief Technology Officer of Global R&D, Senior Vice President of Shanghai Fosun Pharmaceutical Development Co., Ltd., and Executive President of the Global R&D Center.

He also served as a Board Director for several subsidiaries of Fosun Pharma, including Guilin Pharma, Yao Pharma, Erye Pharma, Hongqi Pharma, and Novelstar.

Earlier in his career, Dr. Jia Ai Zhang held leadership positions at Zhejiang Huahai Pharmaceuticals, Frontage Laboratories, Yusongyuan Pharmaceuticals, Novartis Pharmaceuticals Corporation, NeoPharm Inc., and Baxter Healthcare Corporation.

He was first appointed on the Board of Directors of the Company on May 17, 2021. He is presently Non- Executive and Non-Independent Director of the Company and a Member of the Corporate Social Responsibility Committee (appointed w.e.f. July 20, 2022) and Risk Management Committee (appointed w.e.f. November 04, 2024) of the Board of Directors of the Company. He retires by rotation at the 47th AGM of the Company, and being eligible, offers himself for reappointment. The Company has received an intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014; from Dr. Jia Ai Zhang to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 and a declaration that he is not debarred or restrained from acting as a director by any order of SEBI or by any such other Authority. Dr. Jia Ai Zhang is neither a director in any of the listed companies nor resigned from any listed company during past three years in India. As he is a Non- Executive Director of the Company, he does not draw any remuneration from the Company.

Dr. Jia Ai Zhang has attended all the Board meetings held during FY 2024-2025 and all other Committee Meetings in which he is a member. Dr. Jia Ai Zhang does not hold any equity shares in the Company. Dr. Jia Ai Zhang is not related to any Director /Key Managerial Personnel of the Company. Except Dr. Jia Ai Zhang, none of the other directors or key managerial personnel of the Company and their relatives is 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 reappoint Mr. Srinivas Sadu as a Director, liable to retire by rotation and being eligible, offers himself for reappointment.

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

Mr. Srinivas Sadu has over 26 years of experience in Business Development, Manufacturing Operations, Supply Chain Management and Strategic Planning. After working with Natco Pharma for a brief stint, he has been associated with Gland Pharma Limited for the last 25 years. He joined the Company as General Manager (Exports) in the year 2000 and later took roles of Senior General Manager (Exports), Vice-President (Exports) and Director (Business Development). He was also the Whole-time Director of the Company from June, 2014 to October, 2017. He was the Chief Operating Officer of the Company from April 30, 2011 to April 25, 2019. He was appointed as the MD & CEO with effect from April 25, 2019 for a period of three years. He was reappointed as MD & CEO for a further period of five years with effect from April 25, 2022. He was re-designated as Executive Chairman & CEO, effective June 10, 2024 and subsequently as Executive Chairman, effective January 16, 2025.

Mr. Srinivas Sadu is the Chairman of the Corporate Social Responsibility Committee and a Member of the Risk Management Committee, and the Stakeholders' Relationship Committee & Share Transfer Committee.

He retires by rotation at the 47th AGM of the Company, and being eligible, offers himself for reappointment. The Company has received an intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014; from Mr. Srinivas Sadu to the effect that he is not disqualified in accordance

with Section 164(2) of the Companies Act, 2013 and a declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

Mr. Srinivas Sadu is neither a director in any of the listed companies nor resigned from any listed company during the past three years. The last drawn remuneration of Mr. Srinivas Sadu is ₹ 86.39 Mn (includes (i) an amount of ₹ 24.12 Mn (SGD 374,964) as remuneration for the services performed as a Director in Gland Pharma International Pte. Ltd, the Wholly-Owned subsidiary of the Company, (ii) Performance Linked Variable pay of ₹ 13.73 Mn.).

Mr. Srinivas Sadu has attended all the Board Meetings, and all Meetings of the Corporate Social Responsibility Committee, Stakeholders' Relationship Committee & Share Transfer Committee and Risk Management Committee held during FY 2024-2025. Mr. Srinivas Sadu does not hold any equity shares in the Company.

