



## GLAND PHARMA LIMITED

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

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]**

**Dear Members,**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 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. 3/2022 dated May 5, 2022, No.11/2022 dated December 28, 2022; No. 09/2023 dated September 25, 2023; No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below are proposed to be considered and passed by the Members of Gland Pharma Limited (hereinafter referred to as "the Company") by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, June 12, 2026 ("cut-off date")** received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged MUFG Intime India Private Limited (MUFGINTIME) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules,

as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on Saturday, July 18, 2026 (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the aforementioned MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: [www.glandpharma.com](http://www.glandpharma.com). The Postal Ballot Notice will also be available on website of MUFGIN TIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

The Board of Directors has appointed Ms. D. Soumya, Practicing Company Secretary, Hyderabad (Membership No. F11754, CP No. 13199) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit her report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before July 20, 2026, and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., [www.glandpharma.com](http://www.glandpharma.com) and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of MUFGIN TIME i.e., <https://instavote.linkintime.co.in>.

## **SPECIAL BUSINESS**

### **ITEM # 1: TO REAPPOINT Mr. UDO JAHANNES VETTER, DIN: 00707474 AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 178 read with Schedule IV to the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulations 16(1)(b), 17(1A) 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and on the basis of the declaration of independence submitted, Mr. Udo Jahannes Vetter, DIN: 00707474 who has been appointed as Independent Director of the Company for a period of five years with effect from July 21, 2021 to July 20, 2026 by the shareholders of the Company; be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years, with effect from July 21, 2026 till July 20, 2031; not liable to retire by rotation and notwithstanding that, he would be attaining the age of 75 years during the tenure of his second term, on the terms provided in the Explanatory Statement.

**RESOLVED FURTHER THAT** Mr. Srinivas Sadu, Executive Chairman or Mr. Sampath Kumar Pallerlamudi, Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **ITEM # 2: TO CONSIDER COMMISSION ON PROFITS AS REMUNERATION TO Mr. UDO JAHANNES VETTER, DIN: 00707474**

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

**“RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, 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, based on 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. Udo Jahannes Vetter, DIN: 00707474, Independent Director, a commission of 0.15% on Audited Net Profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 5,500,000 (INR Five Million and Five Hundred Thousand only) per annum.

**RESOLVED FURTHER THAT** Mr. Srinivas Sadu, Executive Chairman or Mr. Sampath Kumar Pallerlamudi, Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM # 3: TO APPOINT Mr. WILLIAM ROBERT KELLER, DIN: 11593622 AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**To consider, and if thought fit, to pass the following resolution 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(1A), 17(1C), 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and on the basis of the declaration of independence submitted, Mr. William Robert Keller, DIN: 11593622, who was initially appointed as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from June 15, 2026 under Section 161 of the Act be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from June 15, 2026 till June 14, 2031; not liable to retire by rotation; and notwithstanding his age of more than 75 years, on the terms provided in the Explanatory Statement.

**RESOLVED FURTHER THAT** Mr. Srinivas Sadu, Executive Chairman or Mr. Sampath Kumar Pallerlamudi, Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM # 4: TO CONSIDER COMMISSION ON PROFITS AS REMUNERATION TO Mr. WILLIAM ROBERT KELLER, DIN: 11593622**

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

**“RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, 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, based on 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. William Robert Keller, DIN: 11593622, Independent Director, a commission of 0.15% on Audited Net Profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 5,500,000 (INR Five Million and Five Hundred Thousand only) per annum.