Mr. Srinivas Sadu is not related to any Director /Key Managerial Personnel of the Company. Except Mr. Srinivas Sadu, none of the other directors or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in 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 approve the appointment of Secretarial Auditors of the Company.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, effective from the FY 2025-26, the appointment of Secretarial Auditor is required to be made for a term of five years and shall be approved by the members in the AGM. In compliance with the aforesaid provisions, and upon the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s RVR & Associates, peer reviewed firm of Company Secretaries (Firm Registration No. P2015TL082000 & Peer Review certificate No. 3175/2023) as the Secretarial Auditors for a term of five (5) years commencing from the conclusion of 47th AGM till the conclusion of 52nd AGM.

The secretarial audit fees for FY 2025-26 will be ₹ 5,50,000/- (Rupees Five Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses. The fees for subsequent years of term, will be determined by the Chief Financial Officer in consultation with the Secretarial Auditors. Further, for the financial year ended March 31, 2025; RVR & Associates have been paid ₹ 5 lakhs towards the Secretarial Audit and ₹ 0.5 Lakhs for the Scrutinizer Report.

In addition to the secretarial audit, M/s. RVR & Associates may provide such other services, certificates or reports as may be permissible under applicable laws from time to time.

Credentials of M/s. RVR & Associates:

Mr. R. Venkata Ramana, M. Com., L.L.M(IPR), FCS & Insolvency Resolution Professional is a Company Secretary in practice and Founding partner of M/s. RVR & Associates having experience of more than 20 years in handling Compliance Management, Conducting Secretarial Audit and Due Diligence of listed and unlisted entities, Labour law due diligence, Handling of Mergers & acquisitions and Corporate Restructuring, FEMA Compliance for Foreign Direct Investment and ECB, and Corporate law services.

Ms. D. Soumya, M. Com., FCS is an Associate Partner who has experience in Corporate Due Diligence, Secretarial Audits of Listed and Un-Listed Entities, Handling FEMA related matters, due diligence of various Industry specific laws, Compliance under LODR and other corporate laws.

Mr. Venkatesh Puranik, LLM, ACS is another Associate Partner of the firm having commensurate experience in handling Secretarial Audits of Listed and Un-Listed Entities, due diligence of various Industry specific laws, Mergers and acquisitions and Compliance under LODR and other corporate laws.

The firm has been serving as the Secretarial Auditor and Scrutinizers of the Company since FY 2020-21. RVR & Associates have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.

Basis of recommendation for appointment:

The recommendations of the Audit Committee and Board of Directors are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.

None of the directors and key managerial personnel and/or their relatives is in any way, financially or otherwise, interested or concerned in this resolution. Considering all the aforementioned factors, the Board recommends the resolution as set out in item No. 6 for the approval of the members as an ordinary resolution.

ITEM NO. 7:

To re-appoint Mr. Essaji Goolam Vahanvati (DIN: 00157299) as an Independent Director of the Company and consider commission on profits as remuneration to him.

Mr. Essaji Goolam Vahanvati is an Independent Director of your Company. He holds a Bachelor's degree in Law from Government Law College, Mumbai. He is an independent legal practitioner, practicing in the Supreme Court of India and Delhi High Court.

Mr. Essaji Goolam Vahanvati was appointed as an Independent Director on the Board of Gland Pharma Limited on September 30, 2020 for a term of five years. Accordingly, the tenure of Mr. Essaji Goolam Vahanvati as

an Independent Director will be completing on September 29, 2025.

Further, in the performance evaluation of the Independent Directors of the Company conducted for the financial year ended March 31, 2025 by all the members of the Board; Mr. Essaji Goolam Vahanvati has secured 4.08 rating out of 5 amongst all the designated parameters prescribed for the evaluation of the Independent directors and he has also actively participated in the Board and Committee meetings held during financial year 2024-25 with an attendance percentage of almost 88% and 85% respectively.

Section 149(10) of the Companies Act, 2013, provides that an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall be eligible for re-appointment, for another term of upto five years on passing a special resolution by members of the Company.

Based on the recommendation of Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Mr. Essaji Goolam Vahanvati, as member of the Board and its Committees, and in view of his background, rich experience and vast knowledge that he brings with him; the Board of Directors opine that his reappointment as an Independent Director of the Company would be beneficial to the Company. The Board also believes that he possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of strategy, management and governance.

Accordingly, the Board of Directors has recommended the reappointment of Mr. Essaji Goolam Vahanvati as an Independent Director of the Company, for the second term of five (5) consecutive years with effect from September 30, 2025, to September 29, 2030, not liable to retire by rotation, by passing a special resolution as set out in the Notice of the AGM.

The Company has received, inter alia, (i) declaration in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Essaji Goolam Vahanvati to the effect that he is not disqualified under Section 164 of the Act; (ii) declaration that he meets the criteria of independence as provided in the Act and the SEBI Listing Regulations; (iii) declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any such other Authority; (iv) confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Essaji Goolam Vahanvati as an Independent Director of the Company.

Further, 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 Directors of the Company. Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members; the Board of Directors in its Meeting held on July 03, 2025 has approved payment of Commission of 0.1% on the audited Net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, subject to a maximum of ₹ 2,500,000/- (INR Two Million Five Hundred Thousand only) per annum to Mr. Essaji Goolam Vahanvati, in addition to the sitting fees being payable to him for attending the Board Meetings and the Meetings of the Committees of the Board, if any.

In his current term, Mr. Essaji Vahanvati was paid a remuneration of ₹ 2,500,000/- as Commission on Profits for the FY 2023-24 and FY 2024-25, besides the Sitting fee for attending the Meetings of the Board of Directors and its Committees.

A copy of the draft letter of re-appointment, setting out the terms and conditions of re-appointment of Mr. Essaji Goolam Vahanvati, is available for inspection in electronic mode, without any fee, during business hours on all working days up to Thursday, August 28, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Essaji Goolam Vahanvati, to whom the resolution relates, is concerned, or interested in the Resolutions mentioned at Item No. 7 of the Notice. The Board of Directors recommends to the Members of the Company to pass the resolutions mentioned in Item No. 7 of the Notice as a Special resolution

The details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings and other provisions of applicable laws are provided in **Annexure – I** to the Explanatory Statement.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad
Date: 03.07.2025

Company Secretary
Membership No.A17901

Registered Office Address:

Gland Pharma Limited

Survey No. 143-148, 150 & 151
Near Gandimaisamma 'X' Roads
D.P. Pally, Dundigal Gandimaisamma Mandal
Medchal-Malkajgiri District
Hyderabad 500043, Telangana, India
CIN: L24239TG1978PLC002276
Tel: 040-30510999, Fax:040-30510800
Email: gland@glandpharma.com
Website: <https://glandpharma.com/>

Annexure-I

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

(A)

Name	Dr. Jia Ai (Allen) Zhang
DIN	09170927
Age	54 Years
Qualification	<ul style="list-style-type: none"> Bachelor's degree in Pharmacy from Shanghai Medical University/Fudan University, College of Pharmacy, Shanghai, China. Doctorate (Ph.D) in Pharmaceutics from Oregon State University and had worked on Vaccine Development and Oral Vaccine Delivery System Design & Optimization.
Experience (including expertise in specific functional area)/ Brief Resume	As mentioned in the above Explanatory Statement
Terms and Conditions of continuation	As per the resolution at Item No.4 of the Notice of the 47 th Annual General Meeting
Remuneration last drawn (including sitting fees, if any)	Dr. Jia Ai Zhang is a Non- Executive Director of the Company. He does not draw any remuneration from the Company
Remuneration proposed to be paid	Not applicable
Date of first appointment on the Board	He was first appointed on the Board on May 17, 2021
Shareholding in the Company as on the date of Notice (including shareholding as a beneficial owner)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director /Key Managerial Personnel
Number of meetings of the Board attended during the year (FY 2024-25)	8 (Total 8 Board Meetings were held in FY 2024-25)
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	Member of the following Committees: <ul style="list-style-type: none"> Corporate Social Responsibility Committee Risk Management Committee Dr. Jia Ai Zhang is not acting as Chairman for any of the Committees of the Board of the Directors of the Company
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on date of Notice (including listed entities from which he has resigned in the past three years)	Nil
Chairpersonship/ Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on date of Notice (including listed entities from which the person has resigned in the past three years)	Nil

(B)