**RESOLVED FURTHER THAT** Mr. Srinivas Sadu, Executive Chairman or Mr. Sampath Kumar Pallerlamudi, Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM # 5: TO CONSIDER REVISION OF COMMISSION ON PROFITS AS REMUNERATION TO Mr. ESSAJI GOOLAM VAHANVATI, DIN: 00157299, INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013; provisions of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and in amendment to the Special Resolution passed by the Members in the 47<sup>th</sup> Annual General Meeting of the Company held on August 28, 2025 for remuneration payable to Mr. Essaji Vahanvati; 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 G Vahanvati, Independent Director, DIN: 00157299, for the remaining period of his term, a commission of 0.15% on Audited Net Profits of the Company (computed in the manner provided in Section 198 and other applicable provisions of the Companies Act, 2013), subject to a maximum of INR 5,500,000 (INR Five Million and Five Hundred Thousand only) per annum.

**RESOLVED FURTHER THAT** Mr. Srinivas Sadu, Executive Chairman or Mr. Sampath Kumar Pallerlamudi, Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Place: Hyderabad  
Date: June 15, 2026**

**Sampath Kumar Pallerlamudi  
Company Secretary & Compliance Officer**

**Registered Office Address:**

Sy. No. 143 - 148, 150 and 151, Near Gandimaisamma 'X' Roads  
D.P. Pally, Dundigal, Dundigal - Gandimaisamma (M),  
Medchal-Malkajgiri District, Hyderabad 500 043,  
Telangana, India, Tel: +91 84556 99999;  
E-mail id - investors@glandpharma.com;  
Website: [www.glandpharma.com](http://www.glandpharma.com)

## NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **June 12, 2026 (the “Cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.glandpharma.com](http://www.glandpharma.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of MUFGINTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MUFG Intime India Private Limited (MUFGINTIME), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., **June 12, 2026**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. The e-voting period commences on **Friday, June 19, 2026 (09:00 AM IST) and ends on Saturday, July 18, 2026 (5:00 PM IST)**. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **June 12, 2026**, may cast their vote electronically. The e-voting module shall be disabled by MUFGINTIME for voting after July 18, 2026 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may refer to 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@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or

contact on Tel.: 022-49186000. Members may also reach out to the Company at [investors@glandpharma.com](mailto:investors@glandpharma.com), Tel: +91 84556 99999

8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., July 18, 2026.
9. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before July 20, 2026, and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolutions.
10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., [www.glandpharma.com](http://www.glandpharma.com) and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of MUFGINTIME, <https://instavote.linkintime.co.in>
11. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to Link Intime by sending an e-mail at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or to the Company at [investors@glandpharma.com](mailto:investors@glandpharma.com).

### **Procedure for Remote e-voting**

In compliance with the provisions of Section 108 of the Act, 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 in terms of SEBI Circulars No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to e-Voting facility to be provided by listed entities, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFGINTIME, on the resolution set forth in this Notice. The instructions for e-voting are given herein below.

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:

| <b>EVEN</b> | <b>Commencement of remote e-voting</b> | <b>End of remote e-voting</b>           |
|-------------|--|---|
| 260310      | Friday, June 19, 2026<br>09.00 AM IST  | Saturday, July 18, 2026<br>05.00 PM IST |

E-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by MUFGINTIME upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:**

**INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:**

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

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



**METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsd.com>

- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:**

**METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFGIN TIME. Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - CDSL Easi/ Easiest facility:**

**Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFGIN TIME. Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

**INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

- 1. User ID: Enter User ID
- 2. Password: Enter existing Password
- 3. Enter Image Verification (CAPTCHA) Code
- 4. Click “Submit”.

|                   |                              |  |
|-------------------|------------------------------|--|
| 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   |

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

- 1. User ID: Enter User ID
- 2. 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.
- 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

|                   |                              |  |
|-------------------|------------------------------|--|
| 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   |

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - ❖ Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
  - ❖ Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
  - ❖ Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

**NOTE:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ 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](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**NOTE:** File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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).

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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).

**NOTE:** Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### **HELPDESK:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **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.