Name	Mr. Srinivas Sadu
DIN	06900659
Age	56 Years
Qualification	<ul style="list-style-type: none"> Bachelor's Degree in Pharmacy (B. Pharmacy) from Gulbarga University Master's in Industrial Pharmacy from Long Island University (New York) Master's in Business Administration in Marketing from University of Baltimore (Maryland) Post Graduate Certificate in Finance and Management from London School of Business (London).
Experience (including expertise in specific functional area)/ Brief Resume	As mentioned in the above Explanatory Statement
Terms and Conditions of Reappointment	As per the resolution at Item No.5 of the Notice of the 47 th Annual General Meeting.
Remuneration last drawn (including sitting fees, if any)	₹ 86.39 Mn (includes (i) an amount of Rs. 24.12 Mn (SGD 374,964) as remuneration for the services performed as a Director in Gland Pharma International Pte. Ltd, the Wholly-Owned Subsidiary of the Company and (ii) Performance Linked Variable pay of Rs. 13.73 Mn)
Remuneration proposed to be paid	Not applicable
Date of first appointment on the Board	17/06/2014 (Whole- time Director from June, 2014 to October, 2017) Appointed as MD & CEO w.e.f 25 th April, 2019 for a period of three years and was reappointed for a period of five years from 25 th April, 2022 till 24 th April, 2027. Appointed (redesignated) as Executive Chairman & CEO with effect from 10 th June, 2024 and further redesignated as Executive Chairman with effect from January 16, 2025.
Shareholding in the Company as on the date of Notice (including shareholding as a beneficial owner)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director /Key Managerial Personnel
Number of meetings of the Board attended during the year (FY 2024-25)	8 (Total 8 Board Meetings were held in FY 2024-25)
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	<p>Member of the following Committees:</p> <ul style="list-style-type: none"> Risk Management Committee Stakeholders Relationship Committee & Share Transfer Committee <p>Mr. Srinivas Sadu is the Chairman of the Corporate Social Responsibility Committee of the Board of the Directors of the Company</p>
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on date of Notice (including listed entities from which he has resigned in the past three years)	Nil
Chairpersonship/ Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on date of Notice (including listed entities from which the person has resigned in the past three years)	Nil

(C)

Name	Mr. Essaji Goolam Vahanvati
DIN	00157299
Age	45 Years
Qualification	Bachelor's degree in Law from Government Law College, Mumbai
Experience (including expertise in specific functional area)/ Brief Resume	As mentioned in the above Explanatory Statement
Terms and Conditions of appointment	As per the resolution at Item No.7 of the Notice of the 47 th Annual General Meeting.
Remuneration last drawn (including sitting fees, if any)	₹ 2.5 Mn as Commission on profits and ₹ 1.4 Mn as sitting fee for FY 2024-25.
Remuneration proposed to be paid	As per resolution at Item No.7 of the 47 th AGM Notice read with explanatory statement thereto
Date of first appointment on the Board	September 30, 2020
Shareholding in the Company as on the date of Notice (including shareholding as a beneficial owner)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director /Key Managerial Personnel
Number of meetings of the Board attended during the year (FY 2024-25)	7 (Total 8 Board Meetings were held in FY 2024-25)
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	Member of the following Committees: <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee • ESOP Compensation Committee Mr. Essaji Goolam Vahanvati is not acting as Chairman for any of the Committees of the Board of the Directors of the Company
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on date of Notice (including listed entities from which he has resigned in the past three years)	Public Companies: <ul style="list-style-type: none"> • Suptaswar Investments and Trading Company Limited • Murahar Investments and Trading Company Limited Listed Companies: <ul style="list-style-type: none"> • Elcid Investments Limited • Centrum Capital Limited (Resigned w.e.f. February 26, 2024)
Chairpersonship/ Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on date of Notice (including listed entities from which the person has resigned in the past three years)	Member of the following Committees: <ul style="list-style-type: none"> • Stakeholders Relationship Committee – Elcid Investments Limited • Corporate Social Responsibility Committee - Elcid Investments Limited • Audit Committee – Centrum Capital Limited (Resigned w.e.f. February 26, 2024) Chairman of the following Committees: <ul style="list-style-type: none"> • Audit Committee – Elcid Investments Limited • Nomination and Remuneration Committee – Elcid Investments Limited

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 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023; 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 47th Annual General Meeting (AGM) to be held on Thursday, August 28, 2025 at 11.00 a.m.(IST). The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (MUFG INTIME) 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
250371	Monday, August 25, 2025 at 9.00 am (IST)	Wednesday, August 27, 2025 at 5.00 pm (IST)

The remote e-voting module shall be disabled by MUFG INTIME for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e., **Thursday, August 21, 2025**, 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 47th AGM to be held on August 28, 2025.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name i.e., MUFG INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> or <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., "MUFG INTIME" or "evoting" and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider i.e., MUFG INTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration or www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e., MUFG INTIME and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

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

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

- 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: -
 - User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

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

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

Shareholders who have registered for INSTAVOTE facility:

3. Click on 'Login' under '**SHAREHOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e., Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**,' else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**STEP 1 – Registration**

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

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- b. 'Investor's Name' - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

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

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

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

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

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

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

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

- Click on 'Login' under 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

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

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

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

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com> & click on "Login".

- Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

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

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

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

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

shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e., Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufg.com 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@in.mpms.mufig.com
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DP ID & Client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to investors@glandpharma.com. If you are an individual member holding securities in demat mode, you are requested to refer to login method for e-voting and joining virtual meeting for individual members holding securities in demat mode as detailed above.
- c) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

Instructions for Income Tax compliance with respect to dividend:

- i. The Board of Directors had recommended a Final Dividend of ₹ 18/- (1800%) per equity share of face value of ₹ 1/- each for the Financial Year ended March 31, 2025, subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within thirty days of receipt of shareholders' approval.
- ii. The record date for the purpose of determining the eligibility of shareholders to receive the Final Dividend, if approved by shareholders in the ensuing AGM is August 14, 2025.
- iii. With effect from 1st April, 2024, as per the SEBI Circular dated 10th June, 2024 read with SEBI Master Circular dated 7th May, 2024, shareholders holding shares in physical form and who have not completed any of their KYC, will be eligible to receive dividend, only upon completion of KYC. Members are therefore advised to update their KYC details on priority, if not done already by following the procedure as mentioned below:
 - Shareholders who are holding shares in physical mode and have not registered or updated their

email IDs and/or other KYC details, are requested to submit requisite request forms along with supporting documents to the Company's Registrar and Share Transfer Agent i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Tel : +91- 810 811 6767, e-mail ID: rnt.helpdesk@in.mpms.mufig.com

- Shareholders who are holding shares in dematerialized mode and have not registered or updated their email IDs and/or other KYC details, are requested to register/update the same along with any other pending KYC updation with their relevant depository participants
- iv. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Accordingly, effective from 1st April, 2020; dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. The detailed TDS rates and required documents for claiming non-deduction/ lower deduction of TDS are uploaded on the website of the Company at: www.glandpharma.com
 - v. To avail the benefit of non-deduction/lower deduction of TDS, kindly submit the required documents by email on or before August 18, 2025, Or The forms/ documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the URL: <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> –
 1. On this page the user shall be prompted to select / share the required information therein to register their request. iii. The forms for tax exemption can be download
 - vi. The forms for tax exemption can be downloaded from MUFG Intime's website. The URL for the same is: <https://web.in.mpms.mufig.com/client-downloads.html>
 - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"
 - vii. The upload of forms/documents (duly completed and signed) on the above mentioned URL of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) should be done on or before August 18, 2025, to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
 - viii. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after August 18, 2025.
 - ix. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any

shareholder by electronic mode due to nonavailability of the details of their bank account, the Company will dispatch the Dividend Warrants/ Demand Drafts to such shareholders by post.

- x. All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) to: gpldivtax@in.mpms.mufig.com

General instructions

- a) The remote e-voting period commences on Monday, August 25, 2025, (9.00 am IST) and ends on Wednesday, August 27, 2025, (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 i.e., Thursday, August 21, 2025, may cast their votes electronically. The remote e-voting module shall be disabled by MUFG INTIME 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 21, 2025 may refer to the remote e-voting instruction to the cast the vote.
- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) The facility for voting through electronic voting system shall be made available during the AGM and only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- e) The voting rights of members shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of Thursday, August 21, 2025.
- f) The Board of Directors of the Company has appointed Mr. G. Ravikanth, Company Secretary in Practice, G. Ravikanth & 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 MUFG INTIME immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.
- j) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to mail@csrvrassociates.com with a copy marked to enotices@in.mpms.mufig.com
- 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@in.mpms.mufig.com or contact on: - Tel: 022 -4918 6000.

By order of the Board of Directors

Sampath Kumar Pallerlamudi

Place: Hyderabad
Date: 03.07.2025

Company Secretary
Membership No.A17901

Registered Office Address:

Gland Pharma Limited

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