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

### **Forgot Password:**

#### **Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

|                   |                              |  |
|-------------------|------------------------------|--|
| 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  |

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- ❖ 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”.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM #1: TO REAPPOINT Mr. UDO JAHANNES VETTER, DIN: 00707474 AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

AND

**ITEM # 2: TO CONSIDER COMMISSION ON PROFITS AS REMUNERATION TO Mr. UDO JAHANNES VETTER, DIN: 00707474**

Mr. Udo Johannes Vetter, DIN: 00707474 was appointed as an Independent Director on the Board of Directors of Gland Pharma Limited on July 21, 2021, for a term of five years. Accordingly, the tenure of Mr. Udo Johannes Vetter as an Independent Director would be completed on July 20, 2026. Section 149(10) of the Companies Act, 2013, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment, for another term of up to five years on passing a special resolution by members of the Company.

**Brief Profile and Justification for Reappointment of Mr. Udo Johannes Vetter (Mr. Udo J. Vetter) – As per Reg 17(1A) of Listing Regulations:**

*Mr. Udo J. Vetter earned his degree in Clinical Pharmacy from the University of Washington and subsequently worked for five years as a Manufacturing Pharmacist at Schering-Plough Corp. (now Merck & Co., Inc.), where he was responsible for establishing production facilities in Puerto Rico.*

*From 1985 to 1988, Mr. Udo J. Vetter served as Vice President, Licensing & Production, at Martec Inc., a generic pharmaceutical manufacturer based in Kansas City, Missouri, USA. During the late 1980s, he was President of the start-up company Vetter Pharma-Turm Inc. in Pennsylvania, USA.*

*From 1987 to 1991, Mr. Udo J. Vetter served as Managing Director of Vetter Pharma. He subsequently held the position of Managing Director of Vetter Inject GmbH & Co. KG, the technical arm of the Vetter Group, from 1989 to 2003. Between 1999 and 2004, he was a member of the Executive Committee of Vetter Pharma Corporation. Since 1999, Mr. Udo J. Vetter has been a member of the Board of Directors of Vetter Pharma Corporation and has served as its Chairman since 2008.*

*In 2004, Mr. Udo J. Vetter founded UV-Cap, an investment company focused on supporting mid-sized B2B businesses in the life sciences sector and acting as a long-term strategic partner to high-potential enterprises. He continues to serve as Managing Director of UV-Cap.*

*Mr. Udo J. Vetter currently serves as Chairman of the ITM Group, Germany. He is a member of the International Society for Pharmaceutical Engineering (ISPE) and of the Global Pharmaceutical Manufacturing Leadership Forum (GPMLF). Following six years as President of the European Family Businesses (EFB) Association, he now serves as Vice-President of the organization.*

*In addition, Mr. Udo J. Vetter served as Chairman of the University Council of the University of Albstadt-Sigmaringen until 2018 and was awarded the title of Honorary Senator in recognition of his contributions to the institution.”*

*Mr. Vetter is a member of the Audit Committee, Nomination and Remuneration Committee and ESOP Compensation Committee of the Board of Gland Pharma Limited.*

*Mr. Udo Vetter has actively participated in the meetings of the Board and its Committees and has made significant contributions to the deliberations by providing valuable insights on matters relating to risk*

*management, sterile manufacturing, regulatory compliance, corporate governance, and long-term business strategy. During the financial years 2024-25 and 2025-26, he maintained an attendance record of 100% at meetings of the Board of Directors and 80% at the meetings of the Committees of the Board, reflecting his continued commitment and active engagement in the affairs of the Company.*

*As a member of the Supervisory Board of Phixen SAS, the Company's wholly-owned step-down subsidiary, Mr. Udo Vetter has made significant contributions by providing strategic guidance on CDMO business, European regulatory and compliance matters. Leveraging his extensive experience and expertise, he has played a key role in strengthening the compliance framework of Phixen SAS and its subsidiaries, thereby supporting their successful qualification in regulatory inspections.*

*The Nomination and Remuneration Committee and the Board of Directors, after considering Mr. Udo Vetter's skills, experience, expertise, knowledge, and substantial contributions to the deliberations of the Board and its Committees, have evaluated his performance as an Independent Director and are of the considered view that his continued association would be of immense benefit to the Company. With his rich and diverse global experience and extensive knowledge in the fields of pharmacy, strategy, and the pharmaceutical industry, particularly in sterile injectables and emerging technological advancements, he continues to provide valuable strategic guidance, industry insights, and objective and independent judgment. The Board believes that his expertise and experience significantly strengthen the quality of the Board's deliberations and decision-making process and will continue to contribute meaningfully to the sustainable growth and long-term success of the Company.*

*In view of Mr. Udo Vetter's deep interest in and enduring commitment to the Pharmaceutical industry, extensive business network and rich professional experience, and after taking into consideration his continued contribution, the Board of Directors is of the opinion that, notwithstanding his present age of around 72 years and the fact that he would attain the age of 75 years in November, 2029 during the proposed term, he continues to possess the requisite physical and mental capability, professional competence, and the ability to devote adequate time and attention to the affairs of the Company. The Board is satisfied that his age would not adversely affect the discharge of his duties and responsibilities as an Independent Director. His continued association with the Company would provide valuable continuity in the functioning of the Board, facilitate the retention of institutional knowledge, and further strengthen the quality of the Board's deliberations and overall governance framework.*

Accordingly, the Board of Directors has recommended the reappointment of Mr. Udo Jahannes Vetter as an Independent Director of the Company, for the second term of five (5) consecutive years from July 21, 2026, to July 20, 2031, not liable to retire by rotation, by passing the special resolution as set out in the Item No. 1 of the Notice of the Postal Ballot.

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. Udo Jahannes Vetter 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; and (iii) declaration that he is not debarred or restrained from acting as a director by any order of SEBI or by any other such Authority;

Pursuant to Section 149(9) and subject to the provisions of Section 197 and 198 of the Companies Act, 2013; the Company may pay remuneration by way of Profit related commission to its Independent Directors, a specified percentage of net profits of the Company.

Further pursuant to 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 June 15, 2026 has approved payment of Commission of 0.15% 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 INR 5,500,000/- (INR Five Million and Five Hundred Thousand Only) per annum, 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.

A copy of the draft letter of re-appointment, setting out the terms and conditions of re-appointment of Mr. Udo Jahannes Vetter, is available for inspection in electronic mode, without any fee, during business hours on all working days up to July 18, 2026. The Board of Directors recommends to the Members of the Company to pass the resolution as mentioned in Item No. 1 of the Notice as a Special resolution and Item No.2 as an ordinary 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. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Udo Jahannes Vetter, to whom the resolution relates, is concerned, or interested in the Resolutions mentioned at Item No. 1 and Item No.2 of the Notice.

**ITEM #3: TO APPOINT Mr. WILLIAM ROBERT KELLER, DIN: 11593622 AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**AND**

**ITEM # 4: TO CONSIDER COMMISSION ON PROFITS AS REMUNERATION TO Mr. WILLIAM ROBERT KELLER, DIN: 11593622**

Mr. William Robert Keller, DIN: 11593622 was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of Gland Pharma Limited on June 15, 2026 and pursuant to regulation 17 (1C) of SEBI Listing Regulations, it is required to obtain the approval of shareholders within a period of three months from the date of his appointment.

Based on the recommendation of Nomination and Remuneration Committee of the Company and pursuant to the evaluation of Mr. William Robert Keller, as a prospective member of the Board and its Committees (Audit Committee and Nomination & Remuneration Committee) and in view of his background, rich experience and vast knowledge in Pharmaceuticals and Biologics; the Board of Directors opine that his appointment 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 Pharmacy, Biologics, finance, strategy, management and governance.

Accordingly, the Board of Directors has recommended the appointment of Mr. William Robert Keller as an Independent Director of the Company, for a term of five (5) consecutive years from June 15, 2026, to June 14, 2031, not liable to retire by rotation, by passing the special resolution as set out in the Item No. 3 of the Notice of the Postal Ballot.

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. William Robert Keller 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 order of SEBI or by any other such Authority; and (iv) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. William Robert Keller as an Independent Director of the Company.

**Brief Profile and Justification for Appointment of Mr. William Robert Keller – As per Reg 17(1A) of Listing Regulations:**

*Mr. William Robert Keller, aged 78, is currently an Independent Director of Wuxi Biologics, a global Contract Research, Development and Manufacturing Organization (CRDMO) in Biologics, listed on Hongkong Stock Exchange. He is also an Independent Director on Hua Medicine, a Company listed on Hongkong Stock Exchange.*

*During August, 2020 to August, 2025 Mr. William Keller was a Director of Cathay Biotech Inc, which is listed on Shanghai Stock exchange. He was the Chairman of Coland Pharmaceutical Co. Ltd (earlier listed on Taiwan Stock Exchange) for ten years till November, 2020.*

*Earlier, from December, 2009 to May, 2015; he was an Independent Director on the Board of Alexion Pharmaceuticals Inc., a Nasdaq listed entity. For seven years, till December, 2014; Mr. William Keller was also an Independent Director of Taigen Biopharmaceutical Holding Limited, a Taiwan Stock Exchange listed company.*

*Mr. William Keller has more than 40 years of experience in managing operations in South America and Asia, particularly in pharmaceutical and biotechnology sectors. Mr. Keller spent almost three decades in different management positions with Roche in South America and Asia. From 1990 to 1994, he served as the Managing Director of Roche Hong Kong with regional responsibilities, and subsequently from 1994 to 2003, he was the General Manager for Roche China Holding, and Shanghai Roche Pharmaceutical Ltd., where he established and built up the Roche business in China.*

*In 2003, Mr. Keller founded Keller Pharma Consultancy, a pharmaceutical consulting firm focusing on market entry strategies for foreign biotech companies into the Chinese market and supporting biopharma start-up companies in Shanghai.*

*During June, 1997 to December, 2013; Mr. Keller served as the Vice Chairman of the Shanghai Association of Enterprises with Foreign Investment, advising and supporting foreign invested companies as a business advisor. From March, 2003 to June, 2014; Mr. Keller was appointed as Deputy General Manager of Shanghai Zhangjiang Biotech and Pharmaceutical Base Development Co. Ltd, focusing on pharmaceutical and biotechnological industry development. From March, 2003 to December, 2013, he served as a senior consultant of the Shanghai Foreign Investment Development Board, providing advice regarding foreign investment development. From May, 2007 to April, 2010, Mr. Keller served as the Chairman of HBM Biomed China Partners Ltd., overseeing investments in biotechnology companies.*

*Mr. Keller holds a Bachelor of Science degree from the School of Economics and Business Administration in Zurich, Switzerland, in July, 1972.*

*The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has carefully considered and evaluated the experience and knowledge of Mr. Keller, and is of the considered view that his appointment, even at the age of 78 years is in the best interest of the Company and its stakeholders as he brings in high quality domain Knowledge in Pharmaceutical and Biologicals industry which is directly aligned with the Company's strategic priorities and business operations. Also, his expertise as an Independent Director in reputed Overseas listed Pharma companies and his physical and mental fitness showcases that he is still active and capable of effectively discharging his role and responsibilities as an Independent Director.*

Pursuant to Section 149(9) and subject to the provisions of Section 197 and 198 of the Companies Act, 2013; the Company may pay remuneration by way of Profit related commission to its Independent Directors, a specified percentage of net profits of the Company.

Further pursuant to 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 June 15, 2026 has approved payment to Mr. William Keller, a Commission of 0.15% 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 INR 5,500,000/- (INR Five Million and Five Hundred Thousand Only) per annum, 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.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. William Robert Keller, is available for inspection in electronic mode, without any fee, during business hours on all working days up to July 18, 2026. The Board of Directors recommends to the Members of

the Company to pass the resolution as mentioned in Item No. 3 of the Notice as a Special resolution and Item No.4 as an Ordinary 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. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. William Robert Keller, to whom the resolution relates, is concerned, or interested in the Resolutions mentioned at Item No. 3 and 4 of the Notice.

**ITEM #5: TO CONSIDER REVISION OF COMMISSION ON PROFITS AS REMUNERATION TO Mr. ESSAJI GOOLAM VAHANVATI, DIN: 00157299, INDEPENDENT DIRECTOR**

Pursuant to Section 149(9) and subject to the provisions of Section 197 and 198 of the Companies Act, 2013; the Company may pay remuneration by way of Profit related commission to its Independent Directors, a specified percentage of net profits of the Company. Pursuant to Section 197 of the Companies Act, and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company is required for making payment of Remuneration to its Independent Directors, as recommended by the Nomination and Remuneration Committee & Board of Directors of the Company.

In amendment to the resolution passed by the members of the Company in the 47<sup>th</sup> Annual General Meeting held on August 28, 2025; and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on June 15, 2026. has approved revision in payment of Commission on profits as remuneration 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, it was proposed to increase the remuneration from 0.1% on Net profits of the Company, subject to a maximum of INR 2.5 Million per annum to 0.15% on Net profits of the Company, subject to a maximum of INR 5.5 Million per annum for his remaining term as an Independent Director.

The Board of Directors strongly opine that the said revision in commission payable to Mr. Essaji is justifiable in view of his effective participation, enhanced leadership and allocation of time as a Member of Audit Committee, Nomination and Remuneration Committee, CSR Committee and ESOP Compensation Committee.

**Note:** Mr. Essaji Vahanvati has been appointed as the Chairman of the Audit Committee of the Company and also as a Director on the Board of Gland Pharma International Pte. Ltd (Material Subsidiary of the Company) with effect from June 15, 2026.

The Board recommends passing of the resolution as set out in the Postal Ballot Notice at Item No. 5 as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Essaji Goolam Vahanvati to whom this resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

**By order of the Board of Directors**

**Place: Hyderabad**  
**Date: June 15, 2026**

**Sampath Kumar Pallerlamudi**  
**Company Secretary & Compliance Officer**

**Registered Office Address:**

Sy. No. 143 - 148, 150 and 151, Near Gandimaisamma 'X' Roads  
D.P. Pally, Dundigal, Dundigal - Gandimaisamma (M),  
Medchal-Malkajgiri District, Hyderabad 500 043,  
Telangana, India, Tel: +91 84556 99999 ;  
E-mail id - investors@glandpharma.com;  
Website: [www.glandpharma.com](http://www.glandpharma.com)

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Details of the Directors proposed to be re-appointed or 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:

**Details of Mr. Udo Johannes Vetter:**

|   |   |
|---|---|
| <b>Name</b>   | Mr. Udo Johannes Vetter   |
| <b>DIN</b>  | 00707474  |
| <b>Age</b>  | 72 Years (Date of Birth – November 23, 1954)  |
| <b>Qualification</b>  | He holds a Bachelor's degree in Science (Pharmacy) from the University of Washington  |
| <b>Experience (including expertise in specific functional area)/ Brief Resume</b> | <p>Mr. Udo J. Vetter earned his degree in Clinical Pharmacy from the University of Washington and subsequently worked for five years as a Manufacturing Pharmacist at Schering-Plough Corp. (now Merck &amp; Co., Inc.), where he was responsible for establishing production facilities in Puerto Rico.</p> <p>From 1985 to 1988, Mr. Udo J. Vetter served as Vice President, Licensing &amp; Production, at Martec Inc., a generic pharmaceutical manufacturer based in Kansas City, Missouri, USA. During the late 1980s, he was President of the start-up company Vetter Pharma-Turm Inc. in Pennsylvania, USA.</p> <p>From 1987 to 1991, Mr. Udo J. Vetter served as Managing Director of Vetter Pharma. He subsequently held the position of Managing Director of Vetter Inject GmbH &amp; Co. KG, the technical arm of the Vetter Group, from 1989 to 2003. Between 1999 and 2004, he was a member of the Executive Committee of Vetter Pharma Corporation. Since 1999, Mr. Udo J. Vetter has been a member of the Board of Directors of Vetter Pharma Corporation and has served as its Chairman since 2008.</p> <p>In 2004, Mr. Udo J. Vetter founded UV-Cap, an investment company focused on supporting mid-sized B2B businesses in the life sciences sector and acting as a long-term strategic partner to high-potential enterprises. He continues to serve as Managing Director of UV-Cap.</p> <p>Mr. Udo J. Vetter currently serves as Chairman of the ITM Group, Germany. He is a member of</p> |

|  |  |
|--|--|
|  | <p>the International Society for Pharmaceutical Engineering (ISPE) and of the Global Pharmaceutical Manufacturing Leadership Forum (GPMLF). Following six years as President of the European Family Businesses (EFB) Association, he now serves as Vice-President of the organization.</p> <p>In addition, Mr. Udo J. Vetter served as Chairman of the University Council of the University of Albstadt-Sigmaringen until 2018 and was awarded the title of Honorary Senator in recognition of his contributions to the institution.</p> |
| <b>Terms and Conditions of Reappointment</b>   | Reappointment for a term of five years commencing from July 21, 2026   |
| <b>Remuneration last drawn (including sitting fees, if any)</b>  | INR 2.5 Mn as Commission on profits and INR 1.4 Mn as sitting fee for FY 2025-26   |
| <b>Remuneration proposed to be paid</b>  | As per resolution at item No.2 of the Postal Ballot Notice dated June 15, 2026, read with explanatory statement thereto  |
| <b>Date of first appointment on the Board</b>  | July 21, 2021, as an Independent Director of the Company. Even though, he was previously on the Board as a Non-Independent Director (the Control / Promoters of the Company was changed in October, 2017), his first appointment as an Independent Director was on July 21, 2021.  |
| <b>Shareholding in the Company as on June 15, 2026 (including shareholding as a beneficial owner)</b>              | NIL  |
| <b>Relationship with other Directors/Key Managerial Personnel</b>  | Not related to any Director /Key Managerial Personnel  |
| <b>Number of meetings of the Board attended during the year (FY 2025-26)</b>                                       | 6 (Total 6 Board meetings were held in FY 2025-26)   |
| <b>Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on June 15, 2026</b> | Mr. Udo Johannes Vetter is the Member of the Audit Committee, Nomination & Remuneration Committee and ESOP Compensation Committee, and he is not acting as a Chairperson for any of the Committees of the Board of the Directors of the Company till June 15, 2026. In the Board Meeting held on June 15, 2026; Mr. Udo Vetter has been appointed as the Chairman of the Nomination and Remuneration   |

|  |   |
|--|---|
|  | Committee, ESOP Compensation Committee and Stakeholders' Relationship Committee and Share transfer Committee. |
| <b>Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on June 15, 2026 (including listed entities from which he has resigned in the past three years)</b>  | NIL   |
| <b>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 June 15, 2026 (including listed entities from which the person has resigned in the past three years)</b> | NIL   |

**Details of Mr. William Robert Keller:**

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| <b>Name</b>   | Mr. William Robert Keller   |
| <b>DIN</b>  | 11593622  |
| <b>Age</b>  | 78 Years (Date of Birth – January 16, 1948)   |
| <b>Qualification</b>  | Mr. Keller obtained a Bachelor of Sciences degree from the School of Economics and Business Administration in Zurich, Switzerland, in July 1972.  |
| <b>Experience (including expertise in specific functional area)/ Brief Resume</b> | <p>Mr. William Robert Keller, aged 78, is currently an Independent Director of Wuxi Biologics, a global Contract Research, Development and Manufacturing Organization (CRDMO) in Biologics, listed on Hongkong Stock Exchange. He is also an Independent Director on Hua Medicine, a Company listed on Hongkong Stock Exchange.</p> <p>During August, 2020 to August, 2025 Mr. William Keller was a Director of Cathay Biotech Inc, which is listed on Shanghai Stock exchange. He was the Chairman of Coland Pharmaceutical Co. Ltd (earlier listed on Taiwan Stock Exchange) for ten years till November, 2020.</p> <p>Earlier, from December, 2009 to May, 2015; he was an Independent Director on the Board of Alexion Pharmaceuticals Inc., a Nasdaq listed entity. For seven years, till December, 2014; Mr. William Keller was also an Independent Director of Taigen Biopharmaceutical Holding Limited, a Taiwan Stock Exchange listed company.</p> <p>Mr. William Keller has more than 40 years of experience in managing operations in South America and Asia, particularly in pharmaceutical and biotechnology sectors. Mr. Keller spent almost three decades in different management positions with Roche in South America and Asia. From 1990 to 1994, he served as the Managing Director of Roche Hong Kong with regional responsibilities, and subsequently from 1994 to 2003, he was the General Manager for Roche China Holding, and Shanghai Roche Pharmaceutical Ltd., where he established and built up the Roche business in China.</p> <p>In 2003, Mr. Keller founded Keller Pharma Consultancy, a pharmaceutical consulting firm</p> |

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|   | <p>focusing on market entry strategies for foreign biotech companies into the Chinese market and supporting biopharma start-up companies in Shanghai.</p> <p>During June, 1997 to December, 2013; Mr. Keller served as the Vice Chairman of the Shanghai Association of Enterprises with Foreign Investment, advising and supporting foreign invested companies as a business advisor. From March, 2003 to June, 2014; Mr. Keller was appointed as Deputy General Manager of Shanghai Zhangjiang Biotech and Pharmaceutical Base Development Co. Ltd, focusing on pharmaceutical and biotechnological industry development. From March, 2003 to December, 2013, he served as a senior consultant of the Shanghai Foreign Investment Development Board, providing advice regarding foreign investment development. From May, 2007 to April, 2010, Mr. Keller served as the Chairman of HBM Biomed China Partners Ltd., overseeing investments in biotechnology companies.</p> <p>Mr. Keller holds a Bachelor of Science degree from the School of Economics and Business Administration in Zurich, Switzerland, in July, 1972.</p> |
| <b>Terms and Conditions of Appointment</b>  | Appointment for a term of five years commencing from June 15, 2026  |
| <b>Remuneration last drawn (including sitting fees, if any)</b>                                       | Not applicable  |
| <b>Remuneration proposed to be paid</b>   | As per resolution at item No. 4 of the Postal Ballot Notice dated June 15, 2026, read with explanatory statement thereto  |
| <b>Date of first appointment on the Board</b>   | June 15, 2026, as an Additional Director in the capacity of Non-Executive Independent Director of the Company.  |
| <b>Shareholding in the Company as on June 15, 2026 (including shareholding as a beneficial owner)</b> | NIL   |
| <b>Relationship with other Directors/Key Managerial Personnel</b>                                     | Not related to any Director /Key Managerial Personnel   |

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| <b>Number of meetings of the Board attended during the year (FY 2025-26)</b>   | Not applicable   |
| <b>Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on June 15, 2026</b>   | Mr. William Robert Keller has been appointed as a Member of the Audit Committee, and Nomination & Remuneration Committee, with effect from June 15, 2026. He is not acting as a Chairperson for any of the Committees of the Board of the Directors of the Company |
| <b>Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on June 15, 2026 (including listed entities from which he has resigned in the past three years)</b>  | NIL  |
| <b>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 June 15, 2026 (including listed entities from which the person has resigned in the past three years)</b> | NIL  |

